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Draft Red Herring Prospectus
Dated: *September 29, 2025*
Please read Section 26 and 32 of the Companies Act, 2013
100% Book Built Issue

NFP SAMPOORNA FOODS LIMITED
CIN: U10793DL2023PLC455908

REGISTERED OFFICE & CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015	**Ms. Babli** Company Secretary and Compliance Officer	**E-mail:** compliance@sampoornanuts.com **Ph. No.-** +91 9643829587	www.sampoornanuts.com

PROMOTERS OF THE COMPANY

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

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Issue of upto 44,60,000 equity shares upto ₹[•] Lakhs	₹ [•] Lakhs	The Offer is being made pursuant to Regulation 229(2) and 253(1) of SEBI ICDR Regulation 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 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under **"Basis for Issue Price"** beginning on page 90, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGER

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
3DIMENSION CAPITAL SERVICES LIMITED	**Mr. Rhydham Kapoor/ Mr. Pankaj Khetan**	**Tel. No.:** 011-40196737 **E-mail:** delhi@3dcsl.com

REGISTRAR TO THE ISSUE

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
SKYLINE FINANCIAL SERVICES PRIVATE LIMITED	**Mr. Anuj rana**	**Telephone:** 011-26812683 **E-mail:** *virenr@skylinerta.com*

ISSUE PROGRAMME

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

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

***Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBS one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

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

NFP SAMPOORNA FOODS LIMITED

CIN: U10793DL2023PLC455908

NFP Sampoorna Foods Limited ("the Company") was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation dated December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 issued by the Registrar of Companies, Central Registration Centre. Prior to incorporation as a public limited company, the business was operated as a partnership firm under the name M/s Nut and Food Processor. Pursuant to a resolution passed by the partners on October 28, 2023, the partnership was converted into a public limited company and the name was changed to NFP Sampoorna Foods Limited. Subsequently, on June 30, 2025, the Company acquired M/s Yashvardhan Food Industries Private Limited on a going concern basis through a share swap agreement dated June 30th, 2025. This acquisition was approved by the shareholders of the Company pursuant to a resolution passed on June 30, 2025. Further, the Company has changed its registered office from C/o Ashok Gupta, Nathupur, P.S. Rai, Sonipat, Haryana – 131029 to Ground Floor, B-3A & B-3B, Plot No. 70, Najafgarh Road Industrial Area, Rama Road, New Delhi – 110015. Pursuant to this change, our company has received fresh Certificate of Incorporation dated September 24, 2025, bearing Certificate of Incorporation (CIN) U10793DL2023PLC455908 issued by the Registrar of Companies, Delhi. For Further details, please refer Chapter titled "History and Corporate Structure" beginning on Page no. 157 of this Draft Red Herring Prospectus.

Registered office & Corporate office: Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015.
Ph. No. - +91 9643829587; **Website:** www.sampoornanuts.com; **E-Mail:** compliance@sampoornanuts.com
Contact Person: Ms. Babli, Company Secretary and Compliance Officer

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

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 44,60,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE "EQUITY SHARES") OF NFP SAMPOORNA FOODS LIMITED ("OUR COMPANY" OR "NFP" OR "NSFL" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [●] AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

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

FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED *"TERMS OF THE ISSUE"* BEGINNING ON PAGE 254 OF THIS DRAFT RED HERRING PROSPECTUS.

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

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (**"SCRR"**) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (**"QIBs", the "QIB Portion"**), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Individual Investors who applies for minimum application size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 269 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under **"Basis for Issue Price"** beginning on page 90 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (**"SEBI"**), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section ***"Risk Factors"*** beginning on page 27 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
3DIMENSION CAPITAL SERVICES LIMITED K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, South Delhi, New Delhi, Delhi-110048 **Ph. No.:** +91 9999883792 **Email:** delhi@3dcsl.com **Investor Grievances Email id-** grievance@3dcsl.com **Website:** www.3dcsl.com **SEBI Registration:** INM000012528 **Contact Person: Mr. Rhydham Kapoor & Mr. Pankaj Khetan**	**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** D-153 A, 1st Floor Okhla Industrial Area, Phase-I New Delhi – 110020 Delhi, India **Tel No.:** 011-26812683 **Fax:** 011 2681 2682 **Website:** www.skylinerta.com **E-Mail:** *virenr@skylinerta.com* **Investor Grievance Email:** grievances@skylinerta.com **Contact Person:** Anuj Rana **SEBI Reg. No.:** INR000003241

ISSUE PROGRAMME

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

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

***Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBS one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms not defined but used in the chapters titled ***"Statement of Possible Tax Benefits"***, ***"Restated Financial Statements"***, ***"Outstanding Litigations and Material Developments"***, ***"Key Industry Regulations"*** and section titled ***"Main Provisions of the Articles of Association"*** beginning on page 99, 189, 229, 147 and 302 respectively of this Draft Red Herring Prospectus, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

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

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association / AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of our Company, constituted on June 13, 2024 in accordance with Section 177 of the Companies Act, 2013, For details refer section titled ***"Our Management"*** beginning on page 163 of this Draft Red Herring Prospectus.
Auditor of our Company / Statutory Auditor / Peer Review Auditor	The Statutory Auditors of our Company, being M/s Ajay K. Kapoor & Company, Chartered Accountants holding a valid peer review certificate as mentioned in the section titled ***"General Information"*** beginning on page 55 of this Draft Red Herring Prospectus.
Bankers to the Company	Kotak Mahindra Bank Limited.
Board of Directors / Board / BOD	The Board of Directors of NFP Sampoorna Foods Limited unless otherwise specified.
Companies Act	The Companies Act, 2013, as amended from time to time.

Term	Description
CIN	Corporate Identification Number of our Company i.e. U10793DL2023PLC455908.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Anil Kumar Gupta.
Company Secretary and Company Officer	The Company Secretary and Company Officer of our Company, being Ms. Babli.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
ED	Executive Director
Group Company	Group Company as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, "Group Company shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in ***"Our Group Company"*** beginning on page 184 of this Draft Red Herring Prospectus.
Independent Director	A Non-Executive Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	INE0T1501010
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately Below the Board of Directors as described in the section titled ***"Our Management"*** beginning on page 163 of this Draft Red Herring Prospectus.
Key Performance Indicators" or "KPIs"	Key financial and operational performance indicators of our Company, as included in ***"Basis for Issue Price"*** beginning on page 90 of this Draft Red Herring Prospectus.
Materiality Policy	The policy adopted by our Board on June 13, 2024 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
MD	Managing Director.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time.
Non-Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee, constituted on June 13, 2024 in accordance with Section 178 of the Companies Act, 2013. For details refer section titled ***"Our Management"*** beginning on page 163 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs/ Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulation, 2000.
Peer Review Auditors	Auditor having a valid Peer Review certificate in our case being M/s. Ajay K. Kapoor & Company, Chartered Accountants, as mentioned in the section titled ***"General Information"*** beginning on page 55 of this Draft Red Herring Prospectus.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters	Shall mean promoters of our Company i.e., Mr. Praveen Goel, Mrs. Anju Goel and Mr. Yash Vardhan Goel. For further details, please refer to section titled ***"Our Promoters and Promoter Group"*** *beginning on page 178* of this Draft Red Herring Prospectus.

Term	Description
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled ***"Our Promoters and Promoter Group"*** beginning on page 178 of this Draft Red Herring Prospectus.
Registered Office/Corporate Office	Ground Floor B-3A & B- 3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015.
Restated Financial Statements	The Restated Financial Statements of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the period/year ended 30th June, 2025 and 31st March, 2025 and 31st March, 2024 and 20th December 2023 and March 31, 2023 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC/Registrar of Companies	Registrar of Companies, NCT of Delhi & Haryana.
Shareholders	Shareholders of our Company.
Stock Exchange	Unless the context requires otherwise, refers to, SME Platform of NSE Limited, "NSE Emerge".
Subscriber to MOA/Initial Promoters	Initial Subscriber to MOA & AOA/Initial Promoters being Mr. Praveen Goel, Mrs. Anju Goel and Mr. Yash Vardhan Goel.
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee, constituted on June 13, 2024 in accordance with Section 178 of the Companies Act, 2013. For details refer section titled ***"Our Management"*** beginning on page 163 of this Draft Red Herring Prospectus.
WTD	Whole-Time Director of our Company, being Mrs. Anju Goel

KEY PERFORMANCE INDICATORS

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

ISSUE RELATED TERMS

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

Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Supported By Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who had Bid for an amount of at least ₹200 Lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section **"*Issue Procedure - Basis of allotment*"** beginning on page 269 of this Draft Red Herring Prospectus.
Bankers to the Issue, Sponsor and Refund Banker	[●].
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid	An indication to make an Issue during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.

Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Delhi edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI (ICDR) Regulations. Our Company, in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs One Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●], Hindi also being the regional language of Delhi, where our Registered Office is located), and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations.
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR, Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days.
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of this Draft Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, And which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being 3Dimension Capital Services Limited. SEBI Registered Category I Merchant Banker.
Bidding	The process of making a Bid.
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.

CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	The Issue Price, finalised by our Company in consultation with the Book Running Lead Managers, which shall be any price within the Price Band. Only Individual Bidders Bidding in the Individual Investors Portion are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI athttp://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com.
Designated RTA Locations	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father / husband, investor status, occupation and Bank Account details.
Designated Intermediaries/ Collecting Agent	The members of the Syndicate, sub-syndicate / agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identity Number.
Designated Market Maker	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated September 29, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited ("NSE EMERGE")

Engagement Letter	The Engagement letter dated June 23, 2025 executed between Issuer and BRLM.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Equity Shares	Equity Shares of our Company of face value ₹10.00 each.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants.
Emerge Platform of NSE	The Emerge Platform of NSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on October 14, 2011.
Escrow Account	Accounts opened with the Banker to the Issue.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering.
Individual Investor Portion	The portion of the Issue being not less than 35% of the Net Issue consisting of [●] Equity Shares which shall be available for allocation to Individual Bidders who applies for minimum application size (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the Individual Investor Portion and remaining Equity Shares to be allotted on a proportionate basis.

Individual Bidder(s) or Individual Investor(s) or II(s) or IB(s)	The minimum application size shall be two lots per application, such that the minimum application size shall be above ₹ 2 lakhs. (including HUFs applying through their Karta) and Eligible NRIs
Issue / Issue Size /Public Issue	Public issue of upto 44,60,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs and [●] Equity Shares of face value ₹10 each for cash at a price of ₹[●] per Equity Share aggregating to ₹[●] Lakhs will be reserved for the subscription by the Market Maker.
Issue Closing Date	The date after which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●].
Issue Opening Date	The date on which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●].
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹[●] (including share premium of ₹[●] per Equity Share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled ***"Objects of the Issue"*** beginning on page 79 of this Draft Red Herring Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of NSE Emerge.
Market Maker	The Market Maker to the Issue, in this case being [●].
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹10 each at an Issue price of ₹[●] each aggregating to ₹[●] Lakhs to be subscribed by Market Maker in this issue.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹10 each at ₹[●] per Equity Share including share premium of ₹[●] per Equity Share aggregating to ₹[●] Lakhs by NFP Sampoorna Foods Limited.
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Fresh Issue.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors/ Applicant	All Applicants, including FPIs which are individuals, corporate bodies and family offices, that are not QIBs or IIs and who have Application for Equity Shares for an amount of more than ₹2.00 Lakhs (but not including NRIs other than Eligible NRIs)
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all Retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
Other Investor	Investors other than Individual Investors. These include individual applicants other than individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.

Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Price Band	The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the Book Running Lead Managers, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and regional edition of [●], where our Registered and Corporate Office is located, each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Qualified Institutional Buyers/ QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Refund Account (s)	Account(s) opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Skyline Financial Services Private Limited.
Registrar Agreement	The agreement dated June 29, 2024 entered into between our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI;

Revision Form	The Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Bidders can revise their Bid during the Issue Period or withdraw their Bids until Bid / Issue Closing Date.
SEBI SCORES	SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI.
SEBI Master Circular	The SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations interms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Issue Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Self-Certified Syndicate Bank(s) /SCSB(s)	The banks registered with SEBI, offering services, (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time, and (ii) in relation to ASBA through the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time.
SME Exchange/NSE EMERGE	SME Platform of the NSE i.e. NSE EMERGE. SME Platform of NSE for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations.
Specified Locations	The Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs only ASBA Forms with UPI.
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.

Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi.
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application.
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations,1993, as amended from time to time. i.e. [●].
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●].
Unified Payments Interface (UPI)	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual investors applying as Individual Bidders in the Individual Investors Portion, and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹500,000 in the Non-Institutional Portion. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.

UPI Mandate Request	A request (intimating the Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Individual Bidder to such Mobile App) to the Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a II's to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Willful Defaulter or Fraudulent	As defined under Regulation 2(1)(lll) of SEBI (ICDR) Regulations, 2018 which means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial
Borrower	Institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business: 1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Draft Red Herring Prospectus are open for business. 2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
APEDA	Agricultural and Processed Food Products Export Development Authority
BSM	Buyer-Seller Meet
B2B	Business-to-Business
B2C	Business-to-Consumer
CEPCI	Cashew Export Promotion Council of India
CNSL	Cashew Nutshell Liquid
DAC&FW	Department of Agriculture, Cooperation and Farmers Welfare
DCCD	Directorate of Cashew nut & Cocoa Development
DFTP	Duty-Free Tariff Preference
DW	Dessert wholes cashew
LDC	Least Developed Countries
MT	Million Tonnes
MAI	Market Access Initiative
NHB	National Horticulture Board
RIICO	Rajasthan State Industrial Development & Investment Corporation Limited
RCN	Raw Cashew Nut
RKVY	Rashtriya Krishi Vikas Yojana
SION	Standard Inputs Output Norms
SW	Scorched Wholes

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATION

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

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

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

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

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

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

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

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

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

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

FINANCIAL DATA

Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated audited financial statements for the period/year ended 30th June, 2025, 31st March, 2025 and 20th December 2023 and for the year ended on March 31, 2023 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in the Draft Red Herring Prospectus, and set out in the section titled **"*Restated Financial Statements*"** beginning on page 189 of the Draft Red Herring Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In the Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding- off.

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

Any percentage amounts, as set forth in the sections / chapters titled **"*Risk Factors*"**, **"*Business Overview*"** and **"*Management's Discussion And Analysis Of Financial Position And Results Of Operations*"** beginning on page 27, 109 and 219 respectively of this Draft Red Herring Prospectus and elsewhere in the Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

CURRENCY AND UNITS OF PRESENTATION

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

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

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Statements in decimals

have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

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

INDUSTRY AND MARKET DATA

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

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

EXCHANGE RATES

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

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

Currency	Exchange Rate as on March 31, 2025	Exchange Rate as on March 31, 2024*	Exchange Rate as on March 31, 2023
1 USD	85.43	83.37	82.22
1 Euro	92.43	90.22	89.61

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

Note:

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

Source: www.fbil.org.in.

DEFINITIONS

For definitions, please refer the chapter titled ***"Definitions and Abbreviations"*** beginning on page 1 of this Draft Red Herring Prospectus. In the section titled "***Main Provisions of the Articles of Association***" beginning on page 302 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

FORWARD LOOKING STATEMENTS

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

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

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

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters **"*Risk Factors*", "*Business Overview*"** and **"*Management's Discussion and Analysis of Financial Position and Results of Operations*"** beginning on page 27, 109 and 219 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

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

SECTION II - SUMMARY OF ISSUE DOCUMENT

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including ***"Risk Factors", "The Issue", "Capital Structure", "Objects of the Issue", "Industry Overview", "Business Overview", "Our Promoters and Promoter Group", "Restated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", "Issue Procedure" and "Main Provisions of The Articles Of Association"*** *beginning on pages* 27, 50, 66, 79, 102, 109, 178, 189, 219, 229, 269 *and* 302 *respectively.*

HISTORY

NFP Sampoorna Foods Limited ("the Company") was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation dated December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 issued by the Registrar of Companies, Central Registration Centre. Prior to incorporation as a public limited company, the business was operated as a partnership firm under the name M/s Nut and Food Processor. Pursuant to a resolution passed by the partners on October 28, 2023, the partnership was converted into a public limited company and the name was changed to NFP Sampoorna Foods Limited. Subsequently, on June 30, 2025, the Company acquired M/s Yashvardhan Food Industries Private Limited on a going concern basis through a share swap agreement dated June 30th, 2025. This acquisition was approved by the shareholders of the Company pursuant to a resolution passed on June 30, 2025.

Further, the Company has changed its registered office from C/o Ashok Gupta, Nathupur, P.S. Rai, Sonipat, Haryana – 131029 to Ground Floor, B-3A & B-3B, Plot No. 70, Najafgarh Road Industrial Area, Rama Road, New Delhi – 110015. Pursuant to this change, our company has received fresh Certificate of Incorporation dated September 24, 2025, bearing Certificate of Incorporation (CIN) U10793DL2023PLC455908 issued by the Registrar of Companies, Delhi.

For Further details, please refer Chapter titled "History and Corporate Structure" beginning on Page no. 157 of this Draft Red Herring Prospectus.

SUMMARY OF OUR BUSINESS

NFP Sampoorna Foods Limited is a diversified and fast-growing food processing and trading company engaged in the procurement, import, processing, grading, packaging, marketing, and distribution of premium dry fruits. The Company's core product portfolio includes cashew nuts (raw and processed), makhana (fox nuts), and almonds, catering to domestic and regional markets through B2B, B2C and institutional channels.

NFP Sampoorna Foods Limited sources its high-quality Raw Cashew Nuts (RCN) directly from selected farms in African countries, ensuring access to superior raw materials at competitive prices. These nuts are then processed in-house to produce cashew kernels in a variety of grades, delivering the crispiest and crunchiest cashews to wholesalers and households across India.

In response to the rising demand for health and wellness-oriented foods in the Indian market, the Company has strategically diversified its product portfolio.

In August 2024, the Company introduced Makhana, followed by almonds in March 2025, marking a significant expansion in its healthy snacking offerings. These products are exclusively available through the Business-to-Consumer (B2C) channel, aligning with shifting consumer preferences towards convenient and nutritious options.

Furthermore, cashew nuts continue to be distributed through both Business-to-Business (B2B) and B2C channels, enabling the Company to effectively cater to a wide range of customer segments and maximize market reach.

This strategic diversification underscores the Company's commitment to meeting evolving consumer demands while reinforcing its position in the health-focused snacking segment.

For further details, please refer chapter titled "Business Overview" beginning on Page no. 109 of this Draft Red Herring Prospectus.

SUMMARY OF OUR INDUSTRY

India's food processing industry is a key pillar of the nation's economy, contributing significantly to GDP, exports, employment, and investment. It accounts for 32% of the country's total food market and 13% of exports. As of 2024, it contributes 8.80% to manufacturing GVA and 8.39% to agriculture GVA. With a rapidly growing consumer base and changing dietary preferences, the sector is projected to reach US$ 700 billion by 2030. A vital component of this industry is the Indian cashew sector. India is one of the largest cashew producers globally, with cultivation spread over 0.7 million hectares and production exceeding 0.8 million tonnes. The industry supports over 10 lakh livelihoods, especially in rural areas, and is a global leader in cashew processing and exports. Maharashtra leads in production, and processing hubs are now spread across multiple states. Together, these sectors play a crucial role in enhancing food security, farmer incomes, and economic growth.

For further details, please refer chapter titled "Industry Overview" beginning on Page no. 102 of this Draft Red Herring Prospectus.

OUR PROMOTERS

Our company is promoted by Mr. Praveen Goel, Mrs. Anju Goel and Mr. Yash Vardhan Goel. For further details, please refer to the chapter titled "Our Promoter and Promoter Group" beginning on Page No. 178 of this Draft Red Herring Prospectus.

SIZE OF ISSUE

The following table summarizes the details of the Issue. For further details, see **"*The Issue*"** and **"*Issue Structure*"** beginning on page 50 and 264 respectively.

Issue of Equity Shares	Up to 44,60,000 Equity shares of ₹10/- each for cash at a price of ₹[●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹[●] Lakhs.
Out Of which:	
(i) Fresh Issue [1]	Up to 44,60,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Of which:	
Market Maker Reservation Portion	Up to [●] Equity shares of ₹10/- each for cash at a price of ₹[●] per Equity shares aggregating to ₹ [●] Lakhs.
Net Issue	Up to [●] Equity shares of ₹10/- each for cash at a price of ₹[●] per Equity shares aggregating to ₹ [●] Lakhs.

The price band will be decided by our company in consultation with the Book Running Lead Manager ("BRLM") and will be advertised in all editions of the English national newspaper, all editions of the Hindi national newspaper also Hindi being the reginal language of Delhi where registered office situated, each with wide circulation, at least 2 (two) working days prior to the bid/ Issue opening date with the relevant financial ratios calculated at the floor price and the cap price and shall be made available to the SME platform of NSE Limited ("NSE EMERGE", referred to as the "Stock Exchange") for the purpose of uploading on their website. For further details kindly refer to chapter titled "Terms of the Issue" beginning on page 254 of this Draft Red Herring Prospectus.

OBJECTS OF THE ISSUE

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

(₹ in Lakhs)

Sr. No	Particulars	Amount	Total Issue Size
1.	Working capital requirement	725.00	[●]
2.	Prepayment or Repayment of the portion of certain outstanding Borrowings availed by our company	950.00	
3..	General Corporate Expenses	[●]	[●]
	Total*	[●]	100%

**To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.*
The amount utilized for general corporate purposes shall not exceed 15.00% of the gross proceeds or ₹ 10.00 Crores; whichever is lower.

For further details, please refer to chapter titled "Objects of the Issue" beginning on page 79 of this Draft Red Herring Prospectus.

PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS AS A PERCENTAGE OF THE PAID- UP SHARE CAPITAL OF THE COMPANY

Set forth is the Pre-Issue and Post- Issue shareholding of Our Promoters, Promoter group and additional top 10 shareholders as a percentage of the paid-up share capital of the Company:

S. No	Names	Pre- Issue		Post- Issue	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoter				
1.	Mr. Praveen Goel	43,73,513	53.50	43,73,513	[●]
2.	Mr. Yashvardhan Goel	35,63,310	43.59	35,63,310	[●]
3.	Mrs. Anju Goel	100	Negligible	100	[●]
	TOTAL (A)	**79,36,923**	**97.09**	**79,36,923**	[●]
	Promoter Group				
1.	Mr. Mahesh Chandra Goel	2,36,805	2.90	2,36,805	[●]
2.	Ms. Nisha Gupta	100	Negligible	100	[●]
	TOTAL (B)	**2,36,905**	**2.90**	**2,36,905**	**[●]**
	Additional Top 10 Shareholders				
1.	Mr. Anil Kumar Gupta	100	Negligible	100	[●]
2.	Mr. Sudhanshu Shekhar Thakur	100	Negligible	100	[●]
3.	Mr. Sanjay Kumar Garg	100	Negligible	100	**[●]**
	TOTAL (C)	**300**	Negligible	**300**	**[●]**
	GRAND TOTAL (A+B+C)	**81,74,128**	100%	**81,74,128**	[●]

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS

The details of Restated Consolidated Financials are as follows:

(₹ in lakhs)

Particulars	For Period ended				
	June 30th, 2025	March 31st, 2025	March 31st, 2024	December 20, 2023	March 31st, 2023
Share Capital	817.41	620.00	620.00	-	-
Net worth [(1)]	1,333.93	905.01	635.65	514.12	854.90
Total Revenue [(2)]	1,870.54	3,575.74	599.66	1,731.25	1,674.69
Profit After Tax (PAT)	108.91	269.36	15.65	86.64	41.59
Earnings per share (Basic) (In ₹) [(3)] #	7.02	4.34	0.90	N.A.	N.A.
Earnings per share (Diluted) (In ₹) [(3)]	7.02	4.34	0.90	N.A.	N.A.

Net Asset Value per Equity Share (₹)[4]	16.32	14.60	10.25	-	-
Total borrowings^	2,412.67	1,135.90	835.31	1,036.91	-

(1) Net Worth = Restated Equity Share Capital plus Restated Reserves & Surplus.
(2) Total Revenue = Restated Revenue from operations plus Restated Other Income.
(3) Earnings per share (Basic & Diluted) = Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period.
 # (Note: EPS is for the period 20/12/2023 to 30/06/2025) after conversion form partnership to Company.
(4) Net Asset Value per Equity Share = Restated Net worth divided by Restated average number of Equity Shares outstanding during the period.
^Total Borrowings = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings.
Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

QUALIFICATIONS OF AUDITORS

There are no material Auditor's Qualifications which have not been given effect to in the Restated Financial Information.

For further information, please refer to chapter titled as ***"Restated Financial Information"*** on page 189 of this Draft Red Herring Prospectus.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

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

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in lakhs)
Company						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	NA	NA	NA	NA	NA
Directors						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
By our Key Managerial Personnel	NA	NA	NA	NA	NA	NA
Against our Key Managerial Personnel	NA	NA	NA	NA	NA	NA
By our Senior Key Managerial Personnel	NA	NA	NA	NA	NA	NA
Against our Senior Key Managerial Personnel	NA	NA	NA	NA	01	-*

Promoters						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	NA	NA	NA	NA	NA
Subsidiary						
By Subsidiary	NA	NA	NA	NA	NA	NA
Against Subsidiary	NA	NA	NA	NA	NA	NA
Group Company						
By Group Company	NA	NA	NA	NA	NA	NA
Against Group Company	NA	NA	NA	NA	NA	NA

Note: The suit involved relates to property, so the actual value cannot be determined.

For further details, please refer chapter titled **"*Outstanding Litigations and Material Developments*"** beginning on page 229 of this Draft Red Herring Prospectus.

RISK FACTOR

For details relating to risk factors, please refer section titled **"*Risk Factors*"** beginning on page 27 of this Draft Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the Date of this draft red herring Prospectus, the company does not have any contingent liability.

For Further details, please refer chapter titled "Restated Financial Statements" beginning on page no. 189 of this Draft Red Herring Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

Annexure - 39: Restated Statement of Related Party Disclosures

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

Financial Statements

A. ***List of Related Parties where Control exists and Relationships***

Name of the Related	Relationship				
	As at 30th June 2025	As at 31st March 2025	As at 31st March 2024	As at 20th December 2023	As at 31st March 2023
Praveen Goel	Director	Director	Director	Partner	Partner
Yash Vardhan Goel	Managing Director	Managing Director	Managing Director	Partner	Partner
Anil Kumar Gupta	Relative of Director	Relative of Director	Relative of Director	Partner	-
Nisha Gupta	Relative of Director	Relative of Director	Relative of Director	Partner	-
Sanjay Kumar Garg	-	-	-	Partner	-
Sudhanshu Shekhar Thakur	-	-	-	Partner	-
Anju Goel	Whole Time Director	Whole Time Director	Whole Time Director	Partner	-
Anil Kumar Gupta	CFO	CFO	-	-	-
Babli	C.S	C.S	-	-	-
Yashita Vasan	-	C.S	-	-	-

Rajesh Arora	Independent Director	Independent Director	Independent Director	-	-
Ankur Sharma	Independent Director	Independent Director	Independent Director	-	-
Mahesh Chandra Goel	Relative of Director	Relative of Director	Relative of Director	-	-
Yashvardhan Foods Industries (Partnership Firm)	-	Partnership in which director is partner (Yashvardhan Goel & Praveen Goel)	Partnership in which director is partner (Yashvardhan Goel & Praveen Goel)	Partnership in which director is partner (Yashvardhan Goel & Praveen Goel)	Partnership in which director is partner (Yashvardhan Goel & Praveen Goel)
Yashvardhan Foods Industries Private Limited	Wholly owned Subsidiary Company	-	-	-	-

B. *Transaction with Related Parties*

(Rs. in lakhs)

Particulars	Name of the Related Parties	For the period 01.04.2025 to 30.06.2025	For the period 01.04.2024 to 31.03.2025	For the period 21.12.2023 to 31.03.2024	For the period 01.04.2023 to 20.12.24	For the period 01.04.2022 to 31.03.2023
Remuneration	Yash Vardhan Goel	-	-	-	-	6.00
Remuneration	Anju Goel	-	-	0.61	2.17	-
Sales Including GST	Yashvardhan Foods Industries	-	954.13	294.63	806.33	994.53
Purchases Including GST	Yashvardhan Foods Industries	-	33.86	52.49	30.69	18.44
Job Work Expenses Including GST	Yashvardhan Foods Industries	-	13.30	-	-	-
Loan taken	Praveen Goel	-	123.00	10.00	410.00	-
Loan taken	Yash Vardhan Goel	-	-	-	16.18	-
Loan Paid	Praveen Goel	-	192.12	350.88	-	-
Loan Paid	Yash Vardhan Goel	-	16.18	-	-	-
Director Sitting Fees	Rajesh Arora	-	1.00	-	-	-
Director Sitting Fees	Ankur Sharma	-	0.50	-	-	-
KMP Salary Expenses	Anil Kumar Gupta	3.55	11.73	-	-	-
KMP Salary Expenses	Babli	1.19	1.55	-	-	-
KMP Salary Expenses	Yashita Vasan	-	1.77	-	-	-
Rent Paid	Yashvardhan Foods Industries	5.46	-	-	-	-
Rent Paid	Yashvardhan Foods Industries Private Limited	1.64	-	-	-	-

C. Outstanding Balances

Particulars	Name of the Related Parties	For the period 01.04.2025 to 30.06.2025	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the period ended 20th December, 2023	For the Year ended 31st March, 2023
Debtors	Yashvardhan Foods Industries	-	148.53	-	286.44	119.52
Partner's Remuneration Payable	Yash Vardhan Goel	-	-	-	-	6.00
Directors's Remuneration Payable	Anju Goel	-	-	0.21	0.14	-
Partner Loan	Praveen Goel	-	-	69.12	410.00	-
Partner Loan	Yash Vardhan Goel	-	-	16.18	16.18	-

Advance From Customers	Yashvardhan Foods Industries	-	-	67.75	-	-
Debtors	Yashvardhan Foods Industries Private Limited	148.53	-	-	-	-
Director Sitting Fees Payable	Rajesh Arora	0.90	0.90	-	-	-
Director Sitting Fees Payable	Ankur Sharma	0.45	0.45	-	-	-
Director Loans	Praveen Goel	61.38	-	-	-	-
Director Loans	Yash Vardhan Goel	9.57	-	-	-	-
Loan from Relative of Director's	Mahesh Chandra Goel	3.56	-	-	-	-
KMP Salary Payable	Anil Kumar Gupta	1.02	0.67	-	-	-
KMP Salary Payable	Babli	0.45	0.39	-	-	-
KMP Salary Payable	Yashita Vasan	-	-	-	-	-

For details, please refer to chapter titled **"*Restated Financial Statements*"** beginning on page 189 of this Draft Red Herring Prospectus.

FINANCING ARRANGEMENTS

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

WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

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

Sr. No.	Name of Promoters	No. of Shares acquired in last one year	Weighted Average Cost of Acquisition (in ₹) *
1.	Mr. Praveen Goel	12,61,043	16.21
2.	Mr. Yash Vardhan Goel	4,76,280	16.21
3.	Mrs. Anju Goel	NIL	-

**The weighted average cost of acquisition of Equity Shares by our Promoter have been calculated by taking into account the amount paid by him to acquire and Shares allotted to him divided by number of shares acquired in last One (1) year.*
**As certified by M/s Ajay K. Kapoor & Co., Chartered Accountants vide the certificate dated September 26, 2025.*

AVERAGE COST OF ACQUISITION OF PROMOTERS

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

Sr. No.	Name of Promoters	No of Equity Shares held	Average Cost of Acquisition (in ₹) *
1.	Mr. Praveen Goel	43,73,513	11.79
2.	Mr. Yash Vardhan Goel	3,563,310	10.83
3.	Mrs. Anju Goel	100	10.00

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

**As certified by M/s Ajay K Kapoor & Co., Chartered Accountants vide the certificate dated September 26, 2025.*

DETAILS OF PRE-IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

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

Except Issue of Shares to shareholders of Yahvardhan Food Industries Private Limited through share swap agreement dated June 30th, 2025 as disclosed in chapter titled "Capital Structure" beginning on Page 66 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

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

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

As on date of the Draft Red Herring 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 Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with ***"Business Overview"*** *and* ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** *beginning on pages* 109 *and 219 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

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

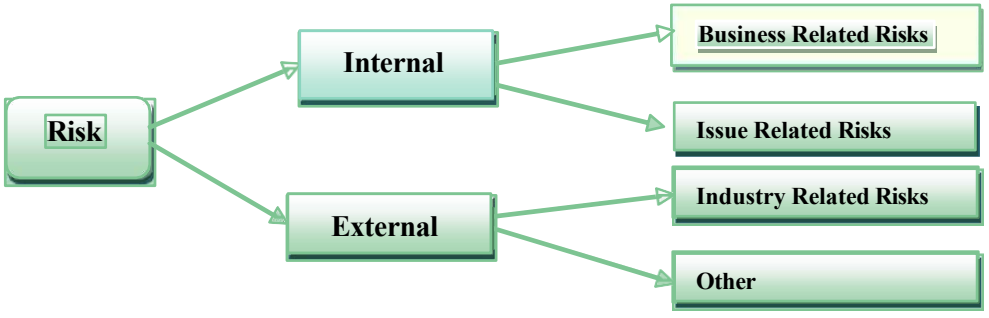
This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere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

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in ***"Risk Factors"*** *beginning on page* 27 *and* ***"Management Discussion and Analysis of Financial Condition and Results of Operations"*** *beginning on page* 219 *respectively of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the* ***"Financial Information of the Company"*** *prepared in accordance with the Accounting Standards (AS).*

MATERIALITY

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

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



INTERNAL RISK FACTORS:

1. ***Our manufacturing facility is critical to our operations, and any slowdown, disruption, or shutdown could have a material adverse effect on our business, financial condition, and results of operations.***

Our manufacturing facility is critical to our operations, and any slowdown, disruption, or shutdown could have adverse effect on our business, financial condition, and results of operations. We are heavily dependent on the uninterrupted functioning of our sole manufacturing facility located in the Plot No. C-63, RIICO Industrial Area, Ghiloth, Tehsil Neemrana, District Kotputli-Behror, Rajasthan-301705. Any disruption at this facility could significantly impair our ability to process and deliver products in a timely manner, impacting our revenue, profitability, and customer relationships.

In early 2025, we transitioned our manufacturing operations from our previous facility located at Khewat No. 685/568 Min, Khata No. 740, Killa No. 17/3/1/1/1, 3/2/2/1, Village Nathapur, Sonipat, Haryana – 131029, to our newly commissioned facility situated at Plot No. C-63, RIICO Industrial Area, Ghiloth, Tehsil Neemrana, District Kotputli-Behror, Rajasthan – 301705.

During the course of this transition, production was partially suspended during November and December 2024, as well as in March 2025. Trial production at the new facility was conducted during January and February 2025, while our partial operations continued at the old facility until March 2025, without any disruption to normal production activities.

In April and May 2025, operations at the old facility were temporarily suspended to facilitate the complete relocation to the new unit. Regular manufacturing operations at the new facility commenced on June 9, 2025. The interim period of operational inactivity during the relocation process has impacted our revenue generation and financial performance for the transition period.

Any failure to stabilize and efficiently scale operations at the new facility could materially and adversely affect our operations and financial condition. Potential risks include delays in obtaining required regulatory approvals and renewals, labor shortages, supply chain disruptions, and unforeseen technical or operational challenges. Furthermore, if we are unable to achieve optimal utilization of the new facility within expected timelines, under-absorption of fixed costs could place additional pressure on our margins and reduce overall profitability.

Our manufacturing operations are also subject to various operational risks, including but not limited to human error, equipment breakdowns, power outages, obsolescence of machinery, industrial accidents, fires, severe weather conditions, natural disasters (such as earthquakes or floods), acts of terrorism, sabotage, and other unforeseen events. Any significant malfunction or disruption could result in costly repairs, production delays, or temporary shutdowns.

Additionally, the continued operation of our facility depends on the availability of skilled labor and the maintenance of stable labor relations. While our workforce is currently not unionized, we remain exposed to the risk of strikes, lockouts, increased wage demands, or other labor-related disruptions that could interrupt production and result in financial and operational setbacks.

Failure to effectively manage or mitigate these risks may materially impact our business continuity, financial performance, and long-term growth prospects. Till date, we have not experienced any operational disruptions except due to transition of our manufacturing operations which has affected our business, financial condition, or results of operations. However, there can be no assurance that such events will not occur in the future.

2. ***Our factory premises, registered office & corporate office, godown and shop are on rental/lease basis.***

Our registered office & Corporate office is located at Plot No. 70 B-3A & B-3B, Ground Floor, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015, and our factory premise is located at Plot No. C-63, RIICO Industrial Area, Ghiloth, Tehsil Neemrana, District Kotputli-Behror, Rajasthan-301705. The registered office & Corporate office is taken on lease for a period of 3 years from April 1, 2024 to March 31, 2027 at a monthly rent of ₹85,000/-, with a 5% escalation in rent every 12 months. Our Rent Agreement is also not registered. Any termination of the lease in connection with this property or our failure to renew the same, in a timely manner or at all could adversely affect our operations.

Further, the factory premise are leased from our wholly owned subsidiary, Yashvardhan Foods Private Limited, at a monthly rent of ₹4,50,000/- for a term of 6 months, commencing from June 1, 2025 and ending on December 1, 2025.

We also operate a godown located at Hall – I & II on First Floor, Municipal No. 83, Ward No. III, Gandhi Gali, Tilak Bazar, Delhi-110006, which is taken on lease for a period of 11 months, commencing from August 1, 2025, and ending on June 30, 2026, at a monthly rent of ₹85,000/-.

Additionally, we operate a retail shop located at Shop No. 40/8, Ground Floor, Gandhi Gali, Fateh Puri, Delhi-110006, which is rented for a period of 11 months, commencing from February 1, 2025, and ending on December 31, 2025, at a monthly rent of ₹95,000/-.

The ownership of these properties does not lie with us, and we are dependent on lease/rental arrangements for operating our registered office & Corporate office and factory. There can be no assurance that the terms of the rental agreements will be continued or renewed upon expiry. In the event that the lessor or licensor chooses to terminate or not renew the lease/rental agreements, we may be required to vacate such premises and relocate our operations. Identifying, finalizing, and shifting to alternative premises may lead to business disruptions, time and cost overruns, and could adversely affect our operations, financial performance, and our brand image.

However, as of the date of this Draft Red Herring Prospectus, we have not experienced any termination, non-renewal, or dispute with respect to any of our lease or rental arrangements.

For further details of our properties, please refer "Details of Immovable Properties owned/Leased by our company" on the Chapter titled "Business Overview" beginning on Page 109 of Draft Red Herring Prospectus.

3. ***Our business is dependent on the timely and cost-effective procurement of quality raw materials, which are subject to seasonality and price fluctuations. Any disruption in procurement may adversely affect our business, results of operations, cash flows, and financial condition.***

Our primary raw material, Raw Cashew Nut (RCN), is an agro-based commodity that is seasonal in nature, with harvesting typically occurring between January and June. The seasonal availability of RCN makes accurate demand forecasting and timely procurement critical to our operations. Inaccurate forecasting or misjudgment in procurement may lead to stockouts or excess inventory. While stockouts can result in production disruptions and inability to meet market demand, excess inventory ties up working capital and increases storage and holding costs—both of which can adversely impact our financial performance and liquidity.

Further, RCN prices are subject to fluctuations driven by several factors including climatic conditions, yield, demand-supply dynamics in domestic and international markets, and logistical challenges. Cashew nut quality is assessed based on parameters such as yield, color, moisture, shape, and brightness. Any delay in procurement or inability to procure quality raw material in a timely and cost-effective manner may affect product quality, increase procurement costs, and adversely impact our margins and operating performance.

To mitigate these risks, we rely purchases through established procurement network in Africa through our partners, which includes sourcing directly from local farmers, distributors, and exporters. This network has helped streamline our procurement process and improve cost efficiency.

Since our incorporation on December 13, 2023, we have not experienced any disruptions in raw material procurement that have materially impacted our operations. However, there can be no assurance that such events will not occur in the future. Any failure in procurement planning or disruptions in supply could adversely affect our business, results of operations, and financial condition.

Additionally, below is the cost of material consumed as a percentage of revenue from operations over the relevant periods, reflecting the material intensity of our operations:

Particular	For the Period	% Over Revenue	For the Period	% Over Revenue	For the Period	% Over Revenue	For the Period	% Over Revenue
	Apr 01, 2025 to June 30, 2025		Apr 01, 2024 to Mar 31,2025		Apr 01, 2023 to Mar 31, 2024		Apr 01, 2022 to Mar 31, 2023	
Cost of Material	1,561.25	83.62%	2,605.76	73.12%	1,543.71	67.10%	1,304.84	77.91%

Consumed								

***Cost of Material Consumed**: - Opening Stock + Purchase of Goods – Closing Stock.*
Revenue Taken is Revenue from Operations.

Details of Raw material procured domestically and internationally has been disclosed below:

(In Lakhs)

Financial year	Domestic						Import						*Total*	
	RCN+CN	Almonds	Foxnuts	Others	Total	n %	RCN+CN	Almonds	Foxnuts	Others	Total	In %	Amount	%
FY 2025-2026 (upto June 2025)	464.543	0.807	-	-	465.35	27%	1252.88	--	-	-	1252.88	73%	1718.23	100
FY 2024-25	1215.96	1.97	109.81		1327.74	49%	1378.48	-	-	-	1378.48	51%	2705.9	100
FY 2023-24	697.47	-	-	2.59	700.06	36%	1192.8	-	-	62.37	1255.17	64%	1955.23	100
FY 2022-23	1365.62	-	-	-	1365.62	95.22%	68.59	-	-	-	68.59	4.78%	1434.21	100

Note – As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated September 26th, 2025.

For further details, please refer Chapter titled "Business Overview" beginning on Page 109 of Draft Red Herring Prospectus.

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

Cashew nut processing is a multi-stage operation involving cleaning, boiling, cooling, de-shelling, drying, moistening, peeling, sorting, and grading. A critical aspect of this process is de-shelling the raw cashew nutshell to extract the kernel without damaging it. The entire process requires careful handling by trained and skilled workers to minimize breakage and preserve the value of whole kernels.

Cashew kernels that break during processing must be sold as broken grades, which typically fetch a lower market price compared to whole kernels. A higher percentage of broken kernels may negatively impact the price we get for our products and affect our profitability.

While minor breakage of cashew kernels is an inherent and routine part of our operations, such instances have occurred only on a small scale and have not had any material adverse effect on our business, operations, or financial condition since incorporation. However, there can be no assurance that an increase in the proportion of broken kernels in the future will not adversely affect our margins and results of operations.

5. ***We have limited Geographical Presence in the market. Any loss of business from one or more of these states may adversely affect our revenues and profitability***

Our Company currently derives a substantial portion of its revenue from a limited number of regions, specifically Delhi NCR, Haryana, and Gujarat. A significant share of our total turnover is generated from these regions, reflecting a continued concentration of our operations and supply chains in these areas.

This geographic concentration makes us vulnerable to region-specific risks such as changes in local regulations, economic downturns, infrastructure disruptions, labor shortages, adverse weather events, political instability, or other natural or man-made calamities. Any such development could disrupt our operations in these key markets and materially impact our revenue and profitability.

Our current regional concentration also limits our ability to mitigate these risks through geographic diversification. Although we have made inroads into other states our overall presence in these markets remains limited.

Despite this concentration, we have not experienced any adverse event relating to regional disruptions that has materially impacted our business, financial condition, or operations since incorporation. However, there can be no assurance that such events will not occur in the future.

S No.	States	Turnover April 2025 to June 2025	%of total turnover	Turnover 31/03/25	%of total turnover	Turnover 31/03/24	%of total turnover	Turnover 31/03/23	%of total turnover
1.	Uttar Pradesh	7.47	0.40%	88.57	2.48%	183.37	7.92%	257.34	15.37%
2.	Delhi	550.64	29.49%	1887.45	52.96%	1619.91	69.98%	1027.67	61.37%
3.	Uttarakhand	0.14	0.01%	0.53	0.014%	12.18	0.53%	11.25	0.67%
4.	Gujrat	430.68	23.07%	843.52	23.67%	51.86	2.24%	23.75	1.42%
5.	Rajasthan	0.38	0.02%	11.47	0.32%	14.60	0.63%	-	-
6.	Punjab	2.33	0.13%	4.97	0.14%	0.33	0.01%	-	-
7.	Haryana	586.29	31.40%	223.27	6.27%	353.81	15.29%	354.67	21.18%
8.	High sea Sales	124.37	6.66%	452.84	12.70%	64.30	2.78%	-	-
9.	Chattisgarh	-	-	-	-	-	-	-	-
10.	Maharashtra	-	-	5.60	0.15%	-	-	-	-
11.	Odhisa	-	-	-	-	-	-	-	-
12.	West Bengal	-	-	26.82	0.75%	-	-	-	-
13.	Bihar	-	-	16.34	0.46%	-	-	-	-
14.	J & K	4.32	0.24%	2.29	0.06%	-	-	-	-
15.	Himachal Pradesh	1.43	0.08%	-	-	-	-	-	-
16.	Karnataka	158.95	8.51%						
Total		**1867.00**	**100%**	**3563.67**	**100%**	**2300.36**	**100%**	**1674.68**	**100%**

Note – As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated August 11th, 2025.

For details *state wise revenue bifurcation*, see "Our Business" beginning on page 109.

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

We rely on a limited number of suppliers for the purchase of Material, our dependence on few suppliers is significant. Our top one, five, and ten suppliers have contributed a major portion of the purchases of our company for the period ended June 30th, 2025 and financial years ended March 31, 2025, 2024, and 2023, based on the Restated Financial Statements. A tabular representation of the same is provided below:

Particulars	Suppliers							
	June 30, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 1	798.14	46.45%	834.24	30.82%	209.61	10.74%	352.41	24.57%
Top 5	1,713.43	99.72%	2,137.43	78.98%	733.89	37.60%	956.78	66.70%
Top 10	1,718.23	100%	2,626	97.03%	1,238.91	63.48%	1,153.17	80.40%

We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time.

For further details, please refer "Top 10 Suppliers" to the chapter titled "Our Business" beginning on page 109 of this Draft Red Herring Prospectus.

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

Our Company derives a substantial portion of its revenue from a limited number of customers. The contribution of our top 10 customers towards our total revenue from operations has been significant over the years.

The details of top customers and their revenue contribution for the last 3 years and stub period are as follows:

(In Lakhs)

Particulars	*For the Period ended June 30th, 2025*	*Financial Year ended on March 31, 2025*	*Financial Year ended on March 31, 2024*	*Financial Year ended on March 31, 2023*
Top 1 Customers	280.28	907.41	1048.52	947.19
*% of Revenue from Operations**	15.01%	25.46%	45.30%	56.56%
Top 5 Customers	*833.11*	*1,926.11*	*1,533.39*	*1,302.09*
*% of Revenue from Operations**	*44.62%*	*54.04%*	*66.25%*	*77.75%*
Top 10 Customers	1,259.18	2,444.14	1,803.07	1452.16
*% of Revenue from Operations**	67.44%	68.58%	77.89%	86.71%

**Please note that the % as shown in the tables above has been derived by dividing the total amount received from the said customer with the total Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.*

Given this concentration, the loss of one or more of these key customers, or a significant reduction in the volume of orders from them, may materially and adversely affect our business, revenue, profitability, and future prospects. We cannot assure that we will continue to generate the same level of business from these customers, or any business at all.

While we continue to expand our customer base in the normal course of business and believe that we have the capability to maintain or replace existing customer relationships, there is no assurance that we will be able to retain such key customers or secure new customers without delay.

For further details, please refer "Top 10 Customers" to the chapter titled "Our Business" beginning on page 109 of this Draft Red Herring Prospectus.

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

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

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

Although we have not experienced such circumstances since incorporation, there can be no assurance that these situations will not arise in the future.

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

Our Company is engaged in the processing and trading of cashew nuts, foxnut, and almonds, which are working capital-intensive activities. We require significant working capital to fund the purchase of raw materials, inventory holding, and processing operations.

Our net working capital requirement has been increasing in line with our business growth. For the fiscal year 2025–26, our estimated working capital requirement is ₹2,884.50 lakhs, as compared to ₹1,263.95 lakhs for FY 2024–25, ₹1,267.93 lakhs for FY 2023–24, and ₹731.60 lakhs for FY 2022–23.

As of the date of this Draft Red Herring Prospectus, we have been meeting our working capital needs through internal accruals, secured and unsecured working capital facilities from banks. However, there can be no assurance that these sources will continue to be available or sufficient to meet our requirements in the future.

Increased business activity may lead to a widening gap between trade receivables and trade payables, placing additional strain on our financial resources and possibly resulting in higher reliance on short-term borrowings. In the event we raise additional funds through debt, our interest obligations and repayment liabilities may increase, adversely affecting our profitability and cash flows.

While we have not experienced any significant disruptions in our operations due to working capital constraints since incorporation, there can be no assurance that we will not face such challenges in the future.

For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 79 of this Draft Red Herring Prospectus.

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

(₹ in Lakhs)

Particulars	Period ended	Year ended	Period ended		Year ended
	30th June, 2025	2025	21st December-31st march 2024	1st April -20th Dec 2023	2023
Net cash generated from/ (used in) operating activities	543.07	641.14	142.07	(110.10)	(105.61)
Net cash generated from/ (used in) investing activities	(1,495.38)	(315.25)	(24.25)	(15.11)	(63.08)
Net cash generated from/ (used in) financing activities	943.15	(315.83)	(101.67)	131.39	169.71

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

For further details, see section titled ***"Restated Financial Statements"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on pages no. 189 and 219, respectively of this Draft Red Herring Prospectus

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

Our business relies on timely procurement of raw materials from our suppliers and prompt delivery of finished goods to our customers, particularly during peak demand periods such as festivals. To facilitate this, we depend on third-party transportation service providers. Any delay, inefficiency, or default on the part of these transporters may result in supply chain disruptions, delayed customer deliveries, and potential loss of business and goodwill, which could adversely affect our operations and financial performance.

Moreover, fluctuations in fuel prices due to changes in government policies may lead to increased transportation costs. If we are unable to pass on such increased costs to our customers, it may adversely impact our margins and profitability.

We have not entered into formal contracts or long-term agreements with these transportation service providers. Transportation arrangements are made based on mutual understanding and prevailing market rates. In the absence of binding contracts, we cannot assure the continuous availability of such services on favorable terms.

Although we have not experienced any material disruptions or delays in transportation or adverse impact on our business due to such reliance since incorporation, there can be no assurance that such events will not occur in the future. Any such occurrence may adversely impact our business, results of operations, and financial condition.

For further details, please refer "Brief Description about Cashew Process, Almonds Process and Foxnut Process" to the chapter titled "Business Overview" beginning on page 109 of this Draft Red Herring Prospectus.

12. ***Any Failure to maintain consistent quality standards in our raw materials and finished products may adversely affect our brand, customer relationships, and business performance.***

The success of our business is heavily dependent on our ability to procure high-quality raw materials. In the case of Raw Cashew Nuts (RCN), several parameters are considered for assessing quality, such as color, shape, brightness, and the exterior appearance.

We procure our 60-70% of RCN directly from regions such as Ghana, Ivory Coast, Benin, Togo, and Conakry, and remaining RCN we procure domestically form importers which directly procuring from African region, and ensure quality checks are conducted before purchase. The quality of the raw material directly impacts the quality of the finished goods. Any lapse in quality control during procurement may compromise the final product quality, which could result in customer dissatisfaction and loss of trust. This, in turn, could adversely affect our reputation, revenue, and business operations.

Details Regarding Return Orders in the Preceding Three Financial Years and the Stub Period

(In Lakhs)

Particulars	Amount	Percent of Revenue
For the year ended June 30th, 2025	9.70	0.52
Financial Year March 31st, 2025	60.80	1.70%
Financial Year March 31st, 2024	35.23	1.53%
Financial Year March 31st, 2023	6.80	0.41%

Note: The above return figures include both returns replaced with new products and cases where customers were compensated through discounts or credit notes. These are not absolute product returns but represent total value adjustments made for quality-related claims.

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

Our Company has not identified any alternate source of funding for our working capital requirement, hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability.

The delay/shortfall in receiving these proceeds could result in inadequacy of working capital or may require our Company to borrow funds on unfavorable terms and increase our interest obligations, both of which scenarios may affect the business operation and financial performance of the Company.

For further details of our Object for the Issue, please refer chapter titled "Object for the Issue" beginning on Page 79 of this Draft Red Herring Prospectus.

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

Our Company procures the majority of its raw materials through imports from Africa, including countries such as Ghana, Ivory Coast, Benin, Togo, and Conakry. For the period ending June 2025, approximately 65% of our raw materials were imported. In Fiscal 2025, imports accounted for around 69.89% of our total raw material procurement.

Operating in international markets exposes us to a number of risks, including, but not limited to, compliance with local laws and regulations, which can be onerous and costly due to their complexity and frequent amendments. The associated liabilities, penalties, costs, obligations, and requirements can be substantial. Failure to comply with or adapt to evolving international regulations and market trends may limit our ability to sustain or grow our international procurement and operations, which could adversely affect our business, financial condition, and results of operations.

While we have not experienced significant disruptions related to these factors since incorporation, there can be no assurance that such events will not occur in the future.

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

We have entered into certain transactions with related parties with our Promoter, Promoter Group, Directors and their relatives, all transactions with related parties entered into by the Company in past were at arm's length basis, in compliance with applicable provisions of Companies Act, 2013 and other applicable provisions. Further we may continue to have related party's transaction in future, but we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties.

Our Company may enter into such transactions in future as well and we cannot assure that in such events there would be no adverse effect on results of our operations, although going forward, all related party transactions that we may enter will be subject to Audit Committee, Board of Director's or shareholder approval, as under the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

For further information please Refer note no. please refer to "Annexure- 39" Related Party Transactions" ***beginning on page 214 of Restated Financial Information of this draft red herring Prospectus.***

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

Our procurement of raw materials is primarily based on internal forecasts, which rely on historical sales trends, seasonal patterns, and the management's subjective assessment of anticipated market demand. Any inaccuracies in demand forecasting may result in either overstocking or understocking of raw materials.
Overestimation may lead to excess inventory, increased storage costs, blockage of working capital, and risk of material deterioration or obsolescence. On the other hand, underestimation may lead to raw material shortages, production delays and potential loss of customers.

While we strive to monitor market trends and adjust procurement accordingly, we cannot assure that our forecasting will always be accurate. As of the date of this Draft Red Herring Prospectus, although we have not experienced any material adverse impact due to forecasting errors, there can be no assurance that such issues will not arise in the future. Any significant deviation in forecasting accuracy may materially and adversely impact our business operations, profitability, and financial performance.

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

The proposed utilization of the Net Proceeds from the Issue is based on our management's internal estimates, taking into account the current business plan and prevailing market conditions. These estimates have not been appraised or independently verified by any bank, financial institution, or other external agency. Accordingly, there is no assurance that the actual requirements will not vary from such estimates.

Further, in the event of any variation in the objects of the Issue or the deployment of funds, we may be required to obtain prior approval of our shareholders by way of a special resolution pursuant to Section 27 of the Companies Act, 2013, through a postal ballot or general meeting. Such variation may be due to factors beyond our control, including changes in market conditions, business priorities, or unforeseen expenses.

For further details, please refer to the section titled *"Objects of the Issue"* beginning on page 79 of this Draft Red Herring Prospectus.

18. There have been instances of delays in few EPF payment dues, and we cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future. Any adverse outcome of such actions may materially affect our business, financial condition, cash flows, and reputation.

There have been instances of delays in the payment of Employees' Provident Fund ("EPF") dues by our Company in the past. Although the delayed payments were subsequently made along with the applicable penal interest or additional fees, there can be no assurance that such delays will not occur in the future or that our Company will not be subjected to any penalties, fines, or regulatory proceedings as a result of any such delays or non-compliance.

Details of past instances of delay in EPF payments are as follows:

Wage Month	Amount (Rs.)	Challan No /Date	Number of days delayed	Reasons as informed by the company
December-2023	31,624	2012401012030 dated 16.01.2024	01 (One)	Delay due to technical issues on portal
February-2024	93,298	2012403007085 Dated 19.03.2024	04 (Four)	Delay due to technical issues on portal
April- 2024	42,486	2012405010177 Dated 16/05/2024	01 (One)	Payment could not be made in time due to portal issues
August-2024	161087	2012409010035 dated 17.09.2024	02 (Two)	Payment could not be made in time due to portal issues

While the aforementioned delays were not deliberate and primarily attributable to technical issues on the EPFO portal, there is no assurance that similar issues will not arise in the future. Further, any repeated or prolonged delays could result in the imposition of penalties, interest, or other regulatory actions by the concerned authorities. Such actions, if initiated, may have a material adverse effect on our reputation, business operations, cash flows, and financial condition.

To prevent delays in EPF submissions, the company has taken the following steps:

1. **Compliance Calendar:** We have created a calendar to track key deadlines, ensuring EPF returns are submitted on time between the 7th and 12th of each month.
2. **Automated Reminders:** We have set up automated alerts in our payroll system to remind the finance or HR team before the due dates.
3. **Backup Personnel:** More than one team member is now trained to handle EPF filings, so there's coverage if the main person is unavailable.
4. **Appointment of Company Secretary:** A qualified Company Secretary has been appointed to further strengthen compliance monitoring and ensure adherence to all statutory obligations, including EPF submissions.

By implementing these corrective measures, we aim to minimize the risk of non-compliance with statutory requirements, ensuring timely completion of our projects and maintaining compliance with regulatory requirements.

19. ***There have been instances of delays in filing returns of GST & ROC Forms, and we cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future. Any adverse outcome of such actions may materially affect our business, financial condition, cash flows, and reputation.***

There have been instances of delays in filing returns under the Goods and Services Tax ("GST") laws and filing forms with the Registrar of Companies ("ROC") by our Company in the past. While no material penalties or proceedings have been initiated against us in relation to such delays as of the date of this Draft Red Herring Prospectus, we cannot assure you that such delays will not occur in the future or that no regulatory or legal proceedings will be initiated against us in this regard. Any adverse action by the GST authorities & RoC, including the imposition of penalties, interest, or initiation of legal proceedings, may have a material adverse effect on our business, financial condition, results of operations and cash flows.

The details of instances of GST delays are provided below:

Period / Return Type	GSTIN	Due Date	Actual Filing Date	Delay (in days)	Remarks
2024-25					
GSTR-1 January	09AAJCN2963R1ZJ	11/02/2025	20/02/2025	09	Technical issue on GST portal
2025-26					
GSTR-1 April	09AAJCN2963R1ZJ	11/05/2025	19/05/2025	08	Temporary cancellation of GST registration, which was subsequently revoked upon application.

The details of instances of RoC forms delays are provided below:

Financial Year	Subject matter/ e-form	Date of event	Due Date	Date filed/additional fee paid	Number of days delay
2025-26	Board Resolution for issue of shares passed in Board Meeting held on 28th June,2025	28th June,2025	28th July,2025	25th August,2025 Additional fee paid Rs 1200	28 days
2023-24	Special Resolution passed by members in Extra Ordinary General Meeting held on 22nd February,2024 for appointment of Independent Directors	22nd February,2024	24th March,2024	September 26th, 2024 Additional Fee Rs.7200	186
2023-24	Special Resolution passed by members in Extra Ordinary General Meeting held on 15th December,2023 u/s Section 180(1)(c)	15th December,2023	14th Janaury,2024	03rd February,2024 Additional fee Rs.1200	20 days

2023-24	Board resolution for exercise of Board powers u/s 179(3)	15th December,2023	14th Janaury,2024	03rd February,2024 Additional fee Rs.1200	20 days

While we are taking steps to improve our internal compliance processes, including reconciliation and monitoring of GST filings, there is no assurance that delays may not occur from time to time in the future.

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

The processing of raw cashew nuts involves multiple stages where precision and care are essential to minimize breakage and ensure product quality. The company has employed skilled staff for the processing of cashew nuts to maintain its standard of quality.

Although we have not experienced any material disruption due to incentives to keep the skilled staff for a longer period. There can be no assurance that efficiency rates of our personnel will increase or maintained throughout their working. We have migrated from manual to automation in our plant however we still require Semi skilled Resources to perform the job which are readily available and enough resources are available to train them within our premises, there can be no assurance that we will always be able to recruit or train replacements in a timely manner, particularly in the event of labor unrest, high attrition, or unforeseen disruptions. labor shortages since incorporation, there can be no assurance that such disruptions will not occur in the future, and if they do, they may significantly impact our productivity, result in customer dissatisfaction, and adversely affect our revenue and overall business operations.

For further details refer "Human Resource" on in Chapter Titled — Business Overview beginning on page 109 of this Draft Red Herring Prospectus.

21. ***The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price, which may result in a difference in returns on their investment compared to investors subscribing in this Issue:***

The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price. Accordingly, there may be a difference in the returns realized by our Promoters on the sale of their Equity Shares as compared to the returns that may be available to investors subscribing to the Equity Shares in this Issue. The details of average cost of acquisition of Equity Shares acquired by our Promoters is set out below:

Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In Rs.)
Praveen Goel	4,373,513	11.79
Yashvardhan Goel	3,563,310	10.83
Anju Goel	100	10.00

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

**As Certified by Ajay K. Kapoor & Co., Chartered Accountants vide their certificate dated* September 26th, 2025.

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

Our future growth and operational success are highly dependent on the continued service and expertise of our Promoters and key management personnel. Mr. Praveen Goel, our Chairman and Non-Executive Director, has over 29 years of entrepreneurial experience across food processing, logistics, coal trading, and building materials. Mr. Yash Vardhan Goel, our Managing Director, has over 6 years of experience in food processing, logistics, and international trade and is actively involved in driving business operations and expansion. Mrs. Anju Goel, our Whole-time Director, has relevant experience in business administration, project management, and customer relations. Our Chief Financial Officer, Mr.

Anil Kumar Gupta, is a finance professional with nearly 20 years of experience in accounting, taxation, and statutory compliance. Any unavailability or loss of any of these key individuals, without adequate and timely replacement, may adversely impact our operations, strategic initiatives, and overall business performance.

Although we have not faced any disruption due to the loss of key personnel to date, we cannot assure that such an event will not occur in the future.

For further details, please refer Chapter titled "Our Management" beginning on page no. 163 respectively of this Draft Red Herring Prospectus.

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

Our Company requires certain statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. Further, there can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Furthermore, our regulatory permits and approvals are subject to numerous conditions, some of which are onerous and require us to make substantial expenditure and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of the relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on our business. If we fail to comply with all the regulations applicable to us or if the regulations governing our business or their manner of implementation change, we may incur increased costs, or be subject to penalties or may suffer a disruption in our business activities, any of which, could adversely affect our business or results of operations.

In the past, we have consistently obtained and renewed the required licenses and approvals within the stipulated timelines and have not experienced any operational delays due to lapses in licensing or regulatory compliance. However, there can be no assurance that such permits or approvals will be granted or renewed in the timeframe anticipated by us or at all, which could adversely affect our business and results of operations.

For further details, please see "Key Industry Regulations and Policies and Government" and "Other Statutory Approvals" beginning on page nos. 147 and 240 respectively of this Draft Red Herring Prospectus.

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

Our growth strategies require us to develop and strengthen relationships with existing customers for our business who may drive high sales volume. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets

Our success in implementing our growth strategies maybe affected by:

- Our ability to maintain the quality of our services;
- Our ability to increase our geographic presence;
- Our ability to compete effectively with existing and future competitors,

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. While we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could adversely impact our results of operations. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategies could have a material adverse effect on our business, financial condition and

profitability. However, we had not faced any past instances, but we cannot guarantee that such situations will not arise in the future.

For further details, please refer "Our Strategies" on the Chapter titled "Our Business" beginning on page no. 109 of this Draft Red Herring Prospectus.

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

As per our restated consolidated financial statements, as on June 30, 2025, we have unsecured loan of Rs.74.50 lakhs from promoters, promoter group and directors which is repayable on demand. Any demand from them for repayment of such unsecured loans, may adversely affect our liquidity and business operations. For further details of these unsecured loans, please refer to "Annexure No. 8" on the Chapter titled ***"Restated Financial Statements"*** beginning on page 189 of this Draft Red Herring Prospectus.

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

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

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

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

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

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

Our Company has not paid any dividend on its Equity Shares in the past Financial Years. The amount of future dividend payments, if any, will depend upon a number of factors, such as our future earnings, financial condition, cash flows, working capital requirements, contractual obligations, applicable Indian legal restrictions, capital expenditures and cost of indebtedness.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing agreements our Company may enter into. Even in years in which we may have profits, we may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. There can therefore be no assurance that we will be able to pay dividends in the future. For further details, see section "Dividend Policy" on page 183 of this Draft Red Herring Prospectus.

28. Our Company does not have any firm arrangements and has not entered into any written agreements or contracts with the wholesalers and dealers who are responsible for carrying out the distribution and sale of our products.

Our company currently does not have any firm arrangements or written agreements with the wholesalers and dealers through whom our products are made available in the market. This lack of formal contracts may lead to uncertainties with inconsistent product availability at retail points, including inconsistent product availability, pricing issues, and potential conflicts in priorities. The absence of binding agreements could adversely affect our ability to effectively

manage our supply chain, respond to market demands, and maintain relationships with wholesalers and dealers. If these challenges are not addressed, they could negatively impact our sales, brand reputation, and overall business operations. As we rely on our wholesalers and dealers for our sales, any one of the following events could adversely impact or result in a decrease in our sale of products and consequently impact our business, results of operations, financial condition and cash flows:

- failure to maintain relationships with our existing wholesalers and dealers;
- failure to establish relationships with new wholesalers and dealers, on favorable terms or at all;
- inability to timely identify and appoint additional or replacement of wholesalers and dealers on loss of one or more of our wholesalers and dealers;
- reduction, delay or cancellation of orders from our wholesalers and dealers; and
- disruption in delivery of our products to our wholesalers and dealers and by our wholesalers and dealers to retailers.

Although we have not faced any material disruption in our operations due to the absence of formal agreements with wholesalers and dealers till date, we cannot assure that such disruptions will not occur in the future.

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

Any future issuance of Equity Shares, or securities convertible into Equity Shares, by our Company may dilute the shareholding of existing investors. Additionally, the sale or perceived possibility of sale of a substantial number of Equity Shares by our Promoter or other significant shareholders in the public market after the expiry of the applicable lock-in periods could adversely affect the trading price of our Equity Shares and may also impact our ability to raise additional capital through equity offerings in the future.

While the entire post-Issue shareholding of our Promoters and certain other shareholders will be subject to lock-in for a period of one (1) year from the date of allotment of Equity Shares in the Issue, and the minimum promoter contribution, to the extent of at least 20% of the post-Issue paid-up share capital, will be locked-in for a period of three (3) years as per applicable SEBI ICDR Regulations, there can be no assurance that the market will not anticipate or react negatively to potential future sales.

For further details regarding the lock-in of Equity Shares, please refer to the section titled ***"Capital Structure"*** beginning on page 66 of this Draft Red Herring Prospectus.

Any such future dilution, actual or perceived, or any significant sale of Equity Shares by our Promoter or other major shareholders may adversely impact the market price and overall investor confidence in our Company.

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

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

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

For further details, please see "Insurance Details" on the Chapter titled "Business Overview" beginning on page no. 109 of this Draft Red Herring Prospectus.

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

As of June 30, 2025, our secured and unsecured borrowing were ₹2,412.67 Lakhs and we will continue to incur additional indebtedness in the future as deemed appropriate by our Board of directors from time to time. Our level of indebtedness has important consequences to us, such as:

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

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

For further details, please see "please refer to "Statement of Financial Indebtedness" on page 216 of this Draft Red Herring Prospectus.

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

As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group holds 99.99% of the issued and outstanding paid-up share capital of our Company. Following the completion of the Issue, our Promoter and Promoter Group will continue to hold together [●] of our post-Issue Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

For further details regarding our shareholding, please refer to chapter titled "Capital Structure" beginning on Page 66 of this Draft Red Herring Prospectus.

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

The issue price of our Equity shares is decided on the basis of both qualitative and quantitative factors. The Company had made good progress in establishing its name in the Cashew Nuts production and trading. All such points have been considered in deciding the issue price of the Equity Shares. Please refer chapter titled **"*Basis for Issue Price*"** beginning on the page 90 of the Draft Red Herring Prospectus. The market price of our equity shares could be subject to change after the issue and may decline the below the issue price.

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

The machinery and equipment installed at our Processing Unit consume power and the same is sourced by our Company from Jaipur Vidyut-Vitran Nigam Limited. Our Company has a total sanctioned load of 110.32 Kilowatts and we also have one (1) generator at our Processing Unit to have a continuous power supply. As the processing and packaging activities are significantly dependent on power supply, any interruptions in power supply may disrupt our operations resulting into delays in production schedules, under-utilization of machinery, increased operational costs, or spoilage of

raw materials.

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

Although we have not experienced any significant disruption since incorporation, there can be no assurance that such disruptions will not occur in the future, which may adversely affect our business operations, financial condition, and results of operations.

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

We offer a range of dry fruit products, including Cashews, Almonds, and Foxnuts, in various grades and packaging options to cater to differing customer preferences. However, the markets in which we operate are dynamic and may require frequent introduction of new variants, formats, or healthier options to meet evolving consumer demand.

Our product planning is based on past consumption patterns and anticipated trends, but any mismatch between our forecasts and actual market demand—particularly in the introduction of new products—may result in inventory build-up, lower sales, or the loss of existing customers. Launching new products requires execution of several steps such as market research, customer testing, and supply chain readiness, and there is no assurance that these efforts will always lead to successful outcomes.

Although our products are positioned as healthy and natural, consumer preferences are influenced by broader health trends, dietary fads, and nutritional awareness, which can shift rapidly. Public concern over issues such as food safety, allergens, product sourcing, or nutritional value—despite our offering being generally perceived as healthy—may still adversely affect consumer demand or increase our compliance and marketing costs.

Consumer tastes in our industry are difficult to predict and are susceptible to change due to lifestyle shifts, media influence, or innovations by competitors. If we fail to timely identify and respond to these changing preferences or are unable to launch relevant products, it may put our offerings at a competitive disadvantage.

Product wise bifurcation of Revenue are tabulated as follows:

(in Lakhs)

Products	**For the Period 01.04.2024 to 31.03.2025**	**%**	**For the Period 01.04.2024 to 31.03.2025**	**%**	**For the Period 20.12.2023 to 31.03.2024**	**%**	**For the Period 01.04.2023 to 20.12.2023**	**%**	**For the Period 01.04.2022 to 31.03.2023**	**%**
Cashew and Cashew Processing	1855.93	99.41%	3473.52	97.47%	599.65	99.99%	1,636.40	96.21%	1,674.68	100%
Almonds	1.40	0.08%	0.017	0.00048 %	-	-	-	-	-	-
Foxnuts	9.68	0.51%	85.21	2.39%	-	-	-	-	-	-
Others: -										
Cloves	-	-	-	-	0.02	0.01%	64.30	3.78%	-	-
Salt	-	-	3.34	0.09%	-	-	-	-	-	-
Briquette	-	-	1.56	0.04%	-	-	-	-	-	-
Total	1867.01	100%	3563.67	100%	599.66	100%	1,700.70	100%	1,674.68	100%

**As Certified by Ajay K. Kapoor & Co., Chartered Accountants vide their certificate dated* September 26th, 2025.

For further details please refer “Business Overview” on Page No. 109 of this Draft Red Herring Prospectus.

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

Our Company is involved in various import operations with international suppliers and has to make payments to its international suppliers in U.S. Dollars as per their terms and conditions. Our import operations make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. As we conduct business in foreign currencies, fluctuations in the exchange rates between the Indian Rupee and foreign currencies, especially the U.S. Dollar, can significantly impact the value of our revenues and expenses. We may experience gains or losses on foreign currency fluctuations. These risks related to foreign exchange fluctuations could have a material adverse effect on our results of operations, financial condition, and overall business prospects.

Although we have previously experienced currency fluctuations especially in U.S. Dollars, but these have not materially impacted our operations to date, we cannot assure that such fluctuations will not significantly affect our business, financial condition, results of operations and cash flows in the future.

37. Our inability to manage inventory and trade receivables in an effective manner could adversely affect our business.

Our business is working capital intensive, with inventories and trade receivables comprising a significant portion of our current assets. Our business model requires us to maintain a certain level of inventory of raw material, to meet anticipated demand. If we underestimate the level of demand we may receive we may experience inventory shortages and a loss of opportunity. Similarly, an over estimation of level of demand may result in over stocking leading to increased holding costs. Additionally, any over run in holding of such goods may lead to their decay. Therefore, any mismanagement on our part to determine the optimum inventory levels may impact our operations and cause us to incur losses.

In addition to inventory, trade receivables represent a key component of our working capital. As of June 30th, 2025, and for FY 2024-25, 2023–24, and 2022–23, our trade receivables were ₹305.79 lakhs, ₹201.82 lakhs, ₹98.73 lakhs, and ₹173.72 lakhs, and our inventory were ₹938.49 lakhs, ₹781.50 lakhs, ₹681.36 lakhs and ₹269.83 lakhs respectively. Proper assessment of customer creditworthiness and timely collection of dues are essential to maintaining healthy cash flows. Any delays or defaults in payment may lead to increased credit risk, bad debts, or write-offs, thereby affecting our liquidity and financial performance. Although we have not experienced significant issues to date with inventory estimation or receivable collections, there can be no assurance that such challenges will not arise in the future.

For further information please refer Restated Financial Information beginning on page 189 of this draft red herring Prospectus.

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

Our Company intends to use Net Proceeds raised pursuant to the Issue in the manner set out in the section titled **"*Objects of the Issue*"** beginning on page 79 of this Draft Red Herring Prospectus. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. "we will provide an exit opportunity to dissenting shareholders in accordance with applicable regulations, ensuring they have a means to address their concerns regarding any changes, in light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company". This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

For further information please refer "Objects of the Issue" beginning on page 79 of this draft red herring Prospectus.

39. Our marketing and advertising campaigns may not be successful in increasing the popularity of our products. If our marketing initiatives are not effective, this may affect the popularity of our products which could have collateral negative effect on sales.

We currently undertake limited-scale marketing and advertising activities, primarily through social media platforms such as Instagram and YouTube, to promote our dry fruit products and enhance brand recognition. While these platforms provide cost-effective outreach, there can be no assurance that our marketing and advertising initiatives will be successful in increasing awareness, improving brand perception, or engaging our target audience effectively. Ineffective or poorly executed marketing strategies may result in reduced product visibility, diminished brand value, lower customer engagement, and consequently, adverse impacts on our sales volumes and overall financial performance.

Further, inefficient allocation of marketing resources or campaigns that fail to generate the expected returns may increase customer acquisition costs and adversely affect our profit margins. If we are unable to effectively adapt our marketing efforts to shifting consumer behavior or competitive dynamics, our market share and growth prospects could be negatively impacted. Any such failure in marketing initiatives may materially and adversely affect our business operations, financial condition, and results of operations.

Although we have not experienced any material adverse impact on our operations due to ineffective marketing or advertising efforts till date, there can be no assurance that such situations will not arise in the future.

40. Industry information included in this Draft Red Herring Prospectus has been derived from industry reports for which consent has been obtained. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although, we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

***41.* None of our directors have prior experience serving as directors in any other listed company in India.**

Our company relies significantly on the Promoters and Directors of the Company, who play a pivotal role in shaping the strategic direction and overseeing the day-to-day operations of the business. However, the dependence on Promoters and Directors with no experience in managing listed companies may present challenges in ensuring adherence to established corporate governance norms and practices. These governance practices are vital for the company's long-term success, reputation, and sustained growth in the market.

Our Company has seven (5) directors, comprising two (2) Executive Directors, one (1) Non-Executive Director, and two (2) Independent Directors. Among them, five directors none have prior experience in a listed company. This lack of experience in listed company governance may pose challenges for our company in adhering to established corporate governance norms and practices. Additionally, this absence of experience may impact our company's credibility and reputation with investors and other stakeholders. For more details, please refer to the chapter titled "Our Management" on page 163 of this Draft Red Herring Prospectus.

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

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 5,000 Lakhs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However,

the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

Our operations are vulnerable to risks arising from fraud, theft, embezzlement, employee negligence, and similar incidents, particularly in areas involving handling of inventory, finished goods. Despite implementing internal controls and security systems at our processing and packaging facilities, there can be no assurance that such measures will always be effective in preventing losses arising from such events.

Losses due to theft, fraud or employee misconduct may not be fully recoverable and could have a material adverse effect on our business, financial condition, results of operations, and cash flows. Moreover, any significant or repeated incidents could also negatively affect our reputation and stakeholder trust.

Although no such incident has happened in our business operations till date, we cannot assure you that similar events will not occur in the future.

For further details, please refer to the section titled "Outstanding Litigation and Material Developments" – Litigation involving our Company – Litigation filed by our Company – Criminal Litigations on page 229 of the Draft Red Herring Prospectus.

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

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

EXTERNAL RISK FACTORS:

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

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

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 12.5%, in excess of Rs.1,25,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a

recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

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

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

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

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

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

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

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

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

performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies.

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

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

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

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

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

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

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

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

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

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

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition. Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, are not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the

income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

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

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

SECTION IV – INTRODUCTION THE

ISSUE

Present Issue in terms of this Draft Red Herring Prospectus:

Particulars	Details
Equity Shares offered [(1)(2)] Present Issue of Equity Shares by our Company	Issue of upto 44,60,000* Equity Shares of face value of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹[●] Lakhs.
Out of which:	
Reserved for Market Makers	[●] Equity Shares of face value of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹ [●] Lakhs.
Net Issue to the Public	[●] Equity Shares of face value of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹ [●] Lakhs.
Out of which:	
A. QIB Portion [(3)(4)]	Not more than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
of which:	
i. Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹[●] lakhs.
ii. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating up to ₹[●] lakhs.
Of which:	
a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares aggregating up to ₹[●] lakhs.
b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating up to ₹[●] lakhs.
B. Non-Institutional Investors Portion	Not less than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
Of which:	
(a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10,00,000/-	[●] Equity Shares of face value of ₹10/- each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to [●]Lakhs.
(b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹10,00,000/-	[●] Equity Shares of face value of ₹10/- each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●]Lakhs
C. Individual Investors Portion who *(applies for minimum application size)*	Not less than [●] Equity Shares of ₹10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹[●] Lakhs.
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	81,74,128 Equity Shares of ₹10/- each.
Equity Shares outstanding after the Issue	Upto [●] Equity Shares of ₹10/- each.
Use of Proceeds	Please refer to the chapter titled ***"Objects of the Issue"*** beginning on page 79 of this Draft Red Herring Prospectus.

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

Notes:

1. The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (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 August 08, 2025 and by the shareholders of our Company, pursuant to section 62(1)(c) of the Companies Act, 2013, vide a special resolution passed at the Extra-Ordinary General Meeting held on August 09, 2025.

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 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 Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders.

4. Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One- third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under- subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled ***"Issue Procedure"*** beginning on page 269 of this Draft Red Herring Prospectus.

5. In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Investors Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investors Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

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

SUMMARY OF FINANCIAL INFORMATION

NFP SAMPOORNA FOODS LIMITED
Formerly Known as NUT AND FOOD PROCESSOR (A PARTNERSHIP FIRM)

Annexure 1
RESTATED CONSOLIDATED FINANCIAL STATEMENT OF ASSETS & LIABILITIES

(Rs. In Lacs)

PARTICULARS	Annexure No	AS AT				
		June 30,2025	March 31,2025	March 31,2024	December 20,2023	March 31,2023
I. EQUITY & LIABILITIES						
1. SHAREHOLDER' FUNDS						
a Share Capital	**6**	817.41	620.00	620.00	-	-
bi Reserves & Surplus	**7(i)**	516.51	285.01	15.65	-	-
bii Partner's Capital Account	**7(ii)**	-	-	-	514.12	854.90
c Money received against Share Warrants	-	-	-		-	-
2. SHARE APPLICATION MONEY PENDING ALLOTMENT	-	-	-		-	-
3. NON CURRENT LIABILITIES						
a Long Term Borrowings	**8**	856.07	200.87	424.60	607.00	-
b Deferred Tax Liabilities (Net)	-	-	-	0.58	-	-
c Other Long Term Liabilities	**9**	-	-	-	-	-
d Long Term Provisions	**10**	-	-	-	-	-
4. CURRENT LIABILITIES						
a Short Term Borrowings	**11**	1,556.60	935.03	428.71	429.91	-
b Trade Payables :-	**12**					
(i) Total outstanding dues of MSME		25.34	64.76	-	-	-
(ii) Total outstanding dues of other than MSME		218.47	3.34	18.94	61.97	1.49
c Other Current Liabilities	**13**	70.96	500.24	103.69	77.95	14.43
d Short Term Provisions	**14**	36.64	93.39	55.92	46.54	18.52
	Total	**4,098.01**	**2,702.64**	**1,668.08**	**1,737.49**	**889.34**
II. ASSETS						
1. NON CURRENT ASSETS						
a Property,Plant & Equipment and Intangible Assets						
(i) Property,Plant & Equipment	**15**	1,891.35	421.48	139.50	125.44	119.55
(ii) Intangible Assets	**16**	-	-	-	-	-
(iii) Capital Work In Progress	-	-	-	-	-	-
(iv) Intangible Assets Under Development	-	-	-	-	-	-
(v) Fixed Assets held for Sale	-	-	-	-	-	-
b Non Current Investments	**17**	350.00	-	-	-	-
c Deferred Tax Assets (Net)	**18**	1.80	1.80	-	-	-
d Long Term Loans & Advances	-	-	-	-	-	-
e Other Non Current Assets	**19**	29.73	10.14	7.38	3.75	3.75
2. CURRENT ASSETS						
a Current Investments	-	-	-	-	-	-
b Inventories	**20**	938.49	781.50	681.36	986.27	269.83
c Trade Receivables	**21**	305.79	201.82	98.73	459.61	173.72
d Cash & Cash Equivalents	**22**	34.45	43.61	33.55	17.39	11.22
e Short Term Loans & advances	**23**	354.52	1,038.25	562.90	127.22	266.62
f Other Current Assets	**24**	191.88	204.03	144.67	17.81	44.65
	Total	**4098.01**	**2702.64**	**1668.08**	**1737.49**	**889.34**

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

(AJAY KAPOOR)
F.C.A
Partner
Membership Number : 092423

Place : Ghaziabad
Date : 24/09/2025
UDIN : 25092423BMHZNW3213

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

Anju Goel
(Whole Time Director)
DIN : 02525953
Date : 24/09/2025
Place: New Delhi

(ANIL GUPTA)
(C.F.O)
Date : 24/09/2025
Place: New Delhi

YASH VARDHAN GOEL
(Managing Director)
DIN NO: 10425908
Date : 24/09/2025
Place: New Delhi

Babli
(Compliance Officer)
Date : 24/09/2025
Place: New Delhi

NFP SAMPOORNA FOODS LIMITED

Formerly Known as NUT AND FOOD PROCESSOR (A PARTNERSHIP FIRM)

Annexure 2

RESTATED CONSOLIDATED FINANCIAL STATEMENT OF PROFIT & LOSS

(Rs. In Lacs)

PARTICULARS	Annex No		FOR THE PERIOD 01.04.2025 to 30.06.2025	FOR THE YEAR 01.04.2024 to 31.03.2025	FOR THE PERIOD 21.12.2023 to 31.03.2024	FOR THE PERIOD 01.04.2023 to 20.12.2023	FOR THE YEAR 01.04.2022 to 31.03.2023
I. CONTINUING OPERATIONS							
1 Revenue From Operations	25		1,867.01	3,563.67	599.66	1,700.70	1,674.68
2 Other Income	26		3.53	12.07	-	30.55	0.01
Total Income		**Total**	**1,870.54**	**3,575.74**	**599.66**	**1,731.25**	**1,674.69**
3 **EXPENSES**							
a Cost of Revenue from operations	27		1,784.02	2,831.63	124.65	2,004.51	1,531.88
b Purchase of Stock In Trade			-	-	-	-	-
c Change in Inventories of Finished Goods, Work In Progress & Stock In Trade	28		(156.99)	(100.14)	304.92	(716.44)	(129.36)
d Employee Benefit Expenses	29		26.34	229.16	74.80	174.35	137.09
e Finance Costs	30		32.06	92.11	25.15	48.18	4.81
f Depreciation & Amortisation Expenses	31		5.92	30.51	6.55	9.23	12.88
g Other Expenses	32		33.63	132.12	37.98	78.24	57.28
		Total	**1,724.98**	**3,215.38**	**574.05**	**1,598.07**	**1,614.58**
4 Profit / (Loss) before Exceptional & Extraordinary Item & Tax {(1+2)-3}		**Total**	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
5 Exceptional Items			-	-	-	-	-
6 Profit / (Loss) before Extraordinary Items & Tax (4+/-5)		**Total**	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
7 Extraordinary Items			-	-	-	-	-
8 Profit / (Loss) before Tax (6+/-7)		**Total**	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
9 **Tax Expenses**							
a Current Tax Expenses for Current Year			36.64	93.39	9.38	46.54	18.52
b MAT Credit (Where applicable)			-	-	-	-	-
c Current Tax Expenses Relating to Prior Years			-	-	-	-	-
d Net Current Tax Expenses			36.64	93.39	9.38	46.54	18.52
e Deferred Tax Asset/Liabilities			-	2.39	(0.58)	-	-
		Total	**36.64**	**91.00**	**9.96**	**46.54**	**18.52**
10 Profit / (Loss) from Continuing Operations (8+/- 9)			**108.91**	**269.36**	**15.65**	**86.64**	**41.59**
11 Profit / (Loss) from Discontinuing Operations Before Tax			-	-	-	-	-
12 Tax Expenses of Discontinuing Operations			-	-	-	-	-
13 Profit / (Loss) from Discontinuing Operations After Tax (11+/-12)			**-**	**-**	**-**	**-**	**-**
14 Profit / (Loss) For the Year (10+/-13)		**Total**	**108.91**	**269.36**	**15.65**	**86.64**	**41.59**
15 **Earning per Share (of Rs.10/- each) :**	33						
a Basic			7.02	4.34	0.90	N.A.	N.A.
b Diluted			7.02	4.34	0.90	N.A.	N.A.

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

(AJAY KAPOOR)
F.C.A
Partner
Membership Number : 092423

Place : Ghaziabad
Date : 24/09/2025
UDIN : 25092423BMHZNW3213

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

Anju Goel
(Whole Time Director)
DIN : 02525953
Date : 24/09/2025
Place: New Delhi

YASH VARDHAN GOEL
(Managing Director)
DIN NO: 10425908
Date : 24/09/2025
Place: New Delhi

(ANIL GUPTA)
(C.F.O)
Date : 24/09/2025
Place: New Delhi

Babli
(Compliance Officer)
Date : 24/09/2025
Place: New Delhi

NFP SAMPOORNA FOODS LIMITED
Formerly Known as NUT AND FOOD PROCESSOR (A PARTNERSHIP FIRM)

Annexure 3 **(Rs. In Lacs)**

RESTATED CONSOLIDATED FINANCIAL STATEMENT OF CASH FLOW

	Particulars	Year Period June 30,2025	Year Ended March 31,2025	Year Ended March 31,2024	Period Ended December 20,2023	Year Ended March 31,2023
A	**CASH FLOWS FROM OPERATING ACTIVITIES:**					
	Net Profit Before Tax	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
	Adjustments for:					
	Depreciation	5.92	30.51	6.55	9.23	12.88
	Interest Expenses	32.06	92.11	25.15	48.18	4.81
	Interest Income	-	-	-	-	-
	Operating Profit before working capital changes:	**183.53**	**482.98**	**57.31**	**190.59**	**77.80**
	Adjustments for changes in working capital:					
	(Increase)/Decrease in Trade Receivables	(103.97)	(103.09)	360.88	(285.88)	(155.01)
	(Increase)/Decrease in Other Current assets	12.15	(59.36)	(126.86)	26.84	(17.36)
	(Increase)/Decrease in Short Term Loans & Advances	683.73	(475.35)	(435.68)	139.40	252.04
	(Increase)/Decrease in Inventories	(156.99)	(100.14)	304.92	(716.44)	(129.36)
	Increase/(Decrease) in Short Term Borrowings	621.57	506.32	(1.20)	429.91	(144.34)
	Increase/(Decrease) in Trade payables	175.71	49.16	(43.03)	60.49	(2.47)
	Increase/(Decrease)in Other Current Liabilities & Provisions	(429.28)	396.55	25.73	63.52	13.10
	Cash generated from operations	**986.46**	**697.06**	**142.07**	**(91.58)**	**(105.61)**
	Income Taxes paid	93.39	55.92	(0.00)	18.52	-
	NET CASH FROM OPERATING ACTIVITES (A)	**893.07**	**641.14**	**142.07**	**(110.10)**	**(105.61)**
B	**CASH FLOWS FROM INVESTING ACTIVITIES**					
	Interest Received	-	-	-	-	-
	Fixed assets purchased including Intangible Assets	(1,475.79)	(312.49)	(20.62)	(15.11)	(62.98)
	(Increase)/Decrease in Non-Current Investments	(350.00)	-	-	-	-
	(Increase)/Decrease in Other Non Current Assets	(19.59)	(2.76)	(3.63)	-	(0.10)
	NET CASH USED IN INVESTING ACTIVITIES (B)	**(1,845.38)**	**(315.25)**	**(24.25)**	**(15.11)**	**(63.08)**
C	**CASH FLOWS FORM FINANCING ACTIVITES**					
	Interest paid	(32.06)	(92.11)	(25.15)	(48.18)	(4.81)
	Increase in Long-Term Borrowings	655.20	(223.73)	(182.40)	607.00	-
	Addition of Partners Capital Account	-	-	-	0.05	187.00
	Issue of share capital	320.01	-	620.00	-	-
	Withdraw of Partners Capital Capital	-	-	(514.12)	(427.48)	(12.47)
	Increase/ (Decrease) in other Long term liabilities	-	-	-	-	-
	NET CASH USED IN FINANCING ACTIVITIES (C)	**943.15**	**(315.83)**	**(101.67)**	**131.39**	**169.71**
D	**NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)**	**(9.16)**	**10.06**	**16.15**	**6.18**	**1.03**
	Opening Cash and Cash Equivalents	43.61	33.55	17.39	11.22	10.19
	CLOSING CASH AND CASH EQUIVALENT	**34.45**	**43.61**	**33.55**	**17.39**	**11.22**
	RECONCILIATION OF CASH AND CASH EQUIVALENTS WITH THE BALANCE SHEET:					
	Cash & cash equivalent as per Balance sheet	**34.45**	**43.61**	**33.55**	**17.39**	**11.22**
	Cash & cash equivalent at the end of the period	**34.45**	**43.61**	**33.55**	**17.39**	**11.22**

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

(AJAY KAPOOR)
F.C.A
Partner
Membership Number : 092423

Place : Ghaziabad
Date : 24/09/2025
UDIN : 25092423BMHZNW3213

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

Anju Goel
(Whole Time Director)
DIN : 02525953
Date : 24/09/2025
Place: New Delhi

YASH VARDHAN GOEL
(Managing Director)
DIN NO: 10425908
Date : 24/09/2025
Place: New Delhi

(ANIL GUPTA)
(C.F.O)
Date : 24/09/2025
Place: New Delhi

Babli
(Compliance Officer)
Date : 24/09/2025
Place: New Delhi

GENERAL INFORMATION

NFP Sampoorna Foods Limited ("the Company") was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation dated December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 issued by the Registrar of Companies, Central Registration Centre. Prior to incorporation as a public limited company, the business was operated as a partnership firm under the name M/s Nut and Food Processor. Pursuant to a resolution passed by the partners on October 28, 2023, the partnership was converted into a public limited company and the name was changed to NFP Sampoorna Foods Limited. Subsequently, on June 30, 2025, the Company acquired M/s Yashvardhan Food Industries Private Limited on a going concern basis through a share swap agreement dated June 30th, 2025. This acquisition was approved by the shareholders of the Company pursuant to a resolution passed on June 30, 2025.

Further, the Company has changed its registered office from C/o Ashok Gupta, Nathupur, P.S. Rai, Sonipat, Haryana – 131029 to Ground Floor, B-3A & B-3B, Plot No. 70, Najafgarh Road Industrial Area, Rama Road, New Delhi – 110015. Pursuant to this change, our company has received fresh Certificate of Incorporation dated September 24, 2025, bearing Certificate of Incorporation (CIN) U10793DL2023PLC455908 issued by the Registrar of Companies, Delhi.

For Further details, please refer Chapter titled "History and Corporate Structure" beginning on Page no. 157 of this Draft Red Herring Prospectus.

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details			
Name of Issuer	NFP Sampoorna Foods Limited			
Registered Office & Corporate Office	Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015. **Ph. No.:** +91-9643829587; **Web site:** *www.sampoornanuts.com* **E-Mail:** Connect@sampoornanuts.com **Contact Person:** Yashvardhan Goel.			
Date of Incorporation	December 13, 2023			
Company Identification Number	U10793DL2023PLC455908			
Company Registration Number	117207			
Company Category	Company Limited by Shares			
Registrar of Company	NCT of Delhi & Haryana			
Address of the RoC	4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019, India			
Designated Stock Exchange	**Emerge Platform of National Stock Exchange of India Limited ("NSE EMERGE")** **Address:** Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051. **Tel No: 0**22 26598100 - 8114 **Website:** www.nseindia.com			
Issue Programme	**Issue Opens On:**	[●]	**Issue Close On:**	[●]
	Anchor Investor Bid/Issue Period*	[●]		

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

Investor Grievances:

Investors may contact the Company Secretary and Compliance Officer, BRLM or the Registrar to the Issue in case of any pre-issue or post-issue related queries, grievances and for redressal of complaints including non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or nonreceipt of funds by electronic mode, etc.

All Issue-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details

such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid. Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose a copy of the Acknowledgment Slip or provide the application number received from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

All issue-related grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of the following Directors:

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

For further details, pertaining to the education qualification and experience of our directors, please refer the chapter titled **"*Our Management*"** beginning on page 163 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer:

Ms. Babli
NFP Sampoorna Foods Limited
Address: Ground Floor B-3A & B-3B, Plot No 70,
Najafgarh Road Industrial Area, Rama Road,
New Delhi-110015;
Ph. No.: +91-9540781664;
Web site: *www.sampoornanuts.com*
E-Mail: *compliance@sampoornanuts.com*

Chief Financial Officer:

Mr. Anil Kumar Gupta
NFP Sampoorna Foods Limited
Address: Ground Floor B-3A & B-3B, Plot No 70,
Najafgarh Road Industrial Area, Rama Road,
New Delhi-110015
Ph.: +91 9971169760
Website: *www.sampoornanuts.com*
Email: *connect@sampoornanuts.com*

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

Book Running Lead Manager	Registrar to the Issue
3DIMENSION CAPITAL SERVICES LIMITED K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, South Delhi, New Delhi, Delhi-110048 **Ph. No.:** +91-011-40196737 **Email:** delhi@3dcsl.com **Investor Grievances Email** -grievance@3dcsl.com **Website:** www.3dcsl.com **SEBI Registration:** INM000012528 **Contact Person: Mr. Rhydham Kapoor/ Mr. Pankaj Khetan**	**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** D-153 A, 1st Floor Okhla Industrial Area, Phase-I New Delhi – 110020 Delhi, India **Tel No.:** 011-26812682-83 **Website:** www.skylinerta.com **E-Mail:** Virenr@skylinerta.com **Investor Grievance Email:** grievances@skylinerta.com **SEBI Reg. No.:** INR000003241 **Contact Person:** Anuj Rana
Statutory Auditor & Peer Review Auditor	**Legal Advisor**
Ajay K. Kapoor & Company, Chartered Accountants **Address:** 309, Shiva Tower, Opp. Chaudhary Cinema, G.T Road, Ghaziabad Uttar Pradesh-201001, India **Tel No**.: 0120-4123134 **Email:** caajaykapoor@gmail.com **Membership No**.: 092423 **Firm Registration No**.: 013788N **Peer Review No.:** 016088 **Contact Person:** Mr. Ajay Kapoor	**Advocate (CS) Jalaj Srivastava;** **Address:** K-13, Basement, Feroz Gandhi Road, Lajpat Nagar-II, New Delhi-17 **Tel No.:** +91 9312267584; **Email:** services.advocatejalaj@gmail.com; **Contact Person:** Jalaj Srivastava;
Bankers to the Company	**Bankers to the Issue/ Refund Banker/ Sponsor Bank****
Kotak Mahindra Bank **Address:** Netaji Subhash Place, Pitampura, New Delhi-110034 **Email Id**: *Babita.rana@kotak.com* **Website**: *www.kotak.com* **Contact Person:** Babita Rana **Designation:** Manager	**[●]**
Syndicate Member**	
[●]	

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

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34;
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35

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

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

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

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

Syndicate SCSB Branches

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

BROKER TO THE ISSUE

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of SEBI at *https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=30* respectively, as updated from time to time.

REGISTRAR AND SHARE TRANSFER AGENTS (RTA)

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

COLLECTING DEPOSITORY PARTICIAPNTS

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

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

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

CREDIT RATING

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

IPO GRADING

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

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

The Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus shall be filed National Stock Exchange of India Limited situated at Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051, India. Pursuant to Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) (Amendment) Regulations, 2022, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Prospectus with the Due Diligence Certificate shall be submitted to SEBI pursuant to Regulation 246(1), and SEBI Circular Number SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023, through SEBI Intermediary Portal at https://siportal.sebi.gov.in. SEBI will not issue any observation on the Issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

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

CHANGES IN AUDITORS

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

TRUSTEES

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

APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹5,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue.

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

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

TYPE OF ISSUE

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

BOOK BUILDING PROCESS

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

- Our Company;
- The Book Running Lead Manager in this case being 3Dimension Capital Services Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with Exchanges and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Offer and;
- The Designated Intermediaries and Sponsor bank

The SEBI (ICDR) Regulations, 2018 have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI (ICDR) Regulations, 2018. The Offer is being made through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the Book Running Lead Manager allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the "Anchor Investor Portion"), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI (ICDR) Regulations, 2018, 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 / Offer period and withdraw their Bids until the Bid / Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid / Offer period. Allocation to the Anchor Investors will be on a discretionary basis.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public offer 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 offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 269 of this Draft Red Herring Prospectus. The process of Book Building under the SEBI (ICDR) Regulations, 2018 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 269 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20.00 to ₹24.00 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Amount (₹)	Cumulative Quantity	Subscription
500	**24.00**	**500**	**16.67%**
1000	**23.00**	**1500**	**50.00%**

1500	**22.00**	**3000**	**100.00%**
2000	**21.00**	**5000**	**166.67%**
2500	**20.00**	**7500**	**250.00%**

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

Steps to be taken by the Bidders for Bidding:

• Check eligibility for making a Bid (see section titled "Issue Procedure" on page 269 of this Draft Red Herring Prospectus);

• Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

• Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.

• Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims;

• Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid / Issue Program:

Event	Indicative Dates
Bid / Offer opening Date	**[●]**
Bid / Offer Closing Date	**[●]**
Finalization of Basis of Allotment with the Designated Stock Exchange	**[●]**
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	**[●]**
Credit of Equity Shares to Demat accounts of Allottees	**[●]**
Commencement of trading of the Equity Shares on the Stock Exchange	**[●]**

Note:
(1) Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations, 2018. The Anchor Investor Bid / Offer period shall be one Working Day prior to the Bid / Offer opening Date in accordance with the SEBI (ICDR) Regulations, 2018.
(2) Our Company in consultation with the Book Running Lead Manager, consider closing the Bid / Offer period for QIBs one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI (ICDR) Regulations, 2018.
(3) UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Offer Closing Date, i.e. [●].

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of Bid / Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid / Offer 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 Offer period (except for the Bid / Offer Closing Date). On the Bid / Offer 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 / Offer Closing Date maybe extended in consultation

with the the Book Running Lead Manager, RTA and Emerge Platform of National Stock Exchange of India Limited ("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 / Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid / Offer Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid / Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid / Offer Closing Date, as is typically experienced in public offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software / hardware system or otherwise. In accordance with SEBI (ICDR) Regulations, 2018, 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 / Offer Closing Date. Allocation to Retail Individual Applicants, in This Offer 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 Offer shall ask the relevant SCSBs / RTAs / DPs / stockbrokers, as the case may be, for the rectified data.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, 2018, our Company in consultation with Book Running Lead Manager, reserves the right not to proceed with This Offer at any time after the Offer opening Date, but before our Board meeting for Allotment without assigning reasons thereof. If our Company withdraws the Offer after the Offer Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published. Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Offer Closing Date.

UNDERWRITING AGREEMENT

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

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

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

*** We will enter into an underwriting agreement prior to the filing of the Red Herring Prospectus (RHP) with the Stock exchange.*

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above - mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The

abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act – Noted for Compliance.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THE ISSUE

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

The details of Market Maker are set forth below:

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

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the NSE and SEBI in this regard from time to time.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE EMERGE (SME platform of NSE) and SEBI from time to time.

3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1.00 Lakh shall be allowed to Offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹[●]/- per share the minimum application lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.

4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

5. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.

6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.

7. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

8. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.

9. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.

10. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

11. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE from time to time.

12. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE EMERGE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.

13. 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.

14. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

15. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further, the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

16. Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") 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.

17. Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.

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

19. 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.

20. Additionally, the trading shall take place in the TFT segment for the first 10 days from commencement of trading. The following spread will be applicable on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge").

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

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

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

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

CAPITAL STRUCTURE

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

Amount (Rs. in Lakhs, except share data)

Sr. No.	Particulars	Aggregate nominal Value	**Aggregate Value at Issue Price
A	**Authorised Share Capital**		
	1,43,00,000 Equity Shares having Face Value of ₹ 10/- each	1,430.00	-
B	**Issued, Subscribed & Paid-up Share Capital before the Issue**		
	81,74,128 Equity Shares having Face Value of ₹ 10/- each fully paid up before the Issue.	817.41	-
C	**Present Issue in terms of the Draft Red Herring Prospectus**		
	Issue of upto 44,60,000 Equity Shares having Face Value of Rs.10/- each at a price of Rs. [●] per Equity Share. Comprising Fresh Issue of upto 44,60,000 Equity Shares (i)	[●]	[●]
	Which Comprises		
I.	**Reservation for Market Maker portion** [●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
II.	**Net Issue to the Public** Net Issue to Public of [●] Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share to the Public	[●]	[●]
	of which		
	At least [●] Equity Shares aggregating up to Rs. [●] Lakhs will be available for allocation to Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to Rs. [●] Lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to Rs. [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. Of which shall be allocated to mutual funds.	[●]	[●]
D	Issued, Subscribed and Paid-up Equity Share capital after the Issue [●] Equity Shares of Rs. 10/- each	[●]	-
E	Securities Premium Account Before the Issue After the Issue	122.59 [●]*	

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

*** To be updated upon finalization of the Issue Price and subject to Basis of Allotment.*

i. *The Present Issue of Equity Shares in terms of Draft Red Herring Prospectus has been authorised pursuant to a resolution of our Board of Directors dated August* 08, 2025 *and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 atthe Extra Ordinary General Meeting of the members held on August* 09, 2025.

ii. *For details in relation to the changes in the authorised share capital of our Company, please refer to section titled "History and Corporate Structure - Amendments to our Memorandum of Association" beginning on page 157 of this Draft Red Herring Prospectus.*

iii. *Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the 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.*

CLASS OF SHARES

As on the date of Draft Red Herring Prospectus Our Company has only one class of share capital i.e. Equity

Shares of Rs.10/- each only. All Equity Shares issued are fully paid up.

Our Company does not have any outstanding convertible instruments as on the date of the Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company has not issued preference shares and does not have any outstanding preference shares

Our Company does not have any partly paid -up equity shares as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorized Share Capital

Since the incorporation of our Company, the authorised share capital of our Company has been altered in the manner set forth below:

S No.	Date of Meeting	AGM/EGM	Changes in Authorised Share Capital
1.	Upon Incorporation (13th December 2023)	-	Authorised Share capital of the Company was Rs. 1,000.00 Lakh divided into 1,00,00,000 Equity Shares of Rs. 10/- each
2.	July 29, 2025	EGM	Increase in the Authorised Share Capital of the Company from Rs. 1,000.00 Lakh divided into 1,00,00,000 Equity Shares of Rs. 10/- each to 1,430.00 Lakh divided into 1,43,00,000 Equity Shares of Rs 10/- each.

2. Equity Share Capital History of our Company

1) The history of the equity share capital and the securities premium account of our company are set out in the following table: -

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital(₹)	Cumulative Share Premium (₹)
On Incorporation (December 13, 2023)	51,41,152	10	10	Other than Cash*	Subscription to MOA(i)	51,41,152	5,14,11,520	Nil
February 05, 2024	10,58,848	10	10	Other than Cash	Conversion of Loan(ii)	62,00,000	6,20,00,000	Nil
June 30, 2025**	19,74,128	10	16.21	Other than Cash	Preferential Allotment (iii)	81,74,128	8,17,41,280	6.21

*Pursuant to the conversion of M/s Nut and Foods Processors, a partnership firm, into NFP Sampoorna Foods Limited equity shares were allotted to the erstwhile partners of M/s Nut and Foods Processors.
** The Company has issued equity shares on a preferential basis to the shareholders of M/s Yashvardhan Food Industries Private Limited through a share swap arrangement in the ratio of 1000:1621 (i.e., 1,000 equity shares of the Company for every 1,621 equity shares held in Yashvardhan Food Industries Private Limited). This allotment was made for consideration other than cash, towards the purchase of the business of Yashvardhan Food Industries Private Limited.
All the above-mentioned shares are fully paid up since the date of allotment.

Notes:

(i) ***Initial Subscribers to the Memorandum of Association subscribed 51,41,152 Equity Shares of Face Value of ₹10/- each on 13th December 2023, details of which are given below:***

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

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

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

(iii) ***Further allotment of 19,74,128 equity shares on a preferential basis to the shareholders of* M/s Yashvardhan Food Industries Private Limited *through a share swap arrangement, in the ratio of 1000:1621 on 30th June 2025***

Sr. No	Name	No of Equity Shares
1.	Mahesh Chandra Goel	2,36,805
2.	Praveen Goel	12,61,043
3.	Yashvardhan Goel	4,76,280
	Total	**19,74,128**

2) As on the date of the Draft Red Herring Prospectus, our Company does not have any preference share capital.

3) Issue of Equity Shares for consideration other than cash

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash.

Date ofAllotment	No. of Equity Shares	Reasons of Allotment	Allottees	No. ofShares Allotted
December 13, 2023	51,41,152	Allotment of Equity Shares to the partners of M/s Nut and Food Processor	Praveen Goel	20,53,622
			Yash Vardhan Goel	30,87,030
			Anju Goel	100
			Nisha Gupta	100
			Anil Kumar Gupta	100
			Sanjay Kumar Garg	100
			Sudhanshu Shekhar Thakur	100
February 05, 2024	10,58,848	Equity Shares were allotted to Mr. Praveen Goel Pursuant to Conversion of Loan into Equity.	Praveen Goel	10,58,848
June 30, 2025	19,74,128	Equity shares were allotted on a preferential basis to the shareholders of	Mahesh Chandra Goel	2,36,805
			Praveen Goel	12,61,043

		M/s Yashvardhan Food Industries Private Limited through a share swap arrangement, in the ratio of 1000:1621	Yashvardhan Goel	4,76,280

4) We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizingany revaluation reserves.

5) No Equity Shares have been allotted pursuant to any scheme approved under section of 230-234 of Companies Act 2013.

6) As on the date of the Draft Red Herring Prospectus, Our Company has not issued any equity shares under any employee stock option Scheme / Employees Stock Purchase Scheme.

7) The Issue Price shall be decided by our Company in consultation with the Book Running Lead Manager.

TABLE II - SUMMARY OF SHAREHOLDING PATTERN:

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class: Equity	Class 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	5	8173828	0		8173828	100.00	8173828		8173828.00	100.00	0	100.00	0		0		8173828
(B)	Public	3	300	0		300	0.00	300		300.00	0.00	0	0.00	0		0		300
(C)	Non-Promoter-Non Public					0												
(C1)	Shares underlying DRs	0			0	0		0		0	0.00			0		0		0
(C2)	Shares held by Employee Trusts	0	00	0		0	0.00	00		0	0.00	0	0.00	0		0		0
	Total	**8**	**8174128**	**0**	**0**	**8174128**	**100.00**	**8174128**	**0.00**	**8174128.00**	**100.00**	**0**	**100.00**	**0**	**0.00**	**0**	**0.00**	**8174128**

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

Notes –

- As on date of this Draft Red Herring Prospectus, one (1) Equity share holds one (1) vote.

- The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

- We have only one class of Equity Shares of face value of ₹ 10.00/- each.

- Public Shareholders are not related to the directors/promoters/promoter group members/any other entities controlled or influenced by the promoters or directors of the NFP Sampoorna Foods Limited.

- We have entered into a tripartite agreement with CDSL and NSDL.

8) Except as disclosed below, we have not issued any Equity Shares at price below Issue price within last one year from the date of this Draft Red Herring Prospectus.

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Whether part of Promoter/ Promoter Group	Allottees	No. of Shares Allotted
June 30, 2025	1974,128	10.00	16.21	Equity shares were allotted on a preferential basis to the shareholders of *M/s Yashvardhan Food Industries Private Limited* through a share swap arrangement, in the ratio of 1000:1621	Yes	Mr. Mahesh Chandra Goel	2,36,805
					Yes	Mr. Praveen Goel	12,61,043
					Yes	Mr. Yashvardhan Goel	4,76,280

9) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Red Herring Prospectus are:

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre-Issue paid up Capital)
1.	Mr. Praveen Goel	43,73,513	53.50%
2.	Mr. Yashvardhan Goel	35,63,310	43.59%
3.	Mr. Mahesh Chandra Goel	2,36,805	2.90%
	Total	**81,73,628**	**99.99%**

10) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company ten days prior as on the date of this Draft Red Herring Prospectus are:

S. No.	Name	Shares Held (Face Value of Rs. 10 each)	% shares held (% Pre-Issue paid up Capital)
1.	Mr. Praveen Goel	43,73,513	53.50%
2.	Mr. Yashvardhan Goel	35,63,310	43.59%
3.	Mr. Mahesh Chandra Goel	2,36,805	2.90%
	Total	**81,73,628**	**99.99%**

11) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior as on the date of this Draft Red Herring Prospectus are:

S. No.	Name	Shares Held (Face Value of Rs. 10each)	% shares held (% Pre-Issue paid up Capital)
1.	Mr. Praveen Goel	31,12,470	38.08%
2.	Mr. Yashvardhan Goel	30,87,030	37.76%
	Total	**61,99,500**	**75.84%**

12) The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two year prior as on the date of this Draft Red Herring Prospectus are:

As the Company was incorporated on 13th December 2023, the following requirement is not applicable on the Company.

13) Equity Shareholding of Directors and Key Managerial Personnel in our Company

None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Sr. No.	Name of Shareholder	No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
1.	Praveen Goel	43,73,513	53.50%	43,73,513	[●]
2.	Yash Vardhan Goel	35,63,310	43.59%	35,63,310	[●]
3.	Anju Goel	100	Negligible	100	[●]
	Total	**79,36,923**	**97.09%**	**79,36,923**	[●]

14) Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing the Draft Red Herring Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- Issue share capital of our Company.

S. No.	Name of Shareholders	Date of Transaction	Promoter/ PromoterGroup/ Director	Number of Equity Shares Subscribed to/Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
1.	Mr. Praveen Goel	December13, 2023	Promoter	20,53,622	-	Subscription to MOA
2.	Mr. Yashvardhan Goel	December13, 2023	Promoter	30,87,030	-	Subscription to MOA
3.	Mr. Praveen Goel	February 05, 2024	Promoter	10,58,848	-	Conversion of Loan
4.	Mr. Mahesh Chandra Goel	June 30, 2025	Promoter Group	2,36,805	-	Preferential Allotment
5.	Mr. Praveen Goel	June 30, 2025	Promoter	12,61,043	-	Preferential Allotment
6.	Mr. Yashvardhan Goel	June 30, 2025	Promoter	4,76,280	-	Preferential Allotment

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

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

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

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

19) Details of our Promoter Shareholding

Capital Build up in respect of shareholding of our Promoter:

As on date of the Draft Red Herring Prospectus, our promoter Mr. Praveen Goel, Mr. Yashvardhan Goel and Mrs. Anju Goel holds 79,36,923 Equity Shares constituting 97.10% of the issued, subscribed and paid-up Equity Share capitalof our Company. None of the Equity Shares held by our Promoter are subject to any pledge.

a) **Build up of the Shareholding of Our Promoters since incorporation**

Mr. Praveen Goel

Date of Allotment and made fully paid up /transfer	Nature of Issue	No. of Equity Shares	Face Value Per Share (₹)	Issue /Acquisition/ Transfer Price per Equity Share (₹)	Pre-Issue Shareholding %	Post-Issue Shareholding %	Sourceof Funds
Mr. Praveen Goel							
December 13, 2023	Subscriber to MOA	20,53,622	10/-	10	25.12%	[●]	Other than cash
February 05, 2024	Conversion of loan	10,58,848	10/-	10	12.95%	[●]	Other than cash
June 30,2025	Preferential Allotment	12,61,043	10/-	16.21	15.43%	[●]	Other than Cash
Total		**43,73,513**			**53.50%**	**[●]**	

Mr. Anju Goel

Date of Allotment and made fully paid up /transfer	Nature of Issue	No. of Equity Shares	Face Value Per Share (₹)	Issue /Acquisition/ Transfer Price per Equity Share (₹)*	Pre-Issue Shareholding%	Post-Issue Shareholding%	Source of Funds
Mrs. Anju Goel							
December 13, 2023	Subscriber to MOA	100	10/-	10	Negligible	[●]	Other than cash

Mr. Yashvardhan Goel

Date of Allotment and made fully paid up /transfer	Nature of Issue	No. of Equity Shares	Face Value Per Share(₹)	Issue /Acquisition/ Transfer Price per Equity Share (₹)*	Pre-Issue Shareholding %	Post-Issue Shareholding %	Sourceof Funds
Mr. Yashvardhan Goel							
December 13, 2023	Subscriber to MOA	30,87,030	10/-	10	37.77%	[●]	Other than cash
June 30, 2025	Preferential Allotment	4,76,280	10/-	16.21	5.82%	[●]	Other than Cash
Total		**35,63,310**			**43.59%**	[●]	

Notes:

- None of the shares belonging to our Promoters have been pledged till date.

- The entire Promoter's shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares.

b) The shareholding pattern of our Promoters, Promoter Group and additional top 10 shareholders before and after the Issue is set forth below.

S. No	Names	Pre- Issue		Post- Issue	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoter				
1.	Mr. Praveen Goel	43,73,513	53.50	43,73,513	[●]
2.	Mr. Yashvardhan Goel	35,63,310	43.59	35,63,310	[●]
3.	Mrs. Anju Goel	100	Negligible	100	[●]
	TOTAL (A)	**79,36,923**	**97.09**	**79,36,923**	[●]
	Promoter Group				
1.	Mr. Mahesh Chandra Goel	2,36,805	2.90	2,36,805	[●]
2.	Ms. Nisha Gupta	100	Negligible	100	[●]
	TOTAL (B)	**2,36,905**	**2.90**	**2,36,905**	**[●]**
	Additional Top 10 Shareholders				
1.	Mr. Anil Kumar Gupta	100	Negligible	100	[●]
2.	Mr. Sudhanshu Shekhar Thakur	100	Negligible	100	[●]
3.	Mr. Sanjay Kumar Garg	100	Negligible	100	**[●]**
	TOTAL (C)	**300**	Negligible	**300**	**[●]**
	GRAND TOTAL (A+B+C)	**81,74,128**	99.99%	**81,74,128**	[●]

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

Sr. No.	Name of Promoters	No of Equity Shares held	Average Cost of Acquisition (in ₹) *
1.	Mr. Praveen Goel	43,73,513	11.79
2.	Mr. Yash Vardhan Goel	35,63,310	10.83
3.	Mrs. Anju Goel	100	10.00

*As certified by M/s Ajay K. Kapoor & Co., Chartered Accountants vide the certificate dated September 26th, 2025.

21) We have 8 (Eight) Shareholders as on the date of this Draft Red Herring Prospectus.

22) We hereby confirm that:

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

Date of Allotment	No. of Equity Shares	Face Value (₹)	Acquisition Price (₹)	Reasons of Allotment	Whether part of Promoter/ Promoter Group	Allottees	No. of Shares Allotted
June 30, 2025	1974128	10.00	16.21	Equity shares were allotted on a preferential basis to the	Yes	Mr. Mahesh Chandra Goel	2,36,805
					Yes	Mr. Praveen Goel	12,61,403

				shareholders of *M/s Yashvardhan Food Industries Private Limited* through a share swap arrangement, in the ratio of 1000:1621	Yes	Mr. Yashvardhan Goel	4,76,280

*The Company has issued equity shares on a preferential allotment basis to the shareholders of M/s Yashvardhan Food Industries Private Limited through a share swap arrangement in the ratio of 1000:1621 (i.e., 1,000 equity shares of the Company for every 1,621 equity shares held in Yashvardhan Food Industries Private Limited). This allotment was made for consideration other than cash, towards the purchase of the business of Yashvardhan Food Industries Private Limited.

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

23) Details of Promoters' Contribution and Lock-in details.

In compliance with Regulation 236 and 238 of the SEBI (ICDR) Regulations, 20% of the fully diluted post-Issue capital held by the Promoter shall be locked in for a period of three years from the date of commencement of commercial production or date of allotment in initial public offer, whichever is later. ("Minimum Promoter's Contribution"). Any Promoter shareholding exceeding 20% of the fully diluted post-Issue equity share capital shall be subject to the following lock-in conditions:

i. Fifty percent of the Promoter's holding exceeding the Minimum Promoter's Contribution shall be locked in for a period of two years from the date of allotment in the Initial public offer;

ii. The remaining fifty percent of the Promoter's holding exceeding the Minimum Promoter's Contribution shall be locked in for a period of one year from the date of allotment in the Initial public offer.

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock Exchange before the listing of the Equity Shares.

No Equity Shares proposed to be locked-in as Minimum Promoter Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

As on the date of this Draft Red Herring Prospectus, our Promoters holds 79,36,923 Equity Shares constituting [●] % of the Post-Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

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

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

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

Yash Vardhan Goel	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total		[●]	[●]				[●]		[●]

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

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

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

In terms of Regulation 236, 237 and 238 of the SEBI ICDR Regulations, fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and remaining fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

The entire pre-issue equity share capital held by persons other than promoters of our Company i.e. Promoter Group members and Public shall be locked in for a period of 1 (one) year from the date of allotment of Equity Shares in this Issue.

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

a) In terms of Regulation 242 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above,can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan

granted by suchbank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securitieslocked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan hasbeen granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

b) In terms of Regulation 243 of the SEBI ICDR Regulations, 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 36 or 37 of the SEBI ICDR Regulations, 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.

Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company 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.

24) None of our Promoter, Promoter Group, 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 Draft Red Herring Prospectus.

25) Neither, we nor our Promoter, Directors and the Book Running Lead Manager 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.

26) As on the date of filing of the Draft Red Herring 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.

27) As on the date of the Draft Red Herring Prospectus, the entire Issued Share Capital, Subscribed and Paid-up Share Capital of our Company is fully paid up.

28) We hereby 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 the Draft Red Herring Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Issue.

29) Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further Issue of Equity Shares (including Issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.

30) At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

31) 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.

32) There are no Equity Shares against which depository receipts have been issued.

33) Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Draft Red Herring Prospectus.

34) Our Company has not raised any bridge loan against the proceeds of the Issue.

35) Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.

36) The Book Running Lead Manager i.e. 3Dimension Capital Services Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of the Draft Red Herring Prospectus.

37) There are no safety net arrangements for this Public Issue.

38) Our Promoter and Promoter Group will not participate in this Issue.

39) This Issue is being made through Book Building Method.

40) No person connected with the Issue shall issue 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.

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

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

REQUIREMENT OF FUNDS

This Issue comprises of Fresh Issue of up to 44,60,000 Equity Shares by our Company aggregating to ₹[●] Lakhs. Our Company proposes to utilize the Net Proceeds from the Issue towards funding the following objects:

1. To Meet Working Capital Requirements of the Company;
2. To Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company.
3. General Corporate Purposes

(Collectively referred as the "objects")

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

ISSUE PROCEEDS

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

(₹ in Lakhs)

Particulars	Amount
Gross Proceeds of the Issue*	[●]
Less: Issue related Expenses	[●]
Net Proceeds of the Issue	[●]

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

UTILISATION OF NET PROCEEDS

Our Board, in its meeting dated September 26th, 2025 intend to utilize the Net Issue Proceed, in the manner set out in the following table:

(₹ in Lakhs)

Sr. No	Particulars	Amount	% of Gross Proceeds**	% of net Proceeds
1.	Funding of working capital requirements of the Company	725.00	[●]%	[●]%
2.	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	950.00	[●]%	[●]%
3.	General Corporate Purposes*	[●]	[●]%	[●]%
	Total	[●]	[●]%	[●]%

** To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of amount being raised by our Company through this Issue or ₹ 10 crores, whichever is lower.*

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

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

We propose to deploy the Net Proceeds for the previously mentioned purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

Sr. No.	Object	Amount proposed to be financed from Net Proceeds*	Estimated Utilization of Net Proceeds in F.Y. 2025-26

1.	Funding of working capital requirements of the Company	725.00	725.00
2.	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	950.00	950.00
3.	General Corporate Purposes[#]	[●]	[●]
Total*		[●]	[●]

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

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

 # The amount to be utilised for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue or ₹10.00 Crores, whichever is less.

MEANS OF FINANCE

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

S. No.	Particulars	Amount Required	From Net Issue Proceeds	Internal Accruals/Equity Reserves	Funding from Borrowings
1.	Funding of working capital requirements of the Company	1,620.55	725.00	545.55	350
2.	Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	983.44	950.00	33.44	-
3.	General Corporate Purposes	[●]	[●]	[●]	-
Total		[●]	[●]	[●]	[●]

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

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

IN CASE OF ANY INCREASE IN THE ACTUAL UTILIZATION OF FUNDS EARMARKED FOR THE OBJECTS, SUCH ADDITIONAL FUNDS FOR A PARTICULAR ACTIVITY WILL BE MET BY WAY OF MEANS AVAILABLE TO OUR COMPANY, INCLUDING FROM INTERNAL ACCRUALS. IF THE ACTUAL UTILIZATION TOWARDS ANY OF THE OBJECTS IS LOWER THAN THE PROPOSED DEPLOYMENT SUCH BALANCE WILL BE USED FOR FUTURE GROWTH OPPORTUNITIES INCLUDING FUNDING EXISTING OBJECTS, IF REQUIRED. IN CASE OF DELAYS IN RAISING FUNDS FROM THE ISSUE, OUR COMPANY MAY DEPLOY CERTAIN AMOUNTS TOWARDS ANY OF THE ABOVE-MENTIONED OBJECTS THROUGH A COMBINATION OF INTERNAL ACCRUALS OR UNSECURED LOANS (BRIDGE FINANCING) AND IN SUCH CASE THE FUNDS RAISED SHALL BE UTILIZED TOWARDS REPAYMENT OF SUCH UNSECURED LOANS OR RECOUPING OF INTERNAL ACCRUALS. HOWEVER, WE CONFIRM THAT NO BRIDGE FINANCING HAS BEEN AVAILED AS ON DATE, WHICH IS SUBJECT TO BEING REPAID FROM THE ISSUE PROCEEDS. WE FURTHER CONFIRM THAT NO PART OF THE PROCEEDS FROM THE ISSUE WILL BE UTILIZED FOR THE REPAYMENT OF ANY OUTSTANDING UNSECURED LOANS, WHETHER DIRECTLY OR INDIRECTLY, FROM THE PROMOTER, PROMOTER GROUP, OR ANY RELATED PARTY, AS OF THE DATE OF THE DRAFT RED HERRING PROSPECTUS.

As we operate in a 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 "***Risk Factors***" beginning on page 27 of the Draft Red Herring Prospectus.

DETAILS OF THE OBJECTS OF THE ISSUE

1. TO MEET WORKING CAPITAL REQUIREMENTS:

Our Company is involved in processing of cashew nut & trading of other dry fruits such as Fox nut & Almonds, Given the nature of our operations, our business model is highly working-capital intensive, with a significant portion of funds being required upfront for raw material procurement.

To support our expansion plans, we intend to utilise ₹725.00 Lakhs from Net Proceeds from the Issue towards meeting our working capital requirements. It is important to note that while these funds are aligned with our expansion strategy for the next financial year, the utilisation will primarily take place during the procurement season of January to June in the current year. The raw materials procured in this period will be processed and monetised in the subsequent financial year, thereby directly contributing to our growth plans.

(1) Helping us increase the capacity optimization in our processing plant located at Ghiloth Industrial Area, Neemrana, District Alwar, Rajasthan.

(2) As we expand our B2C vertical, additional working capital support will be required to address the longer receivables cycle associated with this channel. The expansion will primarily focus on strengthening General Trade (Retail Stores) and Modern Trade (Organized retail chain) by increasing the number of retail counters where our branded retail packs are placed. Under this sales model, the receivables cycle typically extends to around 45 days, thereby creating a higher working capital intensity compared to other segments.

To support these growth initiatives, we propose to utilize ₹725.00 Lakhs from the Net Proceeds of the Issue to fund incremental working capital requirements. This infusion of capital will enable us to procure raw materials efficiently during peak seasons, manage cash flows effectively during the B2C scale-up phase, improve operating efficiencies, and support brand-building initiatives. By investing in working capital, we believe we can improve profitability and execute our long-term strategic objectives.

The details of our Company's working capital as of March 31, 2023, March 31, 2024, March 31, 2025 and June 30 2025 derived from and the source of funding, on the basis of Restated Financial Statements (Standalone Basis), are set out in the table below:

A) Basis of estimation of incremental working capital requirement

Particulars	31.03.2023	31.03.2024	31.03.2025	30.06.2025
	Restated Audited	Restated Audited	Restated Audited	Restated Audited
Current Assets				
Inventories	269.83	681.36	781.50	913.48
Trade Receivables	173.72	98.73	201.82	424.96
Cash & Cash Equivalents	11.22	33.55	43.61	27.72
Short Term Loans and Advances	266.62	562.90	1,038.25	343.67
Other Current Assets	44.65	144.67	204.03	161.47
Total Current Assets	**766.04**	**1,521.21**	**2,269.21**	**1,871.30**
Current Liabilities				
Short Term Borrowings (Other than Working Capital funding from Banks and Financial Institutions)	0	74.73	343.53	436.91
Trade Payables	1.49	18.94	68.10	239.11
Other Current Liabilities	14.43	103.69	500.24	63.81
Short Term Provisions	18.52	55.92	93.39	36.64

Total Current Liabilities (B)	**34.44**	**253.28**	**1,005.26**	**776.47**
Total Working Capital Requirement (A-B)	**731.60**	**1,267.93**	**1,263.95**	**1,094.83**
Working Capital Funding from Banks and Financial Institutions	-	353.98	591.50	690.95
Funded through internal accruals/ Net Worth	731.60	913.95	672.45	403.88

B) Estimated Working Capital Requirement

On the Basis of existing working capital requirements, the board of Directors of the company pursuant to its resolution dated September 26th, 2025 propose to utilize Rs.725 Lakhs of the Net Proceeds in the Financial Year ended March 31, 2026, towards our Company's working capital requirements. The balance portion of working capital requirement of our Company shall be met through internal accruals and borrowings. On the basis of our existing working capital requirements, management estimates and estimated working capital requirements, the proposed funding of such working capital requirements is set forth below:

(Rs. In Lakhs)

Particulars	31.03.26 Projected
Current Assets	
Inventories	1,200
Trade Receivables	458.33
Cash & Cash Equivalents	53.78
Short Term Loans and Advances	1,500
Other Current Assets	200
Total Current Assets (A)	**3,412.11**
Current Liabilities	
Short Term Borrowings (Other than Working Capital funding from Banks and Financial Institutions)	0
Trade Payables	80.48
Other Current Liabilities	200
Short Term Provisions	247.13
Total Current Liabilities (B)	**527.61**
Total Working Capital Requirement (A-B)	**2,884.50**
Incremental net Working Capital	**1,620.55**
Sources of Working Capital	
Net Proceeds from the IPO	725
Internal Accruals	545.55
Working Capital Funding from Banks and Financial Institutions	350
Total	**1,620.55**

Note: The estimated working capital requirement is duly certified by M/s Ajay K. Kapoor & Company, Chartered Accountants vide certificate dated September 26th, 2025.

Holding levels and key assumptions for working capital requirements-(In Table Format of Last 3 Years & along with projection)

Particulars	FY2025-26 (Projected)	Q1 FY26 (Jun 2025)	FY 2024–25	FY 2023–24	FY 2022–23
A. Trade Receivables	21 Days	16 Days	16 Days	22 Days	21 Days
B. Inventory	90 Days	47 Days	98 Days	101 Days	53 Days
C. Trade Payables	6 Days	8 Days	6 Days	2 Days	1 Day
Working Capital Cycle (A + B - C)	**105 Days**	**55 Days**	**108 Days**	**121 Days**	**73 Days**

JUSTIFICATIONS FOR HOLDING LEVELS OF WORKING CAPITAL CYCLE:

Justification	Details
Inventory	Inventories of the Company consist primarily of **raw materials** with minimal finished goods. The major constituents are: • **Raw Cashew Nuts (RCN):** Procured directly from West Africa (Nigeria–Benin and Togo–Benin borders) between **January and June each year**, under the direct supervision of our Managing Director, ensuring consistent quality and competitive pricing. • **Fox Nuts (Makhana):** Sourced during the Bihar harvest season, with emphasis on premium **5–6 suta sizes** to cater to both institutional and retail demand. • **Almonds:** Procured from NCR-based processors engaged exclusively in **Non-Pareil Californian grades**, ensuring product consistency and compliance with customer specifications.
Reason for Inventory Level	**Inventory – Year-on-Year Movement** The Company's inventory holding period has fluctuated in line with procurement patterns and operational requirements: • **FY 2022–23:** Inventory stood at **53 days**, reflecting a lean cycle with moderate procurement volumes. • **FY 2023–24:** Inventory increased sharply to **101 days**, as the Company undertook front-loaded procurement of raw cashew nuts. This strategic move was driven by the fact that a majority of the raw materials are imported from overseas, resulting in long delivery lead times. The advance procurement was aimed at securing a steady supply, preventing stockouts and processing delays, and mitigating the impact of price volatility. • **FY 2024–25:** Inventory days moderated slightly to **98 days**, supported by better alignment of procurement with processing schedules, while still maintaining sufficient seasonal buffers. • **FY 2025–26 (Projected):** The Company estimates that the inventory holding period will reduce to **90 days**, corresponding to an inventory value of approximately **₹1,200 lakhs**. In earlier periods, when operations were undertaken through a smaller processing facility, the turnaround of material was slower, which resulted in higher inventory days owing to the stocking of Raw Cashew Nuts (RCN). With the commissioning of a larger, fully automated processing unit, the Company is able to process significantly higher volumes within the same period, thereby improving turnover of inventory. As per the formula *Inventory Days = (Average Inventory ÷ Cost of Goods Sold) × 365*, higher processing throughput leads to faster conversion of inventory into cost of sales, reducing the holding period. This improvement, together with phased procurement and better demand forecasting, is expected to materially optimize the inventory cycle going forward.

Trade Receivables – Year-on-Year Justification

Year	Justification
FY 2023–24 vs FY 2022–23	Receivables remained broadly stable, reflecting consistent execution of the Company's credit policy. The marginal increase is immaterial and attributable to normal business seasonality and the timing of a few large quarter-end deliveries. Because cashews are a cash crop with strong and steady demand throughout the year, the payment cycle in this sector remains inherently robust and predictable. The Company's customer portfolio consists primarily of repeat buyers and distributors with long-standing relationships, resulting in a very low incidence of overdue balances or write-offs. Additionally, the Company actively monitors its receivables ageing through weekly reviews and enforces credit discipline by restricting dispatches to accounts nearing overdue status. This proactive approach ensures strong liquidity and minimizes the need for external working capital financing.
FY 2024–25 vs FY 2023–24	Receivable days reduced from 22 to 16, primarily because average receivables did not increase proportionately to the significant growth in net credit sales, which grew by approximately 55 % YoY (₹2,300 Lacs → ₹3,575 Lacs). While absolute receivables increased due to higher sales volume, the increase was slower than the growth in sales, resulting in a lower receivable days figure. This was supported by: Active credit management and faster collections, ensuring receivables remained tightly controlled despite higher sales. A shift towards cash-and-carry and advance payments, particularly from bulk buyers, reducing outstanding balances at year-end. Strong relationships with institutional and repeat customers, who adhered to predictable payment cycles.
FY 2025–26 (Projected) vs FY 2024–25	Receivable days are projected to increase slightly from 16 to 21, primarily due to the expected growth in net sales and seasonal business patterns. The Company's recently expanded manufacturing capacity enables it to focus on higher volumes of Sales, particularly to institutional and bulk buyers. Combined

Year	Justification
	with the festive season of Holi in March, this leads to higher dispatches towards year-end, resulting in a temporary rise in receivables.

Trade Payables – Year-on-Year Justification

FY 2022-23 → FY 2023-24 (1 day → 2 days) Trade payables remained very low, increasing marginally from 1 day to 2 days. This increase is factually attributable to a slight rise in procurement volumes as the Company scaled operations to meet growing demand, while payments to suppliers continued to be made promptly. The Company maintained strong vendor relationships through disciplined payments, ensuring uninterrupted supply and access to favorable pricing.
FY 2023 → FY 2024 (2 days → 6 days), Trade payables increased moderately from 2 days to 6 days, primarily due to a significant rise in procurement volumes driven by higher revenue during the year. Most supplier payments continued to be made in advance, reflecting the Company's practice of maintaining strong vendor relationships and ensuring uninterrupted supply. The slight increase in payable days is therefore structural and revenue-driven, rather than due to delays in payments. As procurement scaled up to support higher sales, the total payables naturally increased in proportion to purchases.
FY 2025 → FY 2026 (Projection: 6 days → 6 days), Trade payables are projected to remain stable at 6 days, even as procurement volumes are expected to rise on account of revenue growth and the commissioning of the new processing facility. This stability in payable days reflects the Company's disciplined payment practices and continued preference for making the majority of supplier payments in advance — a strategy that not only preserves strong vendor relationships and ensures uninterrupted supply of raw materials, but also helps stabilize price volatility by securing favorable and consistent procurement terms.

Short Term Loan & Advance- Year-on-Year Justification

In FY 2022–23, the company's Short-Term Loan & Advance amounted to ₹266.62 lakhs. During this period, the company adopted a high-seas purchase model, under which only approximately 10% of the payment was made upfront, with the balance payable upon the arrival of the material at Indian ports. While this model temporarily reduced the need for advance payments, it resulted in inferior quality of Raw Cashew Nuts (RCN). The lower quality led to higher processing losses, increased operational costs, and lower average realization from sales. As a result, despite the lower short-term advances, profitability was negatively impacted.
In FY 2023–24, Short Term Loan & Advance increased to ₹562.90 lakhs as the company shifted to a front-loading procurement model, making advances of up to 100% at the time of purchase. This strategic change ensured the procurement of superior quality RCN, which improved processing efficiency, enhanced recovery ratios, and allowed for better price realization. These improvements significantly boosted the company's profitability compared to the previous year. Consequently, while short-term loans and advances increased, it was a strategic decision aimed at strengthening long-term margins and ensuring sustainable profitability.
In FY 2024–25, Short Term Loan & Advance increased significantly to ₹1,038.25 lakhs. The rise was primarily due to the scaling up of procurement volumes to optimize the capacity utilization of the Neemrana plant. Additionally, the company introduced a new vertical for RCN trading. Given the superior quality of material sourced through our efficient African procurement network, other processors began sourcing RCN through the company. These processors also provided advances to facilitate their purchases, which further boosted trading volumes and strengthened supplier relationships. The diversification into almonds and fox nuts trading also contributed to the higher balance of advances, as supplier advances were required to support the new business segments.
In Q1 FY 2025–26, Short Term Loan & Advance temporarily dropped to ₹343.67 lakhs. This reduction was due to amounts disbursed during the January–June procurement season being adjusted against actual material received. This cyclical reduction is consistent with the company's business model and procurement cycle.
For FY 2025–26, a sharp increase in advances is projected, with an expected total of ₹1,500 lakhs. This increase is driven by higher procurement volumes to support expanded processing at Neemrana, bulk sourcing of RCN under advance terms to ensure quality and timely delivery, and continued expansion of the RCN trading vertical with a balanced mix of smaller and bulk buyers.

RATIONALE FOR RISING WORKING CAPITAL

Our company is engaged in the processing of Raw Cashew Nuts (RCN) and trading of RCN along with other dry fruits such as Makhana and Almonds. Over time, the company has expanded its product portfolio and strengthened its consumer-facing brand, thereby broadening its market presence. The company adopts a forward-integrated procurement strategy, which involves sourcing RCN directly from origin countries, primarily West Africa under the supervision of its Managing Director. This approach facilitates quality control, cost management, and traceability across the supply chain.

The harvesting season in West Africa typically spans from January to June. During this period, the company procures approximately 60-70% of its annual RCN requirement, with a focus on sourcing premium-grade nuts. These are processed over the following 3–4 months, aligning production with the demand generated during India's festive season. By front-loading its procurement, the company seeks to secure raw materials at competitive prices, maintain adequate inventory levels, and ensure timely availability of processed products for the domestic market.

Our company's operations are highly working capital intensive, primarily due to the need to maintain sufficient inventory levels and provide short-term advances to suppliers and exporters for the procurement of raw materials. In order to support its processing capabilities, the company has recently commissioned a fully automated facility located in Ghiloth Industrial Area, Neemrana, District Alwar, Rajasthan. This facility has an installed capacity of 3,000 MT of RCN per annum. At present, the facility is operating at approximately 60% capacity, with a plan to increase utilisation capacity till the maximum efficiency, which is expected to enhance operational efficiencies and reduce per-unit processing costs.

Historically, the company has financed its working capital needs through a combination of short-term and long-term borrowings, supplemented by internal accruals. A portion of the net proceeds from the Offer is proposed to be utilised towards the repayment of existing borrowings. The repayment of such debt is expected to result in a reduction in interest costs and support better debt servicing. Consequently, the company also proposes to utilise a part of the net proceeds from the Offer to meet its incremental working capital requirements.

2. PREPAYMENT OR REPAYMENT OF A PORTION OF CERTAIN OUTSTANDING BORROWINGS AVAILED BY OUR COMPANY

Our Company has entered into various financing arrangements with banks and financial institutions. The loan facilities entered into by our Company include borrowings in the form of, inter alia, term loans and working capital facilities. For further details, see "Financial Indebtedness" on page 216 of this Draft Red Herring Prospectus.

Our Board of Director in its meeting dated September 26, 2025 propose to utilize a sum of ₹950.00 lakhs from the Net Proceeds of the Issue towards repayment or prepayment, in part or in full, of certain borrowings, details of which are provided in the table below. The repayment or prepayment of these borrowings will not, whether directly or indirectly, be routed to our Promoters, Promoter Group, Group Companies, or Associates.

We believe that such repayment or prepayment will result in a reduction of our outstanding indebtedness and improvement in our debt-to-equity ratio. This will also lead to a reduction in finance costs, thereby improving our overall profitability. Additionally, it will enable more efficient utilization of our internal accruals towards business growth and expansion initiatives. Strengthening our balance sheet and improving our leverage position are expected to enhance our ability to raise future capital at competitive terms, supporting the execution of business development and strategic growth plans.

Given the dynamic nature of borrowings and associated repayment schedules, the aggregate outstanding amounts may vary from time to time. Consequently, the table below shall be updated, as required, to reflect the revised borrowing details at the time of filing of the Red Herring Prospectus. Further, the estimated schedule of deployment of Net Proceeds across a particular fiscal may be adjusted, and repayment/prepayment may be undertaken in subsequent fiscals as considered appropriate by the Company.

The selection of borrowings for repayment/prepayment shall be determined based on various considerations, including:

(i) restrictions or preconditions attached to the borrowings,
(ii) prepayment penalties and associated costs,
(iii) prevailing interest rates, outstanding amounts, and remaining tenor,

(iv) lender consents or waivers required for prepayment, and
(v) legal, regulatory, and commercial factors.

The details of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below:

S. No	Lender Name	Type of Loan	Date of Loan Agreement	Date of first disbursement of loan	Purpose of Loan	Amt as per loan agreement (In Lakh)	Tenure	Interest Rate	Loan amt availed and Utlised	Amt outstanding on December 31st, 2025 *	Repayment from IPO Proceeds	Amt outstanding	Estimated amt of prepayment penalty
1	Kotak Mahindra bank Limited	CC Limit	21/02/2025	05/03/2025	Working capital	800	12 months- renewable yearly	9.2%	800	800#	770	30**	-
2	AU Small Finance Bank	Term Loan	28/12/2024	01/01/2025	For Financing Plant & Machinery	200	96 Months	8.75%	200	182.77*	180	2.77**	-
	Total								**1000**	**982.77**	**950**	**32.77**	

**** This amount will be outstanding as on 31.12.2025.***
***** The outstanding amount of CC Limit & term loan after repayment from IPO proceed, will be pay off by internal accrual.***
 # Assume the CC Limit fully utilized.

Note 1 - The Details in the Above Tables have been Certified by our Statutory Auditor M/s. Ajay K. Kapoor & Company, Chartered Accountants by a Certificate Dated September 26th, 2025.

Note 2 - In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, we have obtained a certificate dated September 26th, 2025 *from the Statutory Auditors, certifying that the borrowings have been utilized towards the purposes for which such borrowings were availed by us.*

3. GENERAL CORPORATE PURPOSES:

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating ₹[●] Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

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 ₹[●] 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 Red Herring Prospectus/ Prospectus, shall not exceed 15% of amount being raised by our Company through this Issue or ₹ 10 crores, whichever is lower.

4. ESTIMATED ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ [●], which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	Expense (₹ in Lakh) *	As a % of Estimates Issue Expenses*	As a % of Issue Size
Book Running Lead Manager Fees	[●]	[●]	[●]
Underwriting Commission.			
Fees Payable to Registrar to the Issue.	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expense.	[●]	[●]	[●]
Fees payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for printing & Stationary, Postage, etc.	[●]	[●]	[●]
Fees payable to Auditors, Legal Advisors and other Professionals.	[●]	[●]	[●]
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses)	[●]	[●]	[●]
Total	[●]	[●]	[●]

*To be incorporated in the Prospectus after finalization of the Issue Price
*The details of the fees and commissions payable to designated intermediaries will be updated at the time of filing prospectus with ROC

Funds Deployed and source of funds deployed

Issue Expenses:
Up to September 25th, 2025, our Company from its internal accruals has deployed/incurred expense of ₹ 20.79 /- lakhs towards Issue Expenses as duly certified by peer reviewed auditor M/s. Ajay K. Kapoor & Company, Chartered Accountants vide its certificate dated September 26th, 2025.. *Any expenses incurred towards aforesaid issue related expenses during the period till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.*

BRIDGE LOANS

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

MONITORING OF UTILIZATION OF FUNDS

As this is a Fresh Issue for less than ₹5,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

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

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

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

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

In accordance with Section 27 of the Companies Act, 2013, our company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

VARIATION IN OBJECTS

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTER'S GROUP FROM THE IPO PROCEEDS

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

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BASIS FOR ISSUE PRICE

Investors should read the following summary with the "Risk Factors", the details about our Company under the "Our Business" and its financial statements under the "Restated Financial Information" beginning on page 27, page 109 and page 189 respectively of this Draft Red Herring 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. All Accounting Ratios have been adjusted for the outstanding shares as on date of this Draft Red Herring Prospectus.

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

QUALITATIVE FACTORS

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

- Diversified Product Portfolio in High Growth Categories;
- Direct Procurement Network from Africa, Bihar & US;
- Presence Across Traditional, Modern and Digital Channels; and
- Consistent Year-Round Demand Driven by Long Shelf Life.

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled **"*Business Overview*"** beginning on page 109 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented in this section is derived from our Restated Financial Statements. For details, see "***Restated Financial Information***" on page 189. Investors should evaluate our Company and form their decisions taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

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

As per Restated Financial Statements

Financial Year	Consolidated	
	Basic/ Diluted EPS	Weighted
Year ended March 31, 2023*	-	-
For the Period ended December 20, 2023	-	-
For the Period ended March 31, 2024	0.90	1
For the Period ended March 31, 2025	4.34	2
Weighted Average	**3.19**	3
For the Period ended June 30, 2025 (Non-Annualised)	7.02	-

Note: - *The Earnings Per Share (EPS) for the financial year 2023–2024 has been computed for the period from 21st December 2023 to 31st March 2024 only. This is because, during the period from 1st April 2023 to 20th December 2023, and for the entire financial year 2022–2023, the Company operated as a Partnership Firm and did not have any share capital. EPS is thus not applicable for those periods.

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

6. *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.*
7. *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.*

For further details, see "***Other Financial Information***" on page 212.

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

As per Restated Financial Statements

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 (Consolidated basis) upto March 31, 2024**	[●]	[●]
P/E ratio based on the Basic & Diluted EPS, as restated (Consolidated basis) for the Period ended March 31, 2025	[●]	[●]
P/E ratio based on the Weighted Average EPS, (Consolidated basis) as restated	[●]	[●]
P/E ratio based on the Basic & Diluted EPS, as restated (Consolidated basis) for the Period ended June 30, 2025 (Non-Annualised)	[●]	[●]

**To be updated at the price band stage.*
*** P/E for the FY 2023-24 is calculated from the period of 21st December 2023 to 31st March 2024.*
Note: P/E ratio has been computed dividing the price per share by Earnings per Equity Share.

3. Return on Net worth (RoNW).

As per Restated Financial Statements

Financial Years Ended On	Consolidated	
	RONW (%)	Weighted
For the Period ended March 31, 2023	-	-
For the Period ended December 20, 2023*	-	-
For the Period ended March 31, 2024	2.46%*	1
For the Period ended March 31, 2025	29.76%	2
Weighted Average	**20.66%**	3
For the Period ended June 30, 2025 (Non-Annualised)	8.17%	-

RoNW has been computed based on the profit attributable to equity shareholders. Hence, it has not been calculated for the period prior to conversion, as the partnership did not have a defined shareholders' equity structure.

Note:
i. The figures disclosed above are based on the Standalone and Consolidated Financial Statement as Restated of the Company.
ii. The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth of equity shareholders as at the end of the year/period.
iii. 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 (Face Value of ₹10 each).

As per Restated Financial Statements

(Amount in ₹)

Financial Year	Consolidated
For the Period ended March 31,2023	-

For the Period ended December 20, 2023	-
For the Period ended March 31, 2024	₹10.25*
For the Period ended March 31, 2025	₹14.60
For the Period ended June 30, 2025 (Non-Annualised)	₹16.30
NAV per Equity Share after the Issue	[●]
i) At Floor Price	[●]
ii) At Cap Price	[●]
Issue Price**	[●]

The Net Asset Value for the financial year 2023–2024 has been computed for the period from 21st December 2023 to 31st March 2024 only. This is because, during the period from 1st April 2023 to 20th December 2023, and for the entire financial year 2022–2023, the Company operated as a Partnership Firm and did not have any share capital. NAV is thus not applicable for those periods.

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

Notes:
i. The figures disclosed above are based on the Standalone and Consolidated Financial Statement as Restated of the Company.
ii. 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.
iii. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
iv. Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

For further details, see ***"Other Financial Information"*** on page 212.

5. Comparison of accounting ratios with listed Industry peers.

Name of Company	Total Revenue for the Period Ended 31st March 2025 (In Lakh)	CMP	Face Value (₹)	Basic EPS (₹)	PE Ratio (times)	RoNW (%)	NAV per Share (₹)
NFP Sampoorna Foods Limited	₹ 3,563.67	[●]	10.00	4.34	[●]	29.76%	₹14.60
Peer Group*							
Krishival Food Limited	₹17,323.30	₹230.05	10.00	6.07	37.89	9.99%	₹60.74
Prospect Consumer Products Limited	₹3,099.11	₹72.11	10.00	4.19	17.21	8.95%	₹44.98

*Source: *Audited financials for the period ended March 31, 2025 uploaded on their website or Stock Exchange*

Notes:
1. *The figures for our company are based on Restated Financial Statements for the year ended March 31,2025.*
2. *The figures for the Peer Group are based on the Standalone Financial Statements filed for the financial year ended March 31, 2025.*
3. *CMP is the closing prices or the last traded price of respective scripts as on March 31, 2025.*
4. *P/E Ratio has been computed based on their respective closing market price on March 31, 2025 as divided by the Basic EPS as on March 31, 2025.*
5. *Return on Net Worth (%) has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth of equity shareholders as at the end of the year/period.*
6. *Net Asset Value per Equity Share (in ₹) = Restated Net worth at the end of the year/period divided by total number of equity shares outstanding at the end of the year.*
7. *The Issue Price determined by our Company in consultation with the Book Running Lead Manager is justified by our Company in consultation with the Book Running Lead Manager on the basis of the above parameters.*

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

Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Statements" beginning on page 189 of this Draft Red Herring Prospectus.

6. Key Performance Indicators ("KPI").

The KPIs disclosed below have been used historically by the Company to understand and analyze the business performance, which in result, help the company in analyzing the growth of various verticals in comparison to the company's peers. The KPIs disclosed below have been approved by a resolution of the Audit Committee dated September 26th, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. The Investors can refer to the below-mentioned key financial and operational indicators, being a combination of financial and operational key financial and operational indicators, to make an assessment of our Company's performance in various business verticals and make an informed decision.

The KPIs of our Company have been disclosed in the chapters titled ***"Business Overview"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on pages 109 and 219 of this Draft Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in ***"Definitions and Abbreviations"*** beginning on pages 01 of this Draft Red Herring Prospectus.

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

a) Key Performance Indicators of our Company*

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	June 30,2025	March 31,2025	March 31,2024 (A+B)	March 31,2024 (A)	Dec 20, 2023 (B)	March 31, 2023
Revenue from Operations (1)	1867.01	3563.67	2300.36	599.66	1700.70	1674.68
EBITDA (2)	180.01	470.91	217.36	57.31	160.04	77.79
EBITDA Margin (%) (3)	9.64%	13.21%	9.44%	9.56%	9.41%	4.65%
PAT	108.92	269.36	102.29	15.65	86.64	41.59
PAT Margin (%) (4)	5.83%	7.56%	4.45%	2.61%	5.09%	2.48%
Profit after tax growth (%)	(59.56)%	163.32%	145.95%	(81.96)%	108.33%	751.64%
Trade Receivables Turnover Ratio (In times) (5)	7.36	23.71	16.89	2.15	5.37	17.40
Inventory Turnover Ratio (In times) (6)	2.17	4.87	4.84	0.72	2.71	8.16
Trade Payables Turnover Ratio (In times) (7)	11.44	65.06	208.43	3.08	63.17	563.16
Net Capital Turnover Ratio (In times) (8)	6.33	4.49	2.80	0.63	1.97	2.58
Trade Receivables days (9)	15.27	15.39	21.62	169.92	67.96	20.97
Inventory days (10)	47.40	97.74	101.06	708.49	177.97	53.39
Trade Payable days (11)	07.84	5.61	1.75	118.47	5.78	0.65
Return on equity (%) (12)	9.73%	34.97%	13.73%	2.72%	12.66%	5.57%
Return on capital employed (%)(13)	8.11%	40.91%	-	1.99%	16.18%	7.59%
Debt-Equity Ratio (times) (14)	2.07	1.99	-	1.62	2.38	0.04
Working Capital Cycle (days) (15)	54.83	107.52	120.93	759.94	240.15	73.71
Net fixed asset turnover ratio (times) (16)	1.61	12.70	17.75	4.53	13.88	17.72
Current Ratio (times) (17)	0.96	1.42	2.51	2.51	2.61	22.24

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

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

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

Explanation for KPI metrics

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
Profit after tax growth	Profit after tax growth provides information regarding the growth of the operational performance for the respective period
Trade Receivables Turnover Ratio	Trade receivables measures how frequently a company converts its accounts receivable into cash over a given period
Inventory Turnover Ratio	Inventory turnover ratio is the number of times a company has sold and replenished its inventory over a specific amount of time
Trade Payables Turnover Ratio	Trade Payable turnover measure the number of times the business is paying off its creditors or suppliers in an accounting period

Net Capital Turnover Ratio	Net Capital Turnover estimates the operating efficiency of a company via its allocation of equity capital
Trade Receivables days	Trade Receivables days is the average number of days required for a company to receive payments from its customers
Inventory days	Inventory days is the average number of days required for a company to convert its inventory into sales
Trade Payable days	Trade Payable days is the average number of days required for a company to pay its suppliers
Return on Equity	Return on equity provides how efficiently the Company generates profits from shareholders' funds
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business
Debt-Equity Ratio	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Working Capital Cycle	Working Capital Cycle is the time it takes to convert net current assets and current liabilities into cash
Net fixed asset turnover ratio	Net fixed asset turnover ratio is indicator of the efficiency with which the company is able to leverage its assets to generate revenue from operations
Current Ratio	The current ratio is a liquidity ratio that measures the company's ability to pay short-term obligations or those due within one year

c) Comparison with Listed Industry Peers.

Particulars	NFP Sampoorna Foods Limited				Krishival Food Limited			Prospect Consumer Products Limited		
	F.Y. 2024-25	F.Y. 2023-24		F.Y. 2022-23	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23
		After Conversion (Company)	Before Conversion (Partnership Firm)							
		December 21, 2023 to March 31, 2024*	April 01, 2023 to December 20,2023							
Revenue from Operation [1]	3563.67	599.66	1700.70	1674.68	17323.30	10,261.73	7,002.94	3,099.11	2,426.65	1,269.30
Growth in Revenue from Operation	54.91%	-	-	123.68%	68.81%	46.53%	35.27%	27.71%	91.18%	-#
EBITDA [2]	470.91	57.31	160.04	77.79	2090.27	1318.47	1044.48	413.22	259.13	165.10
EBITDA Margin [3]	13.21%	9.55%	9.41%	4.64%	12.06%	12.84%	14.91%	13.33%	10.67%	13.01%
PAT [4]	269.36	15.65	86.64	41.59	1353.54	950.73	676.60	214.36	172.51	54.67
PAT Margin [5]	7.55%	2.60%	5.09%	2.48%	7.81%	9.26%	9.66%	6.91%	7.10%	4.31%
Net Worth	905.01	635.65	514.12	854.90	13542.59	12,223.53	4880.18	2264.82	1261.34	1088.83
RONW	29.76%	2.46%	-	-	9.99%	7.77%	13.86%	9.46%	13.67%	5.02%
EPS [6]	4.34	0.90	-	-	6.07	4.45	3.42	4.19	4.22	4.53

** On December 13, 2023, Nuts and Food Processor, a partnership firm, was converted into a Public Limited Company under the name NFP Sampoorna Foods Limited. As the entity operated as a partnership prior to this date, there were no shares outstanding during that period. Accordingly, Earnings Per Share (EPS) cannot be computed for the time.*

*** All the financial information for listed industry peers mentioned above is sourced from the annual reports as available of the respective company for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 submitted to stock exchanges.*

**** Listed peers are as identified by us on the basis of similar line of business with our Company, however not comparable with size of our Company.*

Notes:

1. *Revenue from operation means revenue from sale of products, it does not include revenue from sale of services and other sales.*
2. *EBITDA is calculated as Restated PAT + Depreciation + Finance cost + Income tax-other income.*
3. *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.*
4. *PAT is calculated as Profit before tax – Tax.*
5. *PAT Margin is calculated as PAT for the period/year divided by revenue from operations.*
6. *The Earnings Per Share (EPS) for the financial year 2023–2024 has been computed for the period from 21st December 2023 to 31st March 2024 only. This is because, during the period from 1st April 2023 to 20th December 2023, and for the entire financial year 2022–2023, the Company operated as a Partnership Firm and did not have any share capital. EPS is thus not applicable for those periods.*

7. Justification for Basis for Issue price.

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

There has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the Pre- Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

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

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

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

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

d. Weighted average cost of acquisition, Issue Price.

The Weighted average cost of acquisition of Equity shares on the basis of primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the Draft Red Herring Prospectus, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Primary Transactions:

Date of Allotment	Nature of Allotment	Name	Category	No of equity shares acquired	Face value (₹)	Issue Price (₹)	Nature of Consideration paid	Total Consideration (₹ in lakhs)
30/06/2025	Preferential allotment basis by virtue of shares swap method	Praveen Goel	Promoter	12,61,043	10	16.21	Other than cash	204.41

30/06/2025	Preferential allotment basis by virtue of shares swap method	Yash Vardhan Goel	Promoter	4,76,280	10	16.21	Other than cash	77.20
	Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share)							**16.21**

WACA = Total consideration of Primary issuance of equity shares divided by Total No. of equity shares of primary issuance

The Weighted average cost of acquisition of Equity shares secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days-

Secondary transaction:

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

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

** *This is certified by Ajay K. Kapoor & Company, Chartered Accountant dated* September 26th, 2025.

e. The Issue Price is [●] times of the face value of the equity shares

The face value of our share is ₹10/- per share and the Issue Price is of ₹[●] per share are [●] times of the face value. Our Company in consultation with the Book Running Book Running Lead Manager believes that the Issue Price of ₹[●] per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above- mentioned information along with the section titled ***"Risk Factors"*** beginning on page 27 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled ***"Restated Financial Statements"*** beginning on page 189 of this Draft Red Herring Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
NFP Sampoorna Foods Limited
3A&B, Plot No. 70, Rama Road, Kirti Nagar,
New Delhi, India – 110015

Dear Sirs,

Sub: Statement of Tax Benefits ("The Statement") available to NFP Sampoorna Foods 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 NFP Sampoorna Foods Limited, states the special tax benefits available to the Company and its shareholders 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, and the 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. The ability of the Company or its shareholders to derive the tax benefits is therefore dependent upon fulfilling such conditions, which the Company may or may not choose to fulfill in the future based on business imperatives.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits. Preparation of the enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that this Statement is intended solely to provide general information to investors and is not a substitute for professional tax advice.

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

1. The Company or its shareholders will continue to obtain these benefits in the future; or
2. 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 information, explanations, and representations obtained from the Company and our understanding of its business activities and operations. These views are subject to changes in law, interpretation, or judicial decisions, which could be retrospective and affect the validity of this Statement.

We assume no obligation to update this Statement for any events occurring after its issue date. This Statement and its Annexure are intended solely for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, or other issue-related material in connection with the proposed Initial Public Offer of the Company.

This Statement has been prepared solely in connection with the Proposed Issue by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

For AJAY K. KAPOOR & COMPANY
Chartered Accountants
FRN: 013788N

C.A Ajay Kapoor
Partner
M. No. 092423

Date: 26-09-2025
Place: Ghaziabad

UDIN: 25092423BMHZOM7613

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND COMPANY'S SHAREHOLDERS

Outlined below are the possible special tax benefits available to NFP Sampoorna Foods Limited ("Company") and to its Shareholders under the Direct and Indirect Tax Laws in force in India.

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

1. Direct Tax

There are no special direct tax benefits available to the Company.

2. Indirect Tax

There are no special indirect tax benefits available to the Company.

B. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

1. Direct Tax

There are no special direct tax benefits available to the Shareholders of the Company.

2. Indirect Tax

There are no special indirect tax benefits available to the Shareholders of the Company.

C. SPECIAL TAX BENEFITS TO THE ASSOCIATE COMPANY

Associate Companies is not entitled to any special tax benefits under the Taxation Laws.

Note:

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

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

Yours faithfully

For AJAY K. KAPOOR & COMPANY
Chartered Accountants
FRN: 013788N

C.A Ajay Kapoor
Partner
M. No. 092423

Date: 26-09-2025
Place: Ghaziabad

UDIN: 25092423BMHZOM7613

SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Red Herring Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" beginning on page 27 and 189 respectively of the Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risk sin connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 27 of the Draft Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

GLOBAL ECONOMY

The global economy grew by 3.3% in 2023, with the IMF projecting a growth rate of 3.2% for 2024 and 3.3% for 2025. Growth was uneven across regions, with advanced economies (AEs) recording stable expansion while emerging markets and developing economies (EMDEs) reporting mixed trends. Global manufacturing weakened, particularly in Europe and parts of Asia, due to supply chain disruptions and reduced external demand. The services sector remained resilient and contributed positively to economic activity. Inflation pressures eased in most economies but remained persistent in the services sector.

Key geopolitical risks include the Russia-Ukraine conflict, the Israel-Hamas conflict, cyber threats and global trade route disruptions.

- United States: Growth was 2.8% in 2024, with a slight decline projected for 2025 due to moderation in consumption and exports.
- China: Growth weakened after Q1 FY24 due to sluggish private consumption, lower investment and a struggling real estate sector.
- Japan: Growth slowed due to domestic supply disruptions in early 2024.
- India: Estimated real GDP growth of 6.4% in FY25, supported by agriculture and services, with stable private consumption.

Manufacturing: The global Purchasing Managers' Index (PMI) for manufacturing indicated contraction by mid-2024 after a brief expansion in early 2024. India's PMI remained in the expansionary zone.
Services: The Global Services PMI Business Activity Index rose to 53.8 in December 2024, marking 23 consecutive months of expansion. Inflation:
Declined globally due to monetary tightening but remained high in services, driven by wage growth.

(Source: https://www.ibef.org/economy/economic-survey-2024-25)

INDIAN ECONOMIC OUTLOOK

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP for FY25 is estimated at Rs. 33.10 lakh crore (US$ 3.8 trillion) with growth rate of 9.9%, compared to Rs. 30.12 lakh crore (US$ 3.5 trillion) in FY24. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY25. In FY25, India's exports stood at Rs. 37.31 lakh crore (US$ 433.56 billion), with Engineering Goods (26.88%), Petroleum Products (13.86%) and electronic goods (8.89%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing.

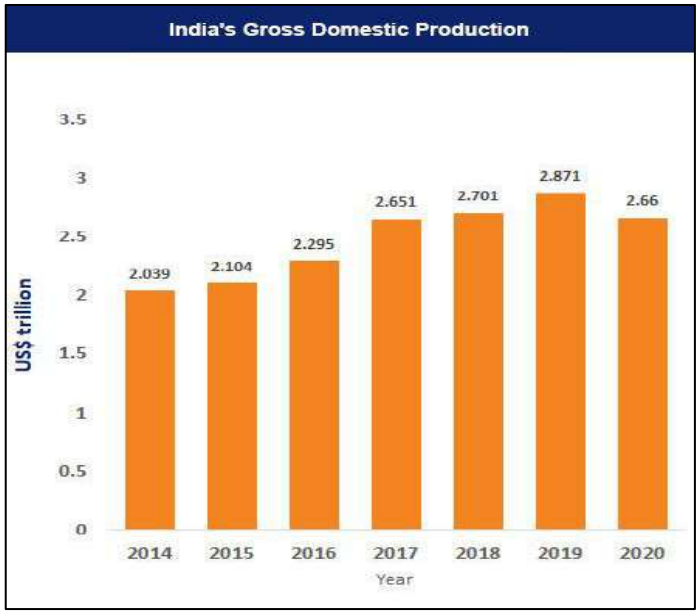
Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing.

In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.
(Source: https://www.ibef.org/economy/indian-economy-overview)

INDIAN GDP GROWTH RATES



Real GDP for FY25 is estimated at Rs. 187.95 lakh crores (US$ 2.2 trillion) with growth rate of 6.5%, compared to Rs. 176.51 lakh crore (US$ 2.06 trillion) for FY24. As on Jan 2025, there are 118 unicorn startups in India, with a combined valuation of over Rs. 3.0 lakh crore (US$ 354 billion). The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. The Current Account Deficit (CAD) stood at Rs. 98,095 crore (US$ 11.5 billion) for Q3 of FY25 as compared to Rs. 88,712 crore (US$ 10.4 billion) in Q3 of FY24. This was largely due to increase in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US$ 1 trillion by 2030.

(Source: https://www.ibef.org/economy/indian-economy-overview**)**

Indian Food Processing Industry

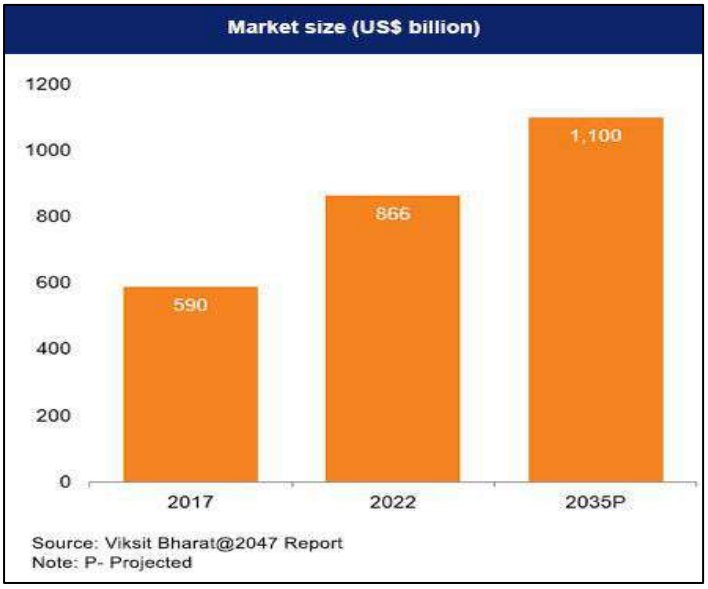
India is the fifth largest economy in the world and expected to be the fastest-growing economy among major G20 countries, with GDP growth estimated to be around 8% in FY24. The food processing sector has become a key contributor to India's economy over the past few years, thanks to progressive policy measures by the Ministry of Food Processing Industries (MoFPI). The sector has performed exceptionally well with an impressive average annual growth rate of 7.3% from 2015 to 2022. It has significantly contributed to Gross Domestic Product (GDP), employment, and investment. As of 2024, it contributes around 8.80% and 8.39% of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13% of India's exports and 6% of total industrial investment. GVA in Food Processing sector has increased from Rs. 1.61 lakh crore (US$ 24.60 billion) in 2015-16 to Rs. 1.92 lakh crore (US$ 24.43 billion) in 2022-23 (as per First Revised Estimates of Ministry of Statistics and Programme Implementation).

India's diverse agro-climatic conditions allow for abundant production of cereals, pulses, fruits, and vegetables, making it a leading producer of various foods.

As of 2024, the Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth.

A strong food processing industry is essential for our nation to tackle food and nutritional security issues. Processed food offers convenience, extended shelf life, easy transport to remote areas, and improved accessibility, serving as a valuable source of nourishment. Additionally, it offers our farmers increased opportunities for better price realization and expanded selling prospects.

Market Size



India is one of the largest populated countries in the world and is expected to continue having one of youngest populations in the world till 2030. The growing consumption of food is expected to reach US$ 1.2 trillion by 2025-26, owing to urbanization and changing consumption patterns. The processed fruits and vegetables industry was valued at US$ 15.4 billion in 2019. With heightened consumer awareness during lockdowns, there's increased demand for processed foods, especially in RTE/RTC, dairy, and fruit and vegetable segments.

India's food processing sector's market size is estimated to more than double to Rs. 60,40,300 crore (US$ 700 billion) in 2030 from Rs. 26,49,103 crore (US$ 307 billion) in 2023, driven by growing demand for processed products, according to industry body PHD Chamber of Commerce and Industry (PHDCCI).

According to the Viksit Bharat@2047 report, India's food processing sector will grow significantly, reaching US$ 1,100 billion by FY35, US$ 1,500 billion by FY40, US$ 1,900 billion by FY45, and US$ 2,150 billion by FY47.

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 6% of industrial investment. The food processing industry, within the registered factory sector, employs about 1.93 million people while the unregistered sector also employs approximately 5.1 million workers.

The employment in Food Processing Industries has increased from 17.73 lakh in 2014-15 to 20.68 lakh in 2021-22 as per the latest Annual Survey of Industries (ASI) report.

(Source: https://www.ibef.org/industry/food-processing**)**

Recent Development/Investments

- As on 30th June 2024, Ministry of Food Processing Industrieshas approved 41 Mega Food Parks, 399 Cold Chain projects, 76 Agro-processing Clusters, 588 Food Processing Units, 61 Creation of Backward & Forward Linkages Projects & 52 Operation Green projects under corresponding component schemes of PMKSY.
- A total of 92,549 micro food processing enterprises have been approved for assistance under PMFME as on 30th June 2024.
- The Ministry of Food Processing Industries (MoFPI) was allocated Rs. 4,364 crore (US$ 505.70 million) in the Union Budget 2025-26.
- Pradhan Mantri Kisan Sampada Yojana (PMKSY) budget was allocated Rs. 729 crore (US$ 84.50 million). The food processing industry's Production-Linked Incentive Scheme was allocated Rs. 1,444 crore (US$ 167.30 billion) to promote innovation in the sector.
- An outlay of Rs. 2,000 crore (US$ 231.80 million) was allocated towards the Prime Minister Formalization of Micro Food Processing Enterprises Scheme (PMFME).

- In the Interim Budget 2024-25, the Ministry of Food Processing Industries was allocated a total Budget of Rs. 3,290 crores (~US$ 396 million), an increase of ~13% over revised estimates for fiscal year 2024.
- Of the total budget, Rs. 2,173.02 crore (~US$ 261.5 million) was allocated towards central sector schemes and projects, including the Pradhan Mantri Kisan Sampada Yojana (PMKSY) and Production-Linked Incentive Scheme for Food Processing Industry (PLISFPI).
- An outlay of Rs. 879.5 crore (~US$ 105.8 million) was allocated towards the centrally sponsored schemes including the Prime Minister Formalization of Micro Food Processing Enterprises Scheme (PMFME).
- The food processing industries have attracted US$ 12.96 billion between April 2000-September 2024, constituting around 1.83% of the total FDI equity inflow in all sectors, placing it in top 15 sectors.
- The Ministry of Food Processing Industries hosted 'World Food India' event, in November 2023, in New Delhi. The event provided a distinctive platform to all the stakeholders in the food value chain including food processors, equipment manufacturers, producers, cold chain players, technology providers, logistics players, researchers, start-ups and innovators, food retailers etc. to engage and demonstrate their capabilities.
- The United Nation's General Assembly (UNGA) declared 2023 as the International Year of Millets. The Union Budget 2023-24 included a special focus on millet, highlighting the aspirations to make India a Global Hub for Millets (Shree Anna).
- During the Presidency of G20 summit, India had organized a two-day Global Millets Conference in March 2023 in New Delhi bringing together participants from more than 102 countries facilitating discourse on important issues related to millets, including its production, consumption, nutritional benefits, value chain development, market linkages, and research and development.
- The Indian Institute of Millets Research in Hyderabad was declared as a Centre of Excellence for sharing best practices, research, and technology at national and international level.
- The Mega Food Park (MFP) Scheme was launched to integrate agricultural production with the market by bringing together farmers, processors, and retailers. The scheme follows a cluster approach, establishing modern food processing units within well-defined agri/horticultural zones. Each park includes supply chain infrastructure like collection centres, processing units, and cold chains, along with developed plots for entrepreneurs. Under the MFP scheme 41 projects were approved, of which 24 are operational as of December 2023.
- In 2022, a Special Food Processing Fund of US$ 263 million (Rs. 2,000 crore) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up units under Mega Food Parks (MFP) and Designated Food Parks (DFP).

(Source: https://www.ibef.org/industry/food-processing**)**

Government Initiatives

- The Government of India (GOI) introduced the Pradhan Mantri Kisan SAMPADA Yojana (PMKSY), administered by the Ministry of Food Processing Industries (MoFPI). The scheme aims to establish modern infrastructure and streamline supply chain management from farm to retail, fostering growth in the food processing sector. It aims to enhance farmer returns, double farmers' incomes, generate employment opportunities in rural areas, reduce agricultural wastage, increase processing levels, and boost processed food exports.

- The Agro Processing Cluster Scheme under PMKSY is aimed at developing modern infrastructure and common facilities to facilitate the establishment of food processing units based on a cluster approach. This involves connecting groups of producers/farmers with processors and markets through a well-equipped supply chain. Each agro-processing cluster includes Basic Enabling Infrastructure (such as roads, water supply, power supply, drainage, ETP) and Core Infrastructure/Common facilities (including warehouses, cold storages, IQF, tetra pack, sorting, grading) along with at least 5 food processing units requiring a minimum investment of Rs. 25 crore (US$ 3 million). The units are established simultaneously with the creation of common infrastructure, requiring at least 10 acres of land arranged either through purchase or lease for a minimum of 50 years.

- The "Integrated Cold Chain and Value Addition Infrastructure" Scheme under PMKSY was launched to establish uninterrupted cold chain facilities from farm to consumer, including pre-cooling, storage, and distribution. It encompasses various temperature-controlled storage, packing, and transportation facilities for diverse products like horticulture, dairy, and meat.

- The cold chain infrastructure created by 372 completed cold chain projects under this scheme until October 2023 involve 10.3 lakh MT of Cold Storage, Controlled Atmosphere (CA)/Modified Atmosphere (MA) Storage and Deep Freezer, 335 MT per hour of Individual Quick Freezing (IQF), 175.8 Lakh Litres Per Day (LLPD) Milk Processing/Storage, and 1860 reefer vehicles. Milk processing capacity is expected to double from 53.5 MMT to 108 MMT by 2025.

- The Mega Food Park (MFP) Scheme was launched under PMKSY to integrate agricultural production with the market by bringing together farmers, processors, and retailers. The scheme follows a cluster approach, establishing modern food processing units within well-defined agri/horticultural zones. Each park includes supply chain infrastructure like collection centres, processing units, and cold chains, along with developed plots for entrepreneurs. Under the MFP scheme 41 projects were approved, of which 24 are operational as of December 2023.

- MoFPI initiated the PM Formalisation of Micro food processing Enterprises Scheme (PMFME) nationwide to aid micro food processing enterprises with financial, technical, and business assistance for upgrading operations.

- Food processing units qualify for complete profit exemption in the first five years and 25 percent (30 percent in case of companies) for next 5 years. 100% deduction permitted on capital expenditure for cold chain or warehouse.

- Loans to food and agro-based processing units and cold chain have been classified under agriculture activities for Priority Sector Lending (PSL).

- Government allows 100% FDI in the food processing sector under the automatic route, facilitating a straightforward and efficient investment process.

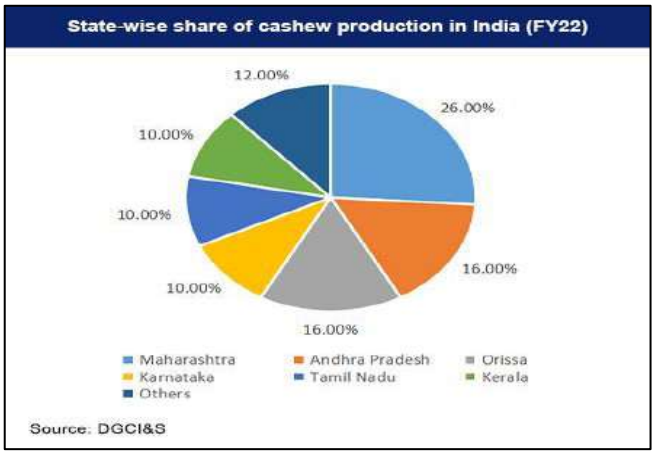
(Source: https://www.ibef.org/industry/food-processing**)**

Road Ahead

The Indian food processing sector offers a promising growth journey ahead and presents several opportunities with the sector being recognised as a key priority industry under the "Make in India" initiative. The MoFPI has undertaken several initiatives aimed at enhancing infrastructure and fostering food processing industries to stimulate investment in this domain. The Indian Government has sought to involve multiple stakeholders to improve interactions between farmers, processors, distributors, and retailers to establish strong supply chains linking farmers to processing and marketing to empower them with nearby grading and storage facilities which will enhance the value of their products.

There are substantial investment prospects totalling US$ 2.36 billion across 31 projects under Common Infrastructure for Industrial Parks which includes facilities such as specialized processing units, effluent treatment plants, testing laboratories, common warehouses, and logistics support. Foreign investment opportunities in India's food processing sector are also promising due to favourable policies, a vast consumer market, and government initiatives focused on improving the sector's competitiveness and sustainability.
(Source: https://www.ibef.org/industry/food-processing)

INDIAN CASHEW INDUSTRY



India is among the largest cashew-producing countries in the world. The cashew industry has large economic significance as it employs more than 10 lakh people on farms and factories in rural areas. The cultivation of cashews in India covers a total of 0.7 million hectares of land, and the country produces over 0.8 million tonnes (MT) annually. Between FY20 and FY22, India's cashew nut production grew from 0.70 million tonnes (MT) to 0.77 million tonnes (MT). In India, cashew cultivation is spread along the coastal regions of the peninsula. Cashew is mainly grown in states like Maharashtra, Kerala, Karnataka, Tamil Nadu, Andhra Pradesh, Goa, Orissa, West Bengal, and some parts of the North-Eastern region. According to data published by the National Horticulture Board (NHB), Maharashtra stands first in annual cashew nut production during FY22 at 0.20 million tonnes (MT), growing from 0.19 million tonnes cashew nut produced in FY21.

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

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

Export Trend

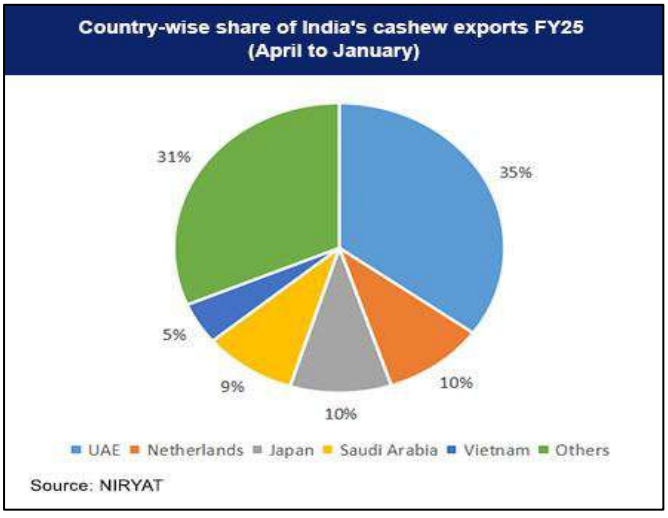
India is the largest cashew exporter, with more than 15% of the world's export share. India primarily exports Cashew Kernels and very small quantities of Cashewnut shell liquid. In FY24, the cashew exports by value stood at US$ 339.21 million as against US$ 356.32 million in FY23, registering a decline of 4.80%.

In terms of volume, India's cashew exports declined from 80,366.25 MT in FY22 to 76,824 MT in FY23 from and increase to 79,030.65 MT in FY24.

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

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

Export Destinations



India exports cashews to over 60 countries spread across different parts of the world. The key export destinations for India are UAE, Japan, Netherlands, Saudi Arabia, the USA, the UK, Canada, France, Israel, and Italy. As of FY25 (April to December) the total value of cashew exports stood at Rs. 2,436 crore (US$ 289.01 million). As per the APEDA statistics on the exports of cashew kernels and cashew nutshell liquid, UAE was the largest importer of Indian cashews, valued at US$ 127 million, accounting for 34.9% of overall exports during FY23 as compared to US$ 131.5 million in the previous year. In FY23, in volume terms, India's cashew exports to UAE stood at 17.21 million kg, growing by 3.54% from 16.6 million kg of exports recorded in the previous year.

The Netherlands and Japan were among the top three importers of Indian cashews, with a share of exports at 10% each. India's cashew exports in FY23 to Japan and the Netherlands were valued at US$ 36 million each. The top 10 importing countries of Indian cashews had a share of 78% of the total exports, which implies the huge significance of traditional markets. This strong growth in cashew exports across export destinations continues to drive economic growth and employment generation in India's key cashew-growing states.

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

Government Body

The Cashew Export Promotion Council of India (CEPCI)

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

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

Government Initiatives

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

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

Changes in import policy for cashew kernel (both broken and whole)

Revision of the standard inputs output norms (SION) for cashew exports

Approval of Medium-Term Framework scheme for process mechanization and automation of cashew processing units with a financial outlay of Rs. 60 crore (US$ 8 million)

Allowing duty-free import of raw cashew nuts under the Duty-Free Tariff Preference (DFTP) Scheme from least developed countries (LDCs)

The government has also extended financial assistance to the Cashew Export Promotion Council of India (CEPCI) for organizing buyer-seller meet (BSM) and participation in international fairs under the Market Access Initiative (MAI) scheme, which supports tapping new markets

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

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled "Risk Factors", beginning on page 27 of this Draft Red Herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled "Risk Factors", "Financial Statement" beginning on page 27 and 189 respectively, of this Draft Red Herring Prospectus.
Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to "we", "us", "our" and "our Company" are to "M/s. NFP Sampoorna Foods Limited".

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Statements.

OVERVIEW

Company Background

NFP Sampoorna Foods Limited ("the Company") was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation on December 13, 2023, bearing Corporate Identification Number (CIN) U10793HR2023PLC117207, issued by the Registrar of Companies, Central Registration Centre. Prior to incorporation as a public limited company, the business was operated as a partnership firm under the name M/s Nut and Food Processor. Pursuant to a resolution passed by the partners on October 28, 2023, the partnership was converted into a public limited company and the name was changed to NFP Sampoorna Foods Limited.

On June 30, 2025, the Company acquired M/s Yashvardhan Food Industries Private Limited as a going concern through a share swap agreement, pursuant to a special resolution passed by the shareholders of the Company on the same date. As a result, M/s Yashvardhan Food Industries Private Limited has become a wholly owned subsidiary of the Company.

Further, the Company has changed its registered office from C/o Ashok Gupta, Nathupur, P.S. Rai, Sonipat, Haryana – 131029 to Ground Floor, B-3A & B-3B, Plot No. 70, Najafgarh Road Industrial Area, Rama Road, New Delhi – 110015. Pursuant to this change, our company has received fresh Certificate of Incorporation dated September 24, 2025, bearing Certificate of Incorporation U10793DL2023PLC455908 issued by the Registrar of Companies, Delhi.

NFP Sampoorna Foods Limited is a growing food processing and trading company engaged in the procurement, import, processing, grading, packaging, marketing, and distribution of premium dry fruits. The Company's product portfolio includes **cashew nuts (raw and processed)**, **makhana (fox nuts)**, and **almonds**, catering to domestic and regional markets through B2B, B2C and institutional channels.

NFP Sampoorna Foods Limited sources its high-quality Raw Cashew Nuts (RCN) directly from selected farms in African countries as well as from registered domestic importers, ensuring access to premium raw materials at competitive prices. These nuts are then processed in-house to produce cashew kernels in a variety of grades, delivering the crispiest and crunchiest cashews to wholesalers and households across India.

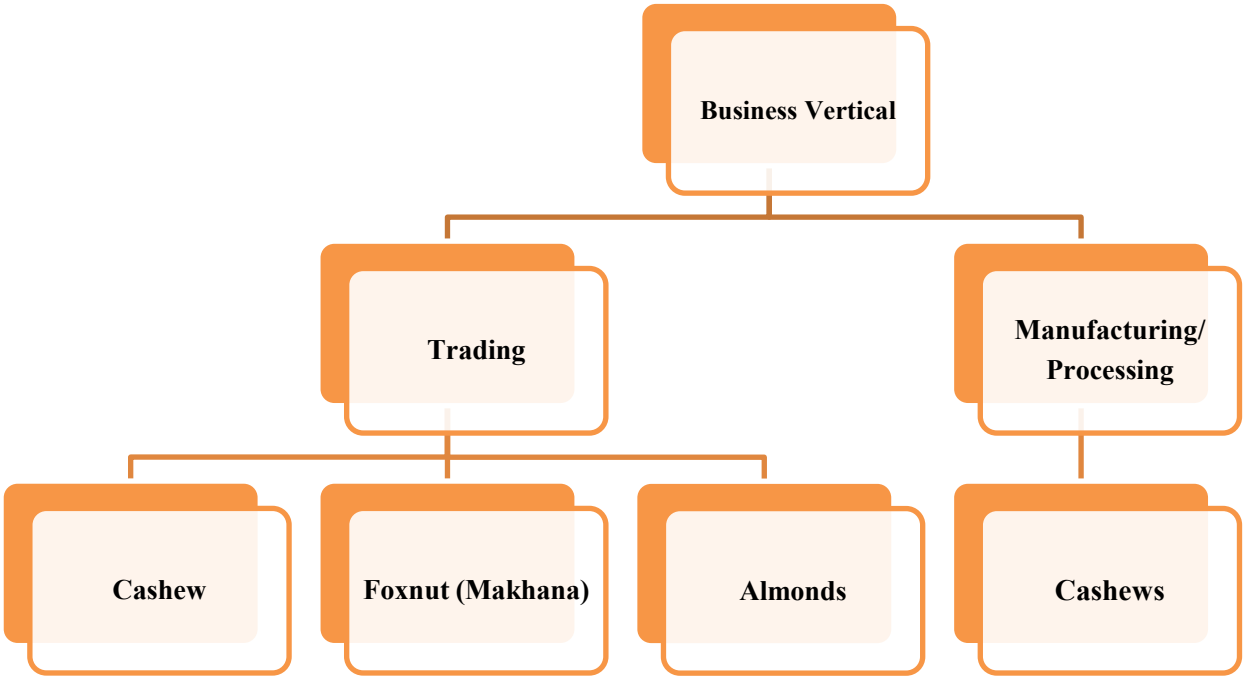
To address the growing demand for health-oriented foods, the Company diversified its offerings. In August 2024, makhana was introduced, followed by almonds in March 2025—both available exclusively through the B2C channel to align with consumer preference for convenient and nutritious products.

Furthermore, cashew nuts continue to be distributed through both Business-to-Business (B2B) and B2C channels, enabling the Company to effectively cater to a wide range of customer segments and maximize market reach.

The Company procures makhana directly from smallholder farmers and aggregators in Bihar, the primary region for makhana cultivation in India. Almonds are sourced through importers, mandi traders, and bulk suppliers, primarily located in the Delhi NCR region. This diversified and strategic sourcing approach ensures consistent access to premium raw materials at competitive prices, supporting the Company's commitment to quality and reliability.

On June 30, 2025, our Company has acquired 100% equity shares of Yashvardhan Food Industries Private Limited ("YFIPL") on a going concern basis through a share swap arrangement. The acquisition was executed by allotting equity shares of the Company on a preferential basis to the shareholders of Yashvardhan Food Industries Private Limited. The swap was approved by shareholders through a special resolution and carried out at a ratio of 1,621 equity shares of the Company for every 1,000 equity shares of Yashvardhan Food Industries Private Limited. As a result, YFIPL became a wholly owned subsidiary of the Company, strengthening its operational scale and processing capabilities.

With a strong emphasis on **product quality**, **operational efficiency**, and **customer satisfaction**, **NFP Sampoorna Foods Limited** is steadily expanding its footprint across India. The Company employs a multi-channel distribution strategy, leveraging online platforms such as Amazon, Blinkit, Mystore, its own website to ensure broad consumer reach and steadily growing its brand presence across both **traditional** and **modern trade formats**. Following is the graphical presentation of our business verticals:



Note: Our Company is currently engaged in both Processing and Trading of Cashews nuts.

Following is the breakup of our revenue as per our business verticals:

Particulars	June 30th, 2025		March 31st, 2025		March 31st, 2024		March 31st, 2023	
	Rs. In Lakhs	% of total revenue	Rs. In Lakhs	% of total revenue	Rs. In Lakhs	% of total revenue	Rs. In Lakhs	% of total revenue
Manufacturing/ Processing	583.58	31.25%	2,193.95	61.57%	2,236.05	97.20	1,674.68	100%
Trading	1,283.43	68.75%	1,369.72	38.43%	64.32	2.80%	-	-
Total	**1,867.01**	**100%**	**3,563.67**	**100%**	**2,300.36**	**100%**	**1,674.68**	**100%**

As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated September 26th, 2025.

The company also adheres to stringent quality control measures and has obtained certifications such as ISO 9001:2015 and ISO 22000:2018, underscoring its commitment to quality management and food safety. These certifications validate NFP Sampoorna's dedication to delivering dry fruits that meet international standards and exceed customer expectations. The company operates in full compliance with FSSAI guidelines, ensuring that all products undergo rigorous quality checks at every stage of the supply and processing chain.

Our unit situated at RIICO Industrial area Behror, Rajasthan, India, 301706 is well-equipped with modern plant and machinery to facilitate an efficient production process, including cleaning, grading, boiling, cooling, sorting, and packaging of products. All products are processed 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. Our manufacturing/processing unit also is accredited with FSSAI license under Food Safety and Standards Act 2006.

The Company is currently promoted by Mr. Praveen Goel, Mr. Yashvardhan Goel, and Mrs. Anju Goel, who actively manage and oversee the core business operations. Backed by significant industry experience—28 years for Mr. Praveen Goel, 6 years for Mr. Yashvardhan Goel, and 4 years for Mrs. Anju Goel—our Promoters bring a strong foundation of leadership and strategic direction. We attribute our continued growth and success to the consistent efforts made over the years, particularly in areas such as process optimization and the expansion of operational scale. For further information, please refer to the chapters titled "Our Management" on page 163 and "Our Promoter and Promoter Group" on page 178.

For the year ended June 30, 2025 our Company's Total Income and Restated Profit after tax were Rs. 1,870.54 Lakhs and Rs. 108.92 Lakhs and Rs. 3,375.74 Lakhs and Rs. 269.36 Lakhs for the year ended March 31, 2025 and for the year ended March 31, 2024, our Company's Total Income and Restated Profit after tax were Rs. 2,330.91 Lakhs and Rs. 102.29 Lakhs. For the year ended March 31, 2023, our Company's Total Income and Restated Profit after tax were Rs. 1,674.69 Lakhs and Rs. 41.59 Lakhs.

OUR PRODUCTS:

1. CASHEWS

2. ALMONDS

3. FOXNUTS

A brief description of our key products are as follows:

NFP Sampoorna Foods Limited offers the following core products:

- Cashew
- Almonds
- Makhana (Fox Nuts)

❖ **Cashews**

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

The company procures raw cashew nuts directly from selected farms in African countries, ensuring access to superior raw materials at competitive prices. These nuts are then processed in-house to produce cashew kernels in a variety of grades, delivering the crispiest and

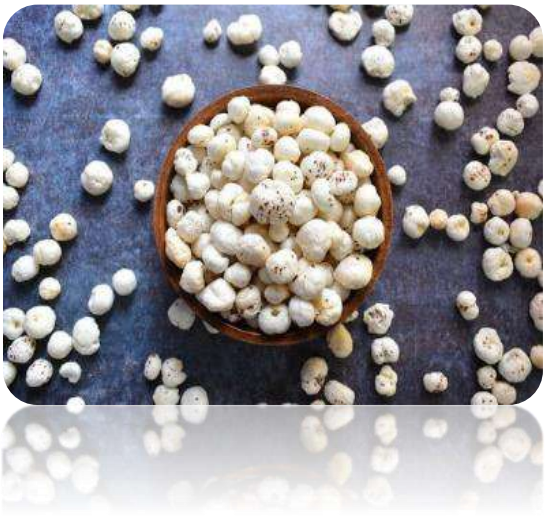
crunchiest cashews to wholesalers and households across India.

❖ **California Almonds**

Almonds represent a key product category in our dry fruit portfolio, marketed under the "NFP Sampoorna" brand. We primarily source Nonpareil, Independence, and Carmel varieties from California, USA, through established domestic importers and licensed distributors. The almonds are cleaned, size-graded and packed at our in-house facility using nitrogen-flushed, food-grade packaging in compliance with FSSAI standards.

Our offerings include retail SKUs (250g and 500g packs), gift hampers, and bulk supplies for institutional buyers. With strong and steady demand driven by rising health awareness, festive consumption, and usage in cooking and confectionery, this vertical forms a growing part of our business. We plan to further expand this segment by strengthening distribution across general trade, modern retail, quick commerce platforms, and digital marketplaces, while also introducing premium packaging formats for wellness and gifting occasions.

❖ **Foxnuts (Makhana)**



Makhana is a flagship product in our portfolio, positioned as a high-margin, health-focused snack. Sourced primarily from Bihar, India's leading makhana-producing region, our raw makhana undergoes multistage cleaning, grading, and nitrogen-flushed packaging at our in-house facility.

Marketed under our "NFP Sampoorna" brand, we offer retail packs (250g), bulk SKUs (10kg), and premium gift hampers. With growing consumer demand driven by health trends and festive gifting, our makhana segment continues to scale across B2C channels, including modern retail, exports, and quick commerce. Future plans include launching flavored and fortified variants and expanding into digital and international markets.

Following are the descriptions of various grades of products offered by our company:

Product Category	Sub-Category	Grades	Price Range (₹ per kg)
Cashews - Wholes	Premium	W180	1300 - 1500
		A180	1200 - 1400
		SW180	1000 - 1150
	Large	W240	1200 - 1400
		A240	1000 - 1200
		SW240	900 - 1050
	Medium	W320	900 - 1000
		A320	800 - 900
		SW320	900 - 1050
	Small	W400	800 - 900
		A400	700 - 800
		SW400	600 - 700
	Mixed	DW	500 - 600
		OW	600 - 750
Cashews - Splits	Jumbo Halves	JH	800 - 900
		JH-1	700 - 800
		JH-2	600 - 700
	Large Pieces	JK	750 - 850
		JK-1	650 - 750
		JK-2	600 - 700
		LWP	700 - 800
		LWP-1	600 - 700
		LWP-2	550 - 650
	Small Pieces	SWP	650 - 750
		SWP-1	550 - 650
		SWP-2	500 - 600
	Baby Bits	BB	550 - 650
		BB-1	400 - 500
		BB-2	300 - 450
Product Category	**Sub-Category**	**Grades**	**Price Range (₹ per KG)**
Makhana (Fox Nuts)	Small	4 Suta Mix	Rs.700 – Rs.750
	Small	5 Suta	Rs.850 – Rs.900
	Medium	5 Suta Handpicked	Rs.1000 – Rs.1050

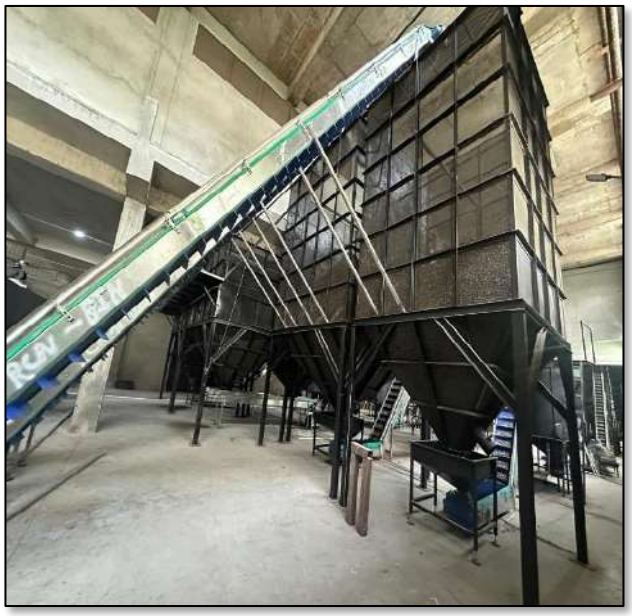
	Large	6 Suta	Rs.1200 – Rs.1250
	Jumbo (Premium)	6 Suta Handpicked	Rs.1350 – Rs.1400
Product Category	**Sub-Category**	**Grades**	**Price Range (₹ per KG)**
California Almonds	Small	Carmel	Rs.600 – Rs.630
	Medium	Indipendent	Rs.650 – Rs.680
	Large	Non Pareil	Rs.780 – Rs.820
	Jumbo (Premium)	Sanora	Rs.920 – Rs.950

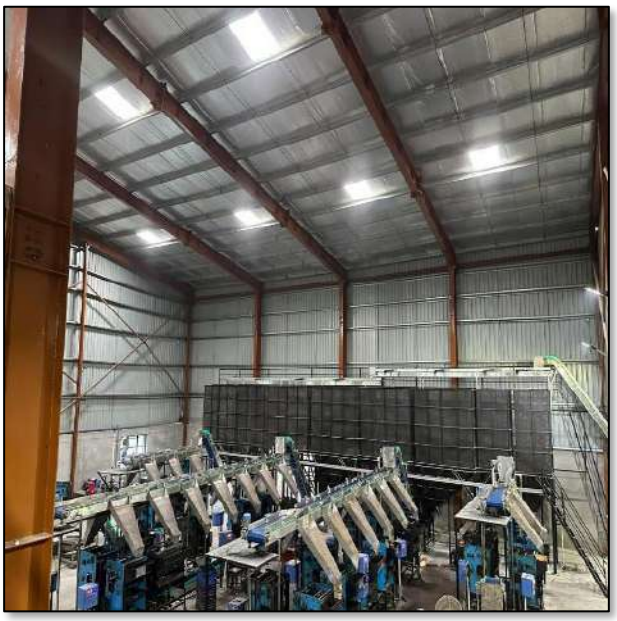
E-COMMERCE DISTRIBUTION OF PRODUCTS	
Amazon: Link: *https://www.amazon.in/NFP-Sampoorna-Crunchy-Natural Delicious/dp/B0CHK3RZTW/ref=sr_1_1?crid=1JYUP7MQPS2S1&dib=eyJ2IjoiMSJ9.-w3xaboRUmxbZJ3_AsNovg.yiGlZ1kAcrzfajKoT_wKRjs2Wp2pBYT7JAnUZ67Rf1U&dib_tag=se&keywords=nfp+sampoorna&qid=1719832115&sprefix=nfp+sampoorna+%2Caps%2C201&sr=8-1*	
Own Website: *Link:https://www.sampoornanuts.com/product-page/premium-plain-cashew*	
Amazon: https://www.amazon.in/Sampoorna-Premium-California-Almonds-Crunchy/dp/B0DXV8XLQQ/ref=sr_1_1?crid=JX5HMCN46ZRT&dib=eyJ2IjoiMSJ9.AnaiCYYAgTR3HQOQy7OEx2FVbJZ6AZ52yJKRCEOxP2N60JpOQPJ_Irz4ann3EH_hVQpOvOWtchokZTC9zHOkQ8DPTayuWhRlXy4LZSoQtkDFpmfdWorhExNFFdqXtJ1A1aC8v3P1SUDz-dfa8f6c7kdqmtiE6IBHD6jhx81mSJwmygz8CPIqW5VbiReFWo6y._kXqdfXK6JmXt71ZYaJOav-T159BRvpPzfhhStzgSQk&dib_tag=se&keywords=nfp+sampoorna+almonds&qid=1754032707&sprefix=nfp+sampoorna+almonds%2Caps%2C203&sr=8-1	

Own Website: https://www.sampoornanuts.com/product-page/nfp-sampoorna-foods-premium-california-almonds	
Amazon: https://www.amazon.in/stores/page/7E706F39-2179-478C 932FE30FA4C08C38?ingress=0&lp_context_asin=B0DXV8XLQQ&visitId=1e3ad250-fa9e-489f-be30-7335a20db688&ref_=ast_bln	
Website https://www.sampoornanuts.com/product-page/makhana-wholesaler-in-delhi-india	

OUR EXISTING PROCESSING FACILITY- OUR PROCESSING UNIT AT RIICO INDUSTRIAL AREA SHAHJAHANPUR, RAJASTHAN, INDIA 301705

OUR FACTORY	





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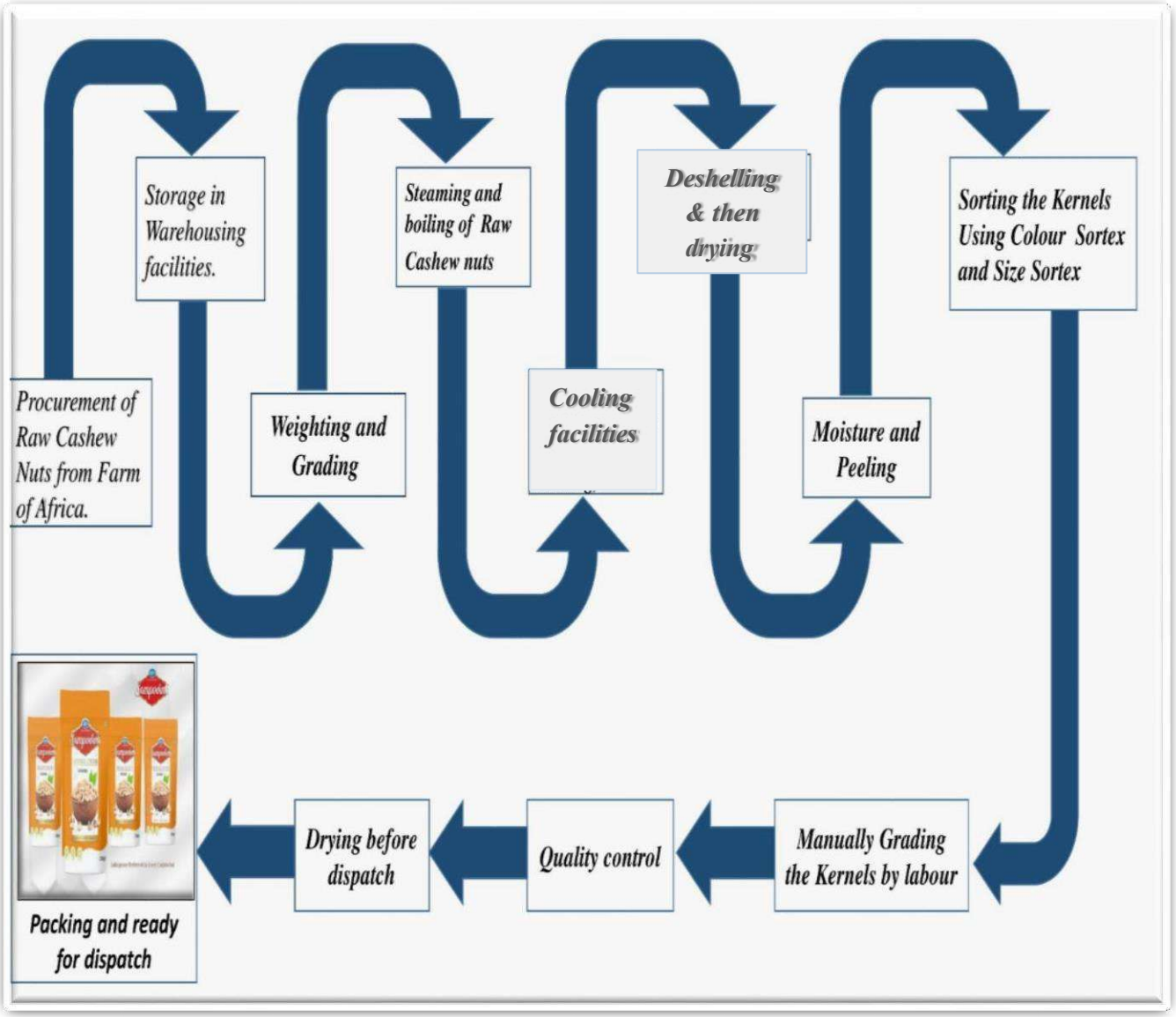
CASHEW PROCESS FLOW CHART



BRIEF DESCRIPTION ABOUT CASHEW PROCESS -

1. Procurement of Raw Cashew Nuts (RCN) 	We procure raw cashew nuts (RCN) from Africa, ensuring strict adherence to quality and sustainability standards. We oversee the sourcing process of raw cashew nuts (RCN) to guarantee fair trade practices and support local communities. Our procurement strategy focuses on securing high- quality RCN that meets our specifications, fostering long-term relationships for reliable supply chains.
2. Storage in Warehouse 	Raw cashew nuts are stored in our warehouse in a clean, dry, and well-ventilated environment to preserve their quality. Proper stacking and labeling procedures are followed to facilitate easy access and efficient inventory management.
3. Weighting & Grading 	The weighting and grading of raw cashew nuts in our facility are crucial processes ensuring consistency and quality. We adhere to strict standards, carefully weighing each batch and grading based on size, moisture content, and shell quality. This approach ensures that only raw materials that meet specific criteria proceed to further processing, maintaining consistent quality in our products.

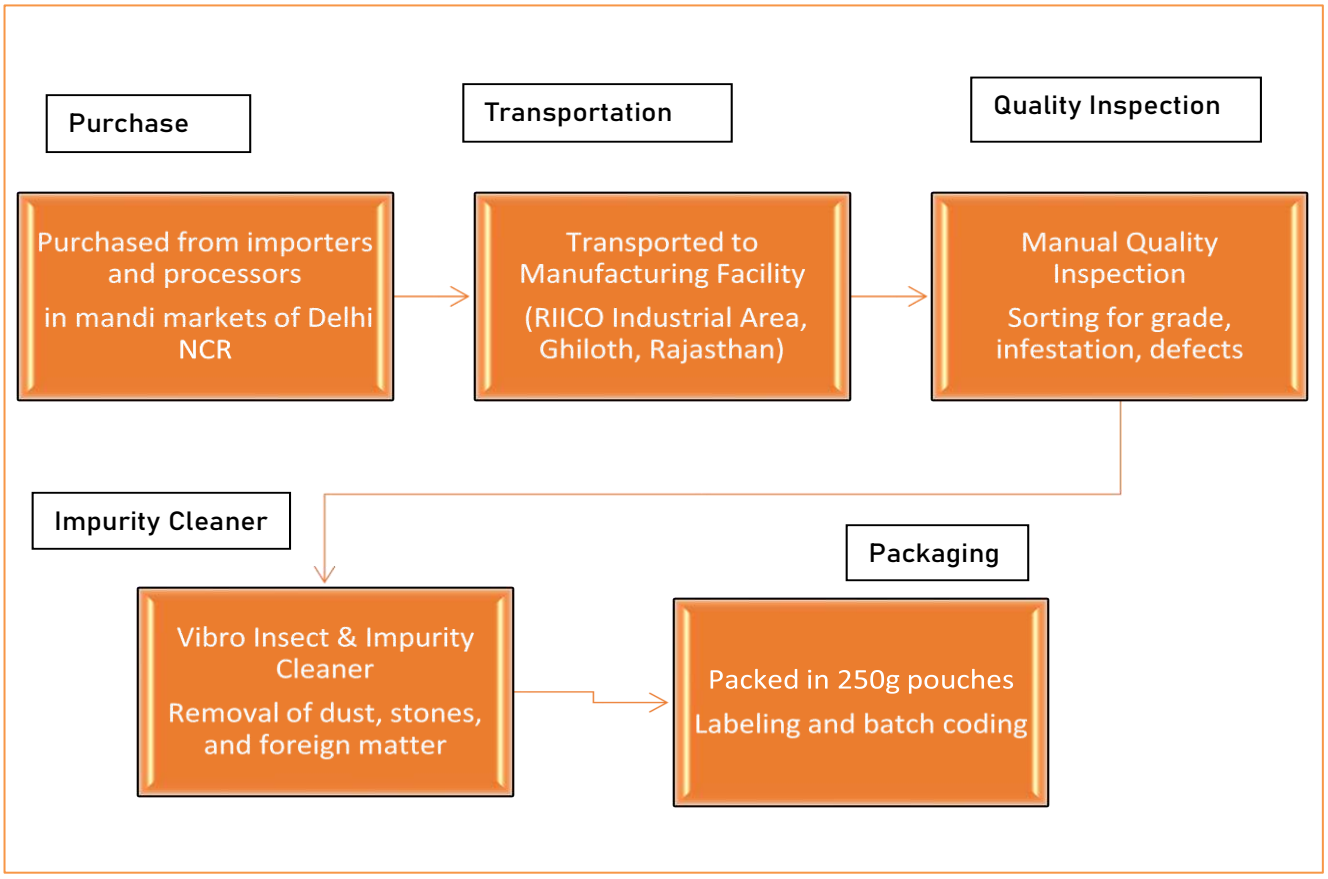
4. Steaming & Boiling of Raw Cashew Nuts 	Steaming and boiling raw cashew nuts is a critical step in our processing, aimed at achieving optimal kernel extraction and quality. We control steam and boiling times to soften shells, facilitating kernel extraction while maintaining their nutritional content and natural flavor. Our precise steaming and boiling processes ensure that each batch meets our stringent quality standards, resulting in superior raw cashew nut products ready for further processing or distribution.
5. Cooling Facility 	Our cooling facilities for raw cashew nuts (RCN) are designed to maintain optimal conditions after boiling. Post-boiling, RCN undergo controlled cooling to reduce moisture and oil content, which helps preserve freshness and quality. This controlled cooling process also facilitates the subsequent shelling step which prevents the spillage of oil during shelling, which may reduce the quality of the nuts.
6. Cutting of RCN in Shelling Machine (Deshelling) 	The cutting of raw cashew nuts (RCN) in our shelling machine is an operation essential for extracting kernels efficiently and minimizing waste. Our advanced shelling machines are configured to carefully crack open each nut, separating the shell from the kernel with precision. This process ensures maximum yield and maintains the integrity of the kernels, meeting our commitment to quality and efficiency in cashew nut processing.

7. Drying Facility 	The NW (Natural Wholes) obtained after shelling, are dryed in the drying facilities , to reduce the oil content from the NW , so that the bitter taste of the kernels can be removed and further it ease the stickiness of the husk of it, which makes it easier for next step viz Peeling.
8. Moisture & Peeling 	Managing moisture levels during the peeling process of natural wholes (NW) is crucial for ensuring both efficiency and quality. Controlling moisture facilitates easier peeling, reduces kernel breakage, and increases yield. Our process includes precise monitoring and adjustment of moisture levels to optimize peeling operations, thereby maintaining the integrity and appearance of the cashew kernels. This careful approach guarantees that our Cashew products meet the stringent standards expected by our customers and regulatory bodies.
9. Sorting the Kernels Using Colour Sortex & Size Sortex 	The cashew kernel sorting process employs color Sortex and size Sortex machines to enhance quality and consistency. The color Sortex machine separates kernels by color, ensuring uniformity and removing discolored or defective pieces. The size Sortex machine categorizes kernels by size, meeting market requirements and optimizing packaging and distribution efficiency. This process enables the delivery of cashew kernels that meet quality and market standards

10. Manually Grading the Kernels by Labour 	The cashew kernel grading process involves manual sorting by skilled labour who carefully inspect each kernel based on size, shape, and color. This manual approach enables a thorough assessment of each kernel, allowing for precise sorting according to market specifications. The process ensures consistency and quality in every batch, resulting in cashew kernels that meet market standards.
11. Quality Control 	Quality control in our facility is a rigorous process that encompasses every stage of cashew nut processing. From receiving raw materials to packaging finished products, we implement strict protocols and standards to ensure consistency and refinement.
12. Drying before dispatch 	Before dispatching Drying cashew nuts is a critical step to maintain their quality and ensure they are ready for storage or further processing. Our drying process involves carefully controlling temperature and airflow to reduce moisture content to optimal levels. This ensures the nuts remain stable during transportation and storage, preserving their freshness and preventing mold or spoilage. By adhering to strict drying protocols, we guarantee that our cashew nuts meet the highest standards of quality and safety before they leave our facility for distribution to customers.

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

ALMONDS PROCESS FLOW CHART



BRIEF DESCRIPTION ABOUT ALMONDS PROCESS –

1. Procurement

NFP Sampoorna Foods Limited procures almonds exclusively from licensed importers and processors operating in the mandi markets of Delhi NCR. The company maintains a strict quality policy by sourcing only Non-Pareil Californian almonds, recognized for their premium appearance, taste, and uniformity. Almonds of industrial or inferior grades are categorically excluded from the procurement process.

2. Transportation

After procurement, the selected almond lots are securely transported to the Company's **in-house food-grade processing facility**, which is located in the RIICO Industrial Area of Ghiloth, Rajasthan. This ensures that product handling remains under controlled and hygienic conditions from source to processing.

3. Manual Quality Inspection

Upon arrival at the facility, all almond consignments undergo a manual quality inspection conducted by trained personnel. Each batch is checked for size consistency, signs of infestation, physical damage, and overall grade conformance. This step is critical to ensure that only almonds meeting the company's quality standards move forward for processing.

4. Mechanical Cleaning

Following inspection, the almonds are processed through a **vibro-based insect and impurity cleaner**. This mechanized system is designed to remove all physical contaminants, including **dust, stones, shells**, and other **foreign materials**, thereby improving both food safety and processing consistency.

5. Batching and Coding

Once cleaned, the almonds are accurately **weighed into 250-gram portions**, batch coded, and prepared for packing. The batch coding system enables full traceability and ensures compliance with food safety regulations and labeling standards.

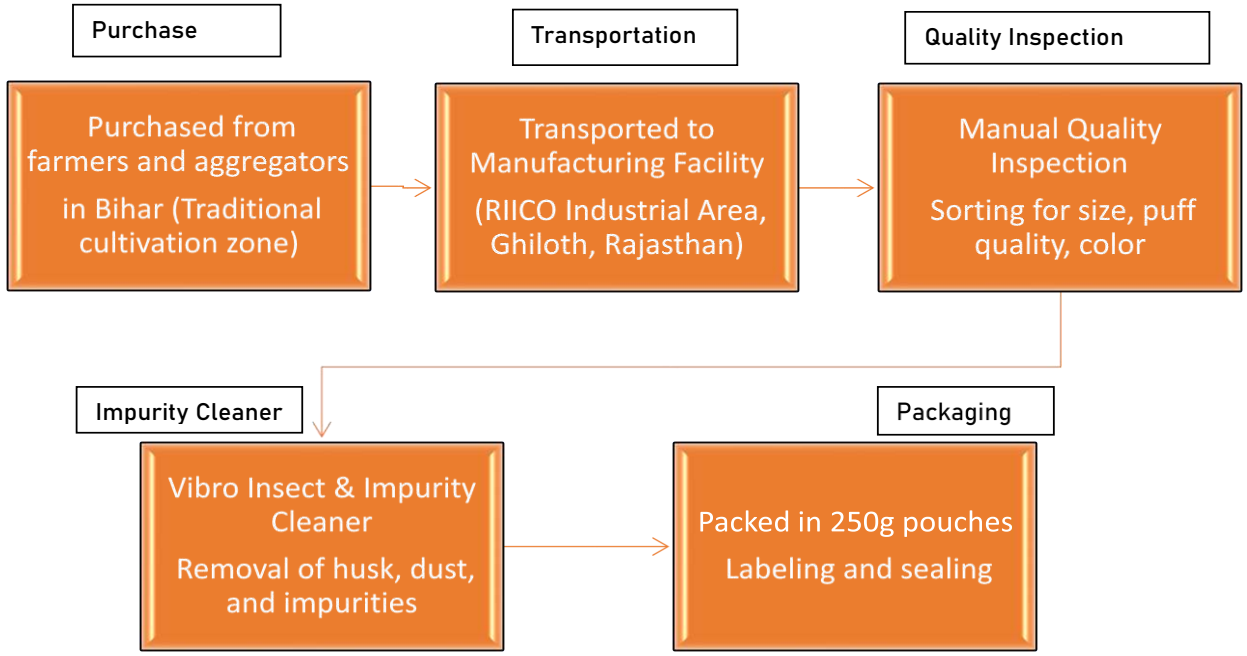
6. Packaging

The measured almonds are packed into **250-gram consumer pouches**, which are then **sealed and labeled**. Packaging is carried out under the **Company's internal brand.**

7. Distribution

The finished, retail-ready pouches are then dispatched through the Company's **retail and institutional distribution channels**. With proper branding and secure packaging, the product is ready for delivery to end consumers or business clients.

FOXNUTS PROCESS FLOW CHART



BRIEF DESCRIPTION ABOUT FOXNUTS PROCESS –

1. **Procurement**

NFP Sampoorna Foods Limited procures makhana directly from **farmer groups and aggregators** based in **Bihar**, the primary cultivation region for fox nuts in India. The company follows **predefined quality parameters**, prioritizing **larger puffed grades** such as **5 Suta, 6 Suta, and above**, which are preferred for their **superior puff quality, size, and uniform appearance**.

2. **Transportation**

Once procured, the raw makhana is **transported to the Company's food-grade processing facility** at **RIICO Industrial Area, Ghiloth, Rajasthan**. The transportation process is handled under hygienic conditions to preserve product integrity.

3. **Manual Quality Inspection**

On arrival at the facility, the makhana undergoes a **manual quality inspection** carried out by trained personnel. During this step, units that are **under-puffed, broken, discolored, or affected by moisture** are carefully removed. This ensures only high-quality makhana proceeds for further processing, maintaining uniformity and visual appeal.

4. **Mechanical Cleaning**

The selected makhana is passed through a **vibro-based insect and impurity cleaning system**, which uses **calibrated vibration and air suction** mechanisms to remove **dust, husk, light flakes, and insect residue**. This step is essential to improve food safety and product cleanliness before final packaging.

5. **Packaging and Coding**

After cleaning, the makhana is **weighed and packed into 250-gram pouches** using **food-safe packaging material**. Each pouch is then **sealed, labeled, and batch marked** as per **FSSAI guidelines**, ensuring compliance with food safety and traceability standards.

6. **Distribution**

The final consumer-ready pouches are distributed through **retail and institutional channels**, delivering consistent quality and branded presentation to end-users. The packaging ensures that the makhana reaches consumers in a fresh and hygienic condition.

Financial Summary of Business:

Key Performance Indicators (In Lakhs)

Key Financial Performance	June 30,2025	March 31,2025	March 31,2024 (A+B)	March 31,2024 (A)	Dec 20, 2023 (B)	March 31, 2023
Revenue from Operations (1)	1867.01	3563.67	2300.36	599.66	1700.70	1674.68
EBITDA (2)	180.01	470.91	217.36	57.31	160.04	77.79
EBITDA Margin (%) (3)	9.64%	13.21%	9.44%	9.56%	9.41%	4.65%
PAT	108.92	269.36	102.29	15.65	86.64	41.59
PAT Margin (%) (4)	5.83%	7.56%	4.45%	2.61%	5.09%	2.48%
Profit after tax growth (%)	(59.56)%	163.32%	145.95%	(81.96)%	108.33%	751.64%
Trade Receivables Turnover Ratio (In times) (5)	7.36	23.71	16.89	2.15	5.37	17.40
Inventory Turnover Ratio (In times) (6)	2.17	4.87	4.84	0.72	2.71	8.16
Trade Payables Turnover Ratio (In times) (7)	11.44	65.06	208.43	3.08	63.17	563.16

Key Financial Performance	June 30,2025	March 31,2025	March 31,2024 (A+B)	March 31,2024 (A)	Dec 20, 2023 (B)	March 31, 2023
Net Capital Turnover Ratio (In times) (8)	6.33	4.49	2.80	0.63	1.97	2.58
Trade Receivables days (9)	15.27	15.39	21.62	169.92	67.96	20.97
Inventory days (10)	47.40	97.74	101.06	708.49	177.97	53.39
Trade Payable days (11)	07.84	5.61	1.75	118.47	5.78	0.65
Return on equity (%) (12)	9.73%	34.97%	13.73%	2.72%	12.66%	5.57%
Return on capital employed (%)(13)	8.11%	40.91%	-	1.99%	16.18%	7.59%
Debt-Equity Ratio (times) (14)	2.07	1.99	-	1.62	2.38	0.04
Working Capital Cycle (days) (15)	54.83	107.52	120.93	759.94	240.15	73.71
Net fixed asset turnover ratio (times) (16)	1.61	12.70	17.75	4.53	13.88	17.72
Current Ratio (times) (17)	0.96	1.42	2.51	2.51	2.61	22.24

As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated September 26th, 2025.

Financial summary in terms of Business Segment: -

Particulars	For the Period ended 30th, 2025	As at March 30th, 2025	As at March 30th, 2024	For the Period ended December 20,2023	As at March 30th, 2023
(a) Segment Revenue					
- Manufacturing & Processing	583.58	2,193.95	599.65	1,636.40	1,674.68
- Trading	1,283.43	1,369.72	0.02	64.30	-
Total	**1,867.01**	**3,563.67**	**599.66**	**1,700.70**	**1,674.68**
Less: Inter Segment Revenue	-	-	-	-	-
Total Revenue	**1,867.01**	**3,563.67**	**599.66**	**1,700.70**	**1,674.68**
(b) Segments Results					
- Manufacturing & Processing	63.20	271.49	25.61	125.75	60.11
- Trading	82.35	88.87	-	7.43	-
Total Profit Before Tax	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
(c) Income Tax	36.64	91.00	9.96	46.54	18.52
(d) Net Profit	**108.91**	**269.36**	**15.65**	**86.64**	**41.59**
(e) Segment Assets					
- Manufacturing & Processing	4,098.01	2,702.64	1,668.08	1,737.49	889.34
- Trading	-	-	-	-	-
Total	**4,098.01**	**2,702.64**	**1,668.08**	**1,737.49**	**889.34**
(f) Segment Liabilities					
- Manufacturing & Processing	4,098.01	2,702.64	1,668.08	1,737.49	889.34
- Trading	-	-	-	-	-
Total	**4,098.01**	**2,702.64**	**1,668.08**	**1,737.49**	**889.34**

As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated September 26th, 2025.

GEOGRAPHICAL REVENUE BIFURCATION ARE TABULATED AS FOLLOWS:

Country wise Bifurcation:

Our company primarily caters to domestic demand, and accordingly, our entire revenue is derived from sales within India. We do not export our products to any country.

State wise Revenue Bifurcation as follows:

(In Lakhs)

S No.	States	Turnover April 2025 to June 2025	%of total turnover	Turnover 31/03/25	%of total turnover	Turnover 31/03/24	%of total turnover	Turnover 31/03/23	%of total turnover
1.	Uttar Pradesh	7.47	0.40%	88.57	2.48%	183.37	7.92%	257.34	15.37%
2.	Delhi	550.64	29.49%	1887.45	52.96%	1619.91	69.98%	1027.67	61.37%
3.	Uttarakhand	0.14	0.01%	0.53	0.014%	12.18	0.53%	11.25	0.67%
4.	Gujrat	430.68	23.07%	843.52	23.67%	51.86	2.24%	23.75	1.42%
5.	Rajasthan	0.38	0.02%	11.47	0.32%	14.60	0.63%	-	-
6.	Punjab	2.33	0.13%	4.97	0.14%	0.33	0.01%	-	-
7.	Haryana	586.29	31.40%	223.27	6.27%	353.81	15.29%	354.67	21.18%
8.	High sea Sales	124.37	6.66%	452.84	12.70%	64.30	2.78%	-	-
9.	Chattisgarh	-	-	-	-	-	-	-	-
10.	Maharashtra	-	-	5.60	0.15%	-	-	-	-
11.	Odhisa	-	-	-	-	-	-	-	-
12.	West Bengal	-	-	26.82	0.75%	-	-	-	-
13.	Bihar	-	-	16.34	0.46%	-	-	-	-
14.	J & K	4.32	0.24%	2.29	0.06%	-	-	-	-
15.	Himachal Pradesh	1.43	0.08%	-	-	-	-	-	-
16.	Karnataka	158.95	8.51%						
Total		**1867.00**	**100%**	**3563.67**	**100%**	**2300.36**	**100%**	**1674.68**	**100%**

Currently, our Company is only engaged in the processing and trading of Cashew Nuts, Almonds, and Foxnuts**.**
As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated 11th August, 2025.

Product wise bifurcation of Revenue are tabulated as follows:

Products	For the Period 01.04.2024 to 31.03.2025	%	For the Period 01.04.2024 to 31.03.2025	%	For the Period 20.12.2023 to 31.03.2024	%	For the Period 01.04.2023 to 20.12.2023	%	For the Period 01.04.2022 to 31.03.2023	%
Cashew and Cashew Processing	1855.93	99.41%	3473.52	97.47%	599.65	99.99%	1,636.40	96.21%	1,674.68	100%
Almonds	1.40	0.08%	0.017	0.00048 %	-	-	-	-	-	-
Foxnuts	9.68	0.51%	85.21	2.39%	-	-	-	-	-	-
Others: -										
Cloves	-	-	-	-	0.02	0.01%	64.30	3.78%	-	-
Salt	-	-	3.34	0.09%	-	-	-	-	-	-
Briquette	-	-	1.56	0.04%	-	-	-	-	-	-
Total	1867.01	100%	3563.67	100%	599.66	100%	1,700.70	100%	1,674.68	100%

As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated September 26th, 2025.

Bifurcation of revenue earned from online selling channels and offline selling channels

For the period of April 2025 to June 2025

Sr. No.	*Offline sales channels*		*Online sales channels*	
	Amount (in lakhs)	*In %*	*Amount (in lakhs)*	*In %*
1	*1860.58*	*99.66%*	6.43	0.34%

For FY 2024-25

Sr. No.	*Offline sales channels*		*Online sales channels*	
	Amount (in lakhs)	*In %*	*Amount (in lakhs)*	*In %*
1	*3555.76*	*99.78%*	7.91	0.22%

For FY 2023-24

Sr. No.	*Offline sales channels*		*Online sales channels*	
	Amount (in lakhs)	*In %*	*Amount (in lakhs)*	*In %*
1	2,299.00	99.99%	0.61	0.01%

For FY 2022-23

Sr. No.	*Offline sales channels*		*Online sales channels*	
	Amount (in lakhs)	*In %*	*Amount (in lakhs)*	*In %*
1	1,674.68	100.00%	-	-

Bifurcation of revenue earned from B2B and B2C

For the period of April 2025 to June 2025

Sr. No.	B2B (Amount in lacs)	% (Percentage) of B2B	B2C (Amount in lacs)	%(Percentage) of B2C
1	*1840.81*	*98.60%*	*26.20*	1.40%

For FY 2024-25

Sr. No.	B2B (Amount in lacs)	% (Percentage) of B2B	B2C (Amount in lacs)	%(Percentage) of B2C
1	3449.75	96.80	113.92	3.20

For FY 2023-24

Sr. No.	B2B (Amount in lacs)	% (Percentage) of B2B	B2C (Amount in lacs)	%(Percentage) of B2C
1	2,269.59	98.05%	45.15	1.95%

For FY 2022-23

No.	B2B (Amount in lacs)	% (Percentage) of B2B	B2C (Amount in lacs)	%(Percentage) of B2C
1	1,655.02	98.83%	19.66	1.17%

As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated September 26th, 2025.

TOP 10 CUSTOMERS

List of Top Ten Customer as on June 30th, 2025

(In Lakhs)

S.no	Particulars	Amount	%
1	Top Customer 1	280.28	15.01%
2	Top Customer 2	150.58	8.07%
3	Top Customer 3	139.71	7.48%
4	Top Customer 4	138.17	7.40%
5	Top Customer 5	124.37	6.66%
6	Top Customer 6	91.30	4.89%
7	Top Customer 7	86.23	4.62%
8	Top Customer 8	85.10	4.56%
9	Top Customer 9	82.83	4.44%
10	Top Customer 10	80.61	4.32%
	Total	**1,259.18**	**67.44%**

List of Top Ten Customer as on March 31st, 2025

(In Lakhs)

S.no	Particulars	Amount	%
1	Top Customer 1	907.41	25.46%
2	Top Customer 2	360.78	10.12%
3	Top Customer 3	349.55	9.81%
4	Top Customer 4	170.05	4.77%
5	Top Customer 5	138.32	3.88%
6	Top Customer 6	121.58	3.41%
7	Top Customer 7	107.82	3.03%
8	Top Customer 8	97.63	2.74%
9	Top Customer 9	95.69	2.69%
10	Top Customer 10	95.31	2.67%
	Total	2,444.14	**68.58%**

List of Top Ten Customer as on March 31st, 2024

(In Lakhs)

S.no	Particulars	Amount	%
1	Top Customer 1	1048.52	45.30%
2	Top Customer 2	229.29	9.91%
3	Top Customer 3	109.76	4.74%
4	Top Customer 4	68.01	2.94%
5	Top Customer 5	77.81	3.36%
6	Top Customer 6	64.30	2.78%
7	Top Customer 7	62.93	2.72%
8	Top Customer 8	57.69	2.49%
9	Top Customer 9	42.86	1.85%
10	Top Customer 10	41.90	1.81%

	Total	**1,803.07**	**77.89%**

List of Top Ten Customer as on March 31st, 2023

(In Lakhs)

S.no	Particulars	Amount	%
1	Top Customer 1	947.19	56.56%
2	Top Customer 2	127.44	7.61%
3	Top Customer 3	109.06	6.51%
4	Top Customer 4	67.10	4.01%
5	Top Customer 5	51.30	3.06%
6	Top Customer 6	36.96	2.21%
7	Top Customer 7	33.09	1.98%
8	Top Customer 8	28.40	1.70%
9	Top Customer 9	27.87	1.66%
10	Top Customer 10	23.75	1.42%
	Total	**1452.16**	**86.71%**

List of Top Ten Supplier as on June 30th, 2025

(In Lakhs)

S.no	Particulars	Amount	%
1	Top Supplier 1	798.14	46.45%
2	Top Supplier 2	456.15	26.55%
3	Top Supplier 3	296.41	17.25%
4	Top Supplier 4	158.33	9.21%
5	Top Supplier 5	4.39	0.26%
6	Top Supplier 6	3.99	0.23%
7	Top Supplier 7	0.81	0.05%
	Total	**1,718.23**	**100%**

List of Top Ten Supplier as on March 31st, 2025

(In Lakhs)

S.no	Particulars	Amount	%
1	Top Supplier 1	834.24	30.82%
2	Top Supplier 2	303.05	11.20%
3	Top Supplier 3	385.39	14.24%
4	Top Supplier 4	352.27	13.02%
5	Top Supplier 5	262.48	9.7%
6	Top Supplier 6	189.76	7.01%
7	Top Supplier 7	117.93	4.36%
8	Top Supplier 8	81.29	3.00%
9	Top Supplier 9	53.06	1.96%
10	Top Supplier 10	46.63	1.72%
	Total	**2,626.1**	**97.03%**

List of Top Ten Supplier as on March 31st, 2024

(In Lakhs)

S.no	Particulars	Amount	%
1	Top Supplier 1	209.61	10.74%
2	Top Supplier 2	153.06	7.84%
3	Top Supplier 3	133.55	6.84%
4	Top Supplier 4	120.78	6.19%
5	Top Supplier 5	116.89	5.99%
6	Top Supplier 6	111.69	5.72%
7	Top Supplier 7	104.97	5.38%
8	Top Supplier 8	98.65	5.06%
9	Top Supplier 9	97.53	5.00%
10	Top Supplier 10	92.18	4.72%
	Total	**1,238.91**	**63.49%**

List of Top Ten Supplier as on March 31st, 2023

(In Lakhs)

S.no	Particulars	Amount	%
1	Top Supplier 1	352.41	24.57%
2	Top Supplier 2	284.03	19.80%
3	Top Supplier 3	188.21	13.12%
4	Top Supplier 4	68.59	4.78%
5	Top Supplier 5	63.54	4.43%
6	Top Supplier 6	56.44	3.94%
7	Top Supplier 7	39.70	2.77%
8	Top Supplier 8	36.50	2.54%
9	Top Supplier 9	32.94	2.30%
10	Top Supplier 10	30.81	2.15%
	Total	**1,153.17**	**80.40%**

As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated September 26th, 2025.

Note: The names of our top 10 customers and suppliers have not been disclosed in this Draft Red Herring Prospectus, as we have not obtained their respective consents for such disclosure

OUR STRENGTHS

1. ***Experienced Promoters***

NFP Sampoorna Foods Limited is guided by a team of experienced and visionary promoters, each bringing valuable expertise across multiple industries. Mr. Praveen Goel, with over 28 years of experience spanning food processing, logistics, coal trading, and building materials, provides operational and strategic leadership. His business acumen and visionary leadership are central to shaping the Company's strategic direction.

Mr. Yashvardhan Goel, with 6 years of hands-on experience across diverse sectors, including food processing, logistics, and international trade, infuses the Company with fresh perspectives and a focus on innovation. His contributions help

foster new approaches and drive growth opportunities.

Ms. Anju Goel, with 4 years of operational and management experience, brings essential support in the day-to-day business operations. Her focus on efficiency and strong management skills further strengthens the Company's foundation.

Together, the combined expertise of the promoters positions NFP Sampoorna Foods Limited to strategically navigate market opportunities, address industry challenges, and drive sustainable growth..

2. Direct Procurement Network from Africa, Bihar & Licensed Importers

Our Direct Procurement Network spans key sourcing regions—Africa and registered domestic importers for Cashews, Bihar for Foxnuts, and licensed importers in the mandi markets of Delhi NCR for Almonds—leveraging regional diversity, local expertise, and strategic market access. By directly sourcing cashews and foxnuts from producers, we eliminate multiple layers of intermediaries, thereby ensuring fair pricing, greater traceability, and robust quality control. For almonds, we collaborate with a network of established and licensed importers operating in mandi markets, enabling us to maintain consistency in quality and pricing. This integrated procurement approach gives us end-to-end oversight across our supply chains, minimizes operational risks, reduces lead times, and enhances our ability to respond quickly to dynamic market demands.

3. Consistent Year-Round Demand Driven by Long Shelf Life

We leverage the natural advantage of dry fruits' consistent demand it enjoys throughout the year, thanks largely to the long shelf life of dry fruits. Unlike many fresh agricultural products that are highly seasonal and perishable, dry fruits can be stored for extended periods without significant loss of quality or nutritional value. This durability allows manufacturers, distributors, and retailers to maintain steady inventory levels and supply across diverse markets and seasons. Consequently, dry fruits are less affected by seasonal fluctuations, enabling stable production planning and sales forecasting. Moreover, their availability year-round supports continuous consumer consumption, whether for daily snacking, cooking, gifting, or festive occasions, which helps companies achieve sustained revenue and growth.

4. Established client relationship.

At NFP Sampoorna Foods Limited, we've built strong relationships with our clients by consistently delivering quality dry fruits. Our team focuses on understanding each client's needs through regular communication. We listen to their requirements, ensure timely deliveries, and offer support to help them with their procurement needs.

This approach has led to many clients returning to us for repeat orders, which shows the trust they've placed in our products and services. We've discovered that our focus on quality and reliability has not only allowed us to meet immediate needs but also build long-term trust and confidence among our clients.

As a result, our brand has gained a reputation in the market. The ongoing trust from our clients has played a key role in establishing our product's presence and driving growth in the market.

OUR BUSINESS STRATEGIES

1. **Strategic Product Diversification with Focus on Value-Added Healthy Snacks**

The Company intends to strengthen its position in the healthy snacking segment by expanding its product offerings and enhancing processing capabilities. A key area of focus is the makhana (fox nut) category, which the Company views as a high-potential growth vertical. To support this, the Company intends to introduce value-added variants such as roasted, flavored, and vacuum-packed makhana targeted at health-conscious urban consumers seeking convenient and nutritious snack options. This strategic focus is expected to enhance the Company's market positioning by enabling it to tap into the rapidly growing demand for healthy, ready-to-eat snacks. Expanding the makhana portfolio with value-added products will allow the Company to improve its gross margins, deepen brand engagement, and increase its share in the market.

2. Brand and Retail Development

The Company is actively strengthening its brand and retail presence as a key pillar of its growth strategy. Leveraging increasing consumer demand for healthy snacking options, the Company plans to scale up its existing retail brand through a multi-channel approach. This includes targeted expansion across leading e-commerce platforms such as Amazon, Blinkit and Mystore, as well as entry into modern trade outlets and footfall retail stores in metro and Tier I cities.

To ensure focused execution, the Company has designed a phase-wise geographic rollout strategy. Phase I will concentrate on North Indian markets, including Delhi NCR, Punjab, and Rajasthan. Phase II will drive expansion into key western and southern states such as Uttar Pradesh, Gujarat, Himachal Pradesh and Uttarakhand. This structured approach is expected to enhance brand visibility, build customer loyalty, and strengthen the Company's presence in India's growing packaged food segment.

3. Optimal Utilization of Installed Capacity

Our Company aims to achieve maximum utilization of the installed capacity at its processing unit located at Plot No. C-63, RIICO Industrial Area, Ghiloth, Rajasthan – 301705. The unit has an installed capacity of 2,500 MT for Cashew Shell processing and 670 MT for finished Cashew Kernels. To optimize capacity usage, we plan to strengthen raw material procurement through reliable sourcing channels

Reliable sourcing is essential to avoid disruptions in production and to allow for better planning of processing schedules. With consistent raw material supply, we can maintain steady plant operations and minimize idle time, which in turn helps reduce fixed costs per unit and improves overall operational efficiency.

This approach is also expected to support inventory management, allowing us to maintain optimum stock levels without overstocking or understocking. In the long term, this would contribute to more stable production cycles, improved cost management, and better responsiveness to market demand, supporting our broader goal of sustainable and efficient growth..

4. Procurement Network Strengthening

The Company aims to strengthen its raw material sourcing by establishing direct links with Farmer Producer Organisations (FPOs), Self Help Groups (SHGs), and local aggregators in key makhana-producing regions of Bihar. These groups represent small farmers and help organize the supply of makhana more efficiently. By working directly with them, the Company can reduce reliance on middlemen, which helps lower costs and improve transparency in the supply chain. This approach also supports decentralized sourcing, spreading procurement across many rural producers rather than a few large suppliers. The Company continues to maintain and develop its sourcing relationships for cashew nuts with suppliers in key West African regions, including Ghana, Ivory Coast, Benin, Togo, and Conakry, to support steady supply requirements.

SWOT ANALYSIS

Strength:

Experienced Promoters and Management Team

NFP Sampoorna Foods Limited is guided by a team of experienced and visionary promoters, each bringing valuable expertise across multiple industries. Mr. Praveen Goel, with over 28 years of experience spanning food processing, logistics, coal trading, and building materials, provides operational and strategic leadership. His business acumen and visionary leadership are central to shaping the Company's strategic direction.

Mr. Yashvardhan Goel, with 6 years of hands-on experience across diverse sectors, including food processing, logistics, and international trade, infuses the Company with fresh perspectives and a focus on innovation. His contributions help foster new approaches and drive growth opportunities.

Ms. Anju Goel, with 4 years of operational and management experience, brings essential support in the day-to-day business operations. Her focus on efficiency and strong management skills further strengthens the Company's foundation.

Together, the combined expertise of the promoters positions NFP Sampoorna Foods Limited to strategically navigate market opportunities, address industry challenges, and drive sustainable growth..

Strategic Market Presence

NFP Sampoorna Foods Limited benefits from its strategic presence in Shop No. 40/8, Ground Floor, Gandhi Gali, Fatehpuri, Delhi-110006 (Khari Baoli, Delhi), one of Asia's largest dry fruit markets. This location provides access to a broad network of wholesalers, retailers, and institutional clients, as well as real-time market insights. The Company's established distribution channels and institutional sales efforts enable it to serve diverse customer segments, including government agencies, sweet shops, and food processors, expanding its market reach.

Direct Procurement Network from Africa, Bihar & Licensed Importers

Our Direct Procurement Network spans key sourcing regions—Africa and registered domestic importers for Cashews, Bihar for Foxnuts, and licensed importers in the mandi markets of Delhi NCR for Almonds—leveraging regional diversity, local expertise, and strategic market access. By directly sourcing cashews and foxnuts from producers, we eliminate multiple layers of intermediaries, thereby ensuring fair pricing, greater traceability, and quality control. For almonds, we collaborate with a network of established and licensed importers operating in mandi markets, enabling us to maintain consistency in quality and pricing. This integrated procurement approach gives us end-to-end oversight across our supply chains, minimizes operational risks, reduces lead times, and enhances our ability to respond quickly to dynamic market demands.

Weakness:

Seasonal Nature of Raw Material Availability

The procurement of key raw materials, such as raw cashew nuts, Almonds and Makhana is seasonal in nature. This can lead to challenges such as price fluctuations, inventory holding costs, and potential disruptions in production due to irregular supply cycles. To manage these challenges, Sampoorna Foods Limited adopts a strategic procurement approach by sourcing raw materials during the peak season and maintaining adequate stock levels to ensure a steady supply throughout the year. The Company also monitors market trends closely to time its purchases effectively and mitigate the impact of price volatility.

Regulatory Complexity in Food Processing Sector

Operating in the food processing industry requires compliance with multiple regulatory standards related to food safety, labeling, and packaging. Any non-compliance or frequent changes in regulations may result in operational disruptions or penalties.

Opportunities:

The growing consumer shift toward healthy and nutritious snacking presents significant opportunities for the Company to expand its presence in the dry fruit segment. Rising health awareness, urbanization, and increasing disposable incomes are fueling demand for premium dry fruits and value-added products. There is increasing scope to expand the Company's business-to-consumer (B2C) presence through digital marketing and its own e-commerce platform. Additionally, growing adoption of dry fruits in institutional segments such as hospitality, corporate gifting, and food service industries offers new channels for volume-driven growth. Entry into modern retail chains and supermarket shelves also provides an opportunity to enhance visibility and build brand equity.

Threats:

The Company operates in a highly competitive market, facing pressure from both organized and unorganized players, which can impact pricing power and market share. Fluctuations in raw material prices, particularly for cashew nuts and almonds, can significantly affect margins due to the commodity-driven nature of the business. Regulatory challenges, including changes in food safety standards and packaging requirements, pose compliance risks. Furthermore, dependency on agricultural supply chains exposes the business to seasonal variability, climate-related disruptions, and geopolitical risks that could affect sourcing and logistics.

OUR LOCATIONS

Registered and Corporate Office	Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi- 110015
Manufacturing/Processing Unit	Plot No. C-63 RIICO Industrial Area, Ghiloth, Tehsil Neemrana – Behror, Rajasthan- 301705

For further details of our properties, please refer "Details of Immovable Properties owned/Leased by our company" beginning on Page 142 of Draft Red Herring Prospectus.

LIST OF MACHINERY

PROCESS NAME	NAME OF MACHINE USED	Quantity	Owned By*
Boiling	Boiler & chimney	1	Yashvardhan Food Industries Pvt Ltd
Transformer	Transformer for electricity	1	Yashvardhan Food Industries Pvt Ltd
RCN cleaning system	RCN dust collector system	1	Yashvardhan Food Industries Pvt Ltd
RCN grading system	Raw cashew nut grader	1	Yashvardhan Food Industries Pvt Ltd
RCN storage bins pre-cooking	RCN storage perforated bins grade wise (a,b,c,d)	4	Yashvardhan Food Industries Pvt Ltd
RCN cooking system	Cooker	4	Yashvardhan Food Industries Pvt Ltd
RCN cooling bins post cooking	Perforated sheets cooling bin	6	Yashvardhan Food Industries Pvt Ltd
Shelling machines	Auto 4 head shelling machines		
	Grade a	4	Yashvardhan Food Industries Pvt Ltd
	Grade b	9	NFP Sampoorna Foods Limited
	Grade c	10	NFP Sampoorna Foods Limited
	Grade d	4	Yashvardhan Food Industries Pvt Ltd
	Auto 6 head shelling machines		
	Grade c	1	NFP Sampoorna Foods Limited
Scooping line - (includes vibratory sieves, scooping boxes, kernel separators)	Line for grade b	1	NFP Sampoorna Foods Limited
	Line for grade c	1	NFP Sampoorna Foods Limited
	Line for grade d	1	NFP Sampoorna Foods Limited
Shell inspection belt and shell storage bin	Shell inspection belt and storage silo	2	NFP Sampoorna Foods Limited
Nw drying	Steam borma	3	NFP Sampoorna Foods Limited
	Steam borma	1	Yashvardhan Food Industries Pvt Ltd
Humidification	Moisture cabin	2	NFP Sampoorna Foods Limited
Peeling	Peeling machine	2	NFP Sampoorna Foods Limited
Camera based sorter	My meyer color sorter	1	NFP Sampoorna Foods Limited
	Nano pix size sorter	2	NFP Sampoorna Foods Limited
	Venus color sorter	1	NFP Sampoorna Foods Limited
Impurity collection	Vibro sieves separator for hair, husk, insects	1	NFP Sampoorna Foods Limited
Kernels dryer	Electrical dryer	2	NFP Sampoorna Foods Limited
Packing	Tin vibro packing machine	1	NFP Sampoorna Foods Limited
	Retail packing 250 gm sealer and printer	1	NFP Sampoorna Foods Limited

Air compressor	Screw air compressor for air generation	3	NFP Sampoorna Foods Limited

Note:
Our Company has entered into a lease agreement with Yashvardhan Food Industries Private Limited dated June 09, 2025, for the use of various plant and machinery installed at its manufacturing facility

CAPACITY AND CAPACITY UTILISATION

As of, and for year ended March 31st (In MT)														
Location/Plant	**Product type**	**2026 (Up to 15th July, 2025)**				**2025**			**2024**			**2023**		
		Annual Installed Capacity	**Adjusted Installed Capacity**	**Annual Actual Production**	**Capacity Utilization (%)**	**Annual Installed Capacity**	**Annual Actual Production**	**Capacity Utilization (%)**	**Annual Installed Capacity**	**Annual Actual Production**	**Capacity Utilization (%)**	**Annual Installed Capacity**	**Annual Actual Production**	**Capacity Utilization (%)**
NFP Sampoorna Foods Limited, Plot No. C-63, RIICO Industrial Area, Villgae Ghiloth, Tehsil Neemrana, District Kotputli-Behror, Rajasthan-301705, India	Cashew Shell	2,500	267	115	43.07%	1,797	791	44.02%	1,797	1,124.22	62.56%	1,123	680.25	60.56%
NFP Sampoorna Foods Limited, Plot No. C-63, RIICO Industrial Area, Villgae Ghiloth, Tehsil Neemrana, District Kotputli-Behror, Rajasthan-301705, India	Cashew Kernel-Finished	670	71	49	69.01%	587	314	53.49%	587	329.02	56.09%	367	167	45.46%
	Semi-Finished	-		-	-	-	-	-	-	38.34	-	-	75.83	-

Notes:

1) The installed capacity for cashew shell processing has increased from 1,123 MT in FY 2022–23 to 2,500 MT as of 15th July, 2025, reflecting strategic expansion and sustained investment in infrastructure. Additionally, the kernel processing capacity as of the same date stands at 670 MT from 367 MT in FY 2022-23, marking the successful commissioning of the upgraded facility to enhance productivity and meet growing market demand.
2) Production was partially suspended during November and December 2024, as well as in March 2025, due to the transition from the old unit to the newly commissioned facility. A

trial production run was conducted in January and February 2025, resulting in approximately 90 MT of output. The production from both the trial period and the partially suspended periods has been duly incorporated into the production figures for FY 2024–2025.

3) In Financial Year 2025-26 production did not commence in April & May 2025 due to the transition from the old unit to the newly commissioned facility Consequently, regular operations at the new facility began on 9th June 2025. For the financial year 2025–2026 (up to 15th July 2025), only one month of production has been recorded, and proportionate capacity utilization has been calculated accordingly.
4) The installed capacity at the previous facility stood at 1,797 MT for shell processing and 587 MT for kernel processing. The newly commissioned unit has substantially augmented these capacities to 2,500 MT for shell processing and 670 MT for kernel processing, reflecting a strategic upgrade in production capability.
5) The Quality Inspection stage is a bottleneck, with 40–50 workers inspecting only 1,200–2,000 kg/day—less than 10% of the 20,000+ kg daily output—leading to delays and inventory buildup. Addressing this requires scaling manpower or adopting automated inspection to sustain throughput and quality.
6) The plant operates for 300 working days annually, with a daily shift duration of 11 hours for male workers and 10 hours for female workers.
7) For FY 2025–26, capacity utilization calculations have been based on proportionate installed capacity. The number of working days considered up to 15th July is 32, excluding non-operational days. Regular operations at the new facility commenced on 9th June 2025.
8) As informed by the client's management, the production of semi-finished kernels is demand-driven. Accordingly, there was no production of semi-finished kernels during the financial year 2024–2025 and up to the date of reporting.

As Certified by the M/s. Sapient Services Private Limited, Chartered Engineer in their certificate dated September 20th, 2025.

HUMAN RESOURCES

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

As on June 30, 2025, we have the total strength of employees 92 in various departments. The details of which is given below:

S No.	Department	No. of Employees
1	Board of Director	05
2	Legal and Secretarial	01
3	Production (Including Labour)	70*
4	Accounts	03
5	Maintenance	03
6	Stores	02
7	Sales	03
8.	Quality Assurance	04
Total		**92**

**Note: Number of employees keeps fluctuating between 50-100 employees per months.*
Note: As on date of DRHP, our company does not have contractual labour.

The table below presents the number of employees registered with Employee provident fund and employee state insurance as on June 30, 2025:

S No.	Departments	No. of employees	Amount Paid (₹)
1.	Employees Provident Fund (EPF)	40	44,172
2.	Employees State Insurance (ESI)	40	2,299

INTELLECTUAL PROPERTY RIGHTS

Sr. No.	Word / Logo / Mark / Design*	Trademark Type	Class	Trademark Application No.	Status	Application date	Validity
1.		Trademark	29	6540173	Registered	July 23, 2024	July 23, 2034

DOMAIN:

Sr. No.	Domain Name and ID	Registrant	Sr. No.	Domain Name and ID
1.	www.sampoornanuts.com	NFP Sampoorna Foods Limited	September 18, 2021	September 18, 2028

DETAILS OF IMMOVABLE PROPERTY

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

Properties owned/Leased by the Company:

Sr. No.	Details of Property	Licensor/Lessor	Area	Owned/Leased/ License	Consideration/ Lease Rental/License Fee (in ₹)	Usage
1.	Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-	Rajesh Devi	1800 Sq. ft.	Lease Agreement dated February 20th 2024 for a period of 36 months commencing from April 1st 2024 to March 31st	₹85,000/- per month;	Registered Office and Corporate Office

	110015.			2027.		
2.	Plot No. C-63 RIICO Industrial Area, Ghiloth, Tehsil Neemrana – Behror, Alwar – 301706, Rajasthan	M/s Yashvardhan Food Industries Private Limited, Formerely known as Yashvardhan Food Industries	67177.56 Sq. ft	Lease agreement dated June 1st, 2025 for a period of 6 months i.e., from June 1st, 2025 to December 1st, 2025	4,50,000/- month	Manufacturing Unit/ Processing Unit*
3.	Hall – I on First Floor, Municipal No.83, Ward No.III, Gandhi Gali, Tilak Bazar, Delhi-110006	Mrs. Smita Jain	100 sq. ft	Lease agreement dated August 1st, 2025 for a period of 11 months i.e. from August 1st, 2025 to June 30, 2026.	55,000/- month	Sales Outlet
4.	One Hall – II on First Floor, Municipal No.83, Ward No.III, Gandhi Gali, Tilak Bazar, Delhi-110006	Mrs. Aastha Jain	70 sq. ft	Lease agreement dated August 1st, 2025 for a period of 11 months i.e. from August 1st, 2025 to June 30, 2026.	30,000/- month	Godown
5.	Shop No. 40/8, Ground Floor, Gandhi Gali, Fateh Puri, Delhi-110006	Mrs. Parisha Sharma	48 sq. ft	Rent agreement dated January 16, 2025 for a period of 11 months commencing from February 1st 2025 to December 31st, 2025.	95,000/- month	Godown

**The Our Company has obtained the land for its manufacturing facility on lease from Yashvardhan Food Industries Pvt. Ltd., which is a related party being its subsidiary. The lease rental is ₹4,50,000 per month, determined on an arm's length basis. To validate the arm's length nature of the transaction, the Yashvardhan Food Industries Pvt. Ltd. has obtained an independent valuation report from M/s. Shilpkaar Architects, dated 31st May 2025.*

INSURANCE DETAILS

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

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

Sr. No.	Insurance Company	Type of policy	Policy No.	Validity	Insured Amount in ₹	Premium Paid
1.	Zurich Kotak General Insurance Company (India) Limited	Marine Cargo - Open Cover	5943066500	20/06/2025 to. 19/06/2026	20,00,00,000	1,65,201
2.	Zurich Kotak General Insurance Company (India) Limited	Marine Cargo - Open Policy	5943076500	20/06/2025 to 19/06/2026	50,00,00,000	1,29,999
3.	Zurich Kotak General Insurance Company (India) Limited	Burglary Policy	5929294000	20/06/2025 to. 19/06/2026	10,00,00,000	1,180.00
4.	Zurich Kotak General Insurance Company (India) Limited	Zurich Kotak Bharat Laghu Udyam Suraksha.	5929297200	20/06/2025 to. 19/06/2026	10,00,00,000	2,10,040
5.	Shriram General Insurance Company Limited	Employee Compensation Insurance	213044/48/26/000102	19/08/2025 to 18/08/2026	Subject otherwise, to the terms, conditions & Exclusions of the Policy, the amount of Liability incurred by the Insured	1,19,353

UTILITIES AND INFRASTRUCTURE FACILITIES

Raw Material:

Our Company sources raw cashew nuts from key West African regions, including Ghana, Ivory Coast, Benin, Togo, and Conakry and from domestic importers. We also procure raw makhana primarily from Bihar, India through local mandis

and aggregators and premium California almonds through domestic importers and licensed distributors.

Breakup of purchase from domestic and international market:

(Amount in Lakhs)

Financial year	Domestic						Import						*Total*	
	RCN+CN	Almonds	Foxnuts	Others	Total	n %	RCN+CN	Almonds	Foxnuts	Others	Total	In %	Amount	%
FY 2025-2026 (upto June 2025)	464.543	0.807	-	-	465.35	27%	1252.88	--	-	-	1252.88	73%	1718.23	100
FY 2024-25	1215.96	1.97	109.81		1327.74	49%	1378.48	-	-	-	1378.48	51%	2705.9	100
FY 2023-24	697.47	-	-	2.59	700.06	36%	1192.8	-	-	62.37	1255.17	64%	1955.23	100
FY 2022-23	1365.62	-	-	-	1365.62	95.22%	68.59	-	-	-	68.59	4.78%	1434.21	100

**Note: We procured raw cashew nuts from domestic traders, who ultimately sourced them from African countries on our behalf.*

As certified by M/s Ajay K. Kapoor & Company, Chartered Accountants through their certificate dated September 26th, 2025.

Power:

The Company has been sanctioned 110.32 Kilowatts (KW) of power for its manufacturing facility located at RIICO Industrial Area, Rajasthan, by Jaipur Vidyut Vitran Nigam Limited. Additionally, the Company's registered and Corporate office located at Najafgarh Road Industrial Area, New Delhi – 110015, has been sanctioned 5 Kilowatts (KW) of power by Tata Power Delhi Distribution Limited. The sanctioned power is currently being utilised to support operational requirements at the respective locations.

LOGISTICS

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

REPAIR AND MAINTENANCE

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

Waste Management:

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

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

Husk: The second outer covering, also known as the testa or soft covering, removed from the cashew nuts is sold to external parties, where it is further processed to produce katha, a food ingredient, and also serves as a raw material in the production of paper products.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

As on the date of this Draft Red Herring Prospectus, we do not have any Collaboration/Tie Ups/ Joint Ventures.

EXPORT OBLIGATION

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

COMPETITION

The Indian cashew processing industry is highly fragmented and competitive, comprising over 3,900 processing units as of March 2020, with a combined processing capacity of approximately 16.43 lakh metric tonnes per annum, according to the Directorate of Cashew and Cocoa Development (DCCD). The industry includes both organized and unorganized players, resulting in a competitive landscape driven by factors such as raw material procurement efficiency, product quality, pricing, processing capacity, distribution reach, and the ability to ensure consistent supply.

Our Company primarily competes with domestic cashew processors and traders. Despite the fragmented nature of the industry, we believe we possess certain operational strengths that provide a competitive edge:

- **Direct Sourcing Advantage:** Our Managing Director, Mr. Yashvardhan Goel, personally oversees the procurement of raw cashew nuts (RCN) from key sourcing regions in West Africa. This hands-on approach, which includes rigorous sampling and selection, ensures better input quality, higher kernel yields, and improved cost efficiency compared to peers relying on intermediaries.
- **Automated Processing Capacity:** We operate an automated processing facility with a capacity of 15 MT per day, enabling us to meet large institutional orders while maintaining efficiency and cost competitiveness. This scale of operation is significantly higher than many regional players.
- **Strategic Market Presence:** We operate a dedicated outlet in Shop No. 40/8, Ground Floor, Gandhi Gali, Fatehpuri, Delhi-110006, situated in Khari Baoli—Asia's largest wholesale dry fruit market. This provides direct access to a wide base of distributors, wholesalers, and institutional buyers, supporting recurring demand and enhanced market visibility.
- **Quality and Compliance:** Our quality assurance processes adhere to FSSAI food safety standards, enabling us to cater to premium retail segments and institutional buyers who demand consistent product quality and regulatory compliance.
- **Seasonal Procurement Strategy:** We procure RCN during off-season periods when prices are relatively favorable, allowing us to mitigate raw material price volatility and maintain production continuity during high-demand months.

This integrated approach supports our positioning in the domestic cashew market and enhances our ability to respond effectively to evolving customer needs and competitive pressures.

SALES AND MARKETING

The Company's sales and marketing strategy is shaped by the industry experience of its promoters, Mr. Praveen Goel and Mr. Yashvardhan Goel, who contribute to planning and guiding market expansion efforts. Their background in agro-trading helps align the Company's approach with ongoing market trends and customer requirements.

The Company follows a these strategy to expand its reach:

- **Distribution & Institutional Sales**: Led by Mr. Anil Gupta, Vice President – Sales, the focus areas include institutional clients, B2G procurement, and large-volume buyers. The Company also maintains a presence in Khari Baoli, Delhi, which serves as a major distribution channel and provides ongoing market insights.
- **Targeted Customer Segments**: The sales approach addresses the needs of various customer groups including government buyers, institutional clients (such as sweet shops and food processors), and regional distributors and wholesalers.
- **Brand Awareness**: The Company adopts a low-cost, organic model for brand visibility through direct customer interaction, repeat business, and presence in traditional wholesale markets. It avoids aggressive promotional campaigns or exaggerated advertising.

Together, these focused efforts enable the Company to build strong customer relationships, expand its market presence, and support steady business growth.

ENVIRONMENT, HEALTH AND SAFETY

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

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

We are committed to ensuring compliance with these regulations and minimizing our environmental footprint, while prioritizing the well-being of our employees and the communities in which we operate. For further information, see ***"Key Industry Regulations"*** beginning page 147 of this Draft Red Herring Prospectus.

We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations. We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see ***"Government and Other Approvals"*** beginning on page 235 of this Draft Red Herring Prospectus.

KEY INDUSTRY REGULATIONS

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled ***"Government and Other Approvals"*** *beginning on page 235 of this Draft Red Herring Prospectus.*

The Micro, Small and Medium Enterprises Development Act, 2006

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

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

The revised definition is as under:

i. a micro enterprise, where the investment in Plant and Machinery or Equipment does not exceed one Crore rupees and turnover does not exceed five Crore rupees;

ii. a small enterprise, where the investment in Plant and Machinery or Equipment does not exceed ten Crore rupees and turnover does not exceed fifty Crore rupees; and

iii. a medium enterprise, where the investment in Plant and Machinery or Equipment does not exceed fifty Crore rupees and turnover does not exceed two hundred and fifty Crore rupees.

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

The Factories Act, 1948 ("Factories Act")

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

The Food Safety and Standards Act, 2006 ("FSSA Act")

The FSS Act was enacted on August 23, 2006 with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India ("FSSAI"), for laying down science-based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. The FSS Act, among other things, also sets out requirements for licensing and registration of food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and

adjudication by Food Safety Appellate Tribunal. For enforcement, under the FSS Act the 'commissioner of food safety', 'food safety officer' and 'food analyst' have been granted with detailed powers of seizure, sampling, taking extracts and analysis. Penalties are levied for various defaults such as for selling food not of the nature or substance or quality demanded, sub-standard food, misbranded food, misleading advertisement, food containing extraneous matter, for failure to comply with the directions of Food Safety officer, for unhygienic or unsanitary processing or manufacturing of food, for possessing adulterant. Apart from the penalties, there are punishments prescribed for selling, storing, distributing or importing unsafe food, for interfering with seized items, for providing false information, for obstructing or impersonating a Food Safety officer, for carrying out a business without a license and for other subsequent offences. The FSS Act also contains the provision for offences by the companies. Further, the Food Safety and Standards Rules, 2011 ("FSSR") which have been operative since August 5, 2011, provide, among other things, the qualifications mandatory for the posts of the 'commissioner of food safety', 'food safety officer' and 'food analyst', and the procedure for taking extracts of documents, sampling and analysis.

Legal Metrology Act, 2009 ("Legal Metrology Act")

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

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

Consumer Protection Act, 2019 ("COPRA, 2019")

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

The Registration Act, 1908

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

The Companies Act, 2013

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

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

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

The Arbitration and Conciliation Act, 1996

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

Competition Act, 2002

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

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

Rajasthan Stamp Act,1998 and The Indian Stamp Act 1899

Rajasthan Stamp Act,1998 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Rajasthan Stamp Act,1998, an instrument not 'duly stamped' cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence. However, the document can be accepted as evidence in criminal court. Section 90 of the Rajasthan Stamp Act provides that Indian Stamp Act, 1899 shall apply to such instruments as are specified therein.

Rajasthan Agriculture Produce Markets Act, 1961

Agricultural Produce Markets Act has been enacted for improved regulation in marketing of agricultural produce, development of efficient marketing system, promotion of agri-processing and agricultural export and the establishment and proper administration of markets for agricultural produce in the State of Rajasthan. The State

Government of Rajasthan has established a State Agricultural Marketing Board; board has been performing function & duties as assigned by Government of Rajasthan from time to time.

Sale of Goods Act, 1930 (the "Sale of Goods Act")

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

TAX RELATED REGULATIONS

Income Tax Act, 1961

The IT Act is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or rules made thereunder depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of person's resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such company is also required to file its returns by September 30 of each assessment year.

Goods and Service Tax Act, 2017

Rajasthan Goods and Services Tax Act, 2017
Haryana Goods and Services Tax Act, 2017
Central Goods and Services Tax Act, 2017
The Integrated Goods and Services Tax Act, 2017
Delhi Goods and Services Tax Act, 2017
Uttar Pradesh Goods and Services Tax Act, 2017

Goods and Services Tax (GST) is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST shall be levied as Dual GST separately but concurrently by the Union (central tax - CGST) and the States (including Union Territories with legislatures) (State tax - SGST) / Union territories without legislatures (Union territory tax- UTGST). The Parliament would have exclusive power to levy GST. (Integrated tax - IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% 18% and 28%. Besides, some goods and services would be under the list of exempt items.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962,

The Indian Contract Act, 1872

The Indian Contract Act, 1872 codifies the legal principles that governs both oral and written 'contracts 'including express and implied contracts. The Act basically identifies the ingredients of a legally enforceable

valid contract in addition to dealing with certain special type of contractual relationships like indemnity, guarantee, bailment, pledge, quasi contracts, contingent contracts etc. In India, Indian Contract Act, 1872 governs the Contract and it applicability extends to whole of India. It came into force on First day of September 1872. Section 2(h) defines ―Contract as an agreement enforceable by law; in other words, it is a) A Contract is an agreement; an agreement is a promise and a promise is an accepted proposal;
b) An Agreement which is legally enforceable alone is a contract. Section 2(e) of the act defines the term Agreement as, 'every promise or every set of promises forming consideration for each other '. An Agreement is a promise or a commitment or set of reciprocal promises or commitments. An agreement involves an offer or proposal by one person and acceptance of such offer or proposal by another person. Section 2(b) defines term Promise i.e., ―When a person to whom proposal is made signifies his assent thereto, the proposal is said to be accepted. Proposal when accepted becomes a promise. Section 2(d) defines Lawful Consideration as a mean for 'compensation' for doing or omitting to do an act or deed. It is also referred to as 'quid pro quo' viz., 'something in return for another thing'. Section 2(b) defines Promise as ―A Proposal when accepted becomes a promise. In simple words, when an offer is accepted it becomes promise. Section 2(c) defines Promisor and promisee as ―When the proposal is accepted, the person making the proposal is called as promisor and the person accepting the proposal is called as promisee. An agreement enforceable by law is a valid contract. In other words, it satisfies all the requirements of a valid contract as laid down in section 10. If any of the essential requirements is missing it becomes a void contract.

ENVIRONMENT LAWS AND LABOUR LAWS

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESIC Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

National Environmental Policy, 2006

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy: -

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development

- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

Environment Protection Act, 1986 ("Environment Act")

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe: (i) the standards of quality of air, water or soil for various areas; (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas;
(iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")

The Payment of Gratuity Act, 1972 shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

The other labour laws applicable to the Company are:

- Payment of Wages Act, 1936
- Employees' Compensation Act, 1923
- Payment of Bonus Act, 1965
- Industrial Disputes Act, 1947
  Apprentices Act, 1961

Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**")

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act"), Water (Prevention and Control of Pollution) Cess Act, 1977

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Wastes Rules")

The Hazardous Wastes Rules have been enacted to ensure resource recovery and disposal of hazardous wastes, as defined under the Hazardous Wastes Rules in an environmentally sound manner. The Hazardous Wastes Rules apply to all persons who handle, generate, collect, store, pack, transport, use, treat, process, recycle, recover, preprocess, co-process, utilise, offer for sale, transfer, or dispose hazardous and other wastes. In accordance with the provisions of the Hazardous Wastes Rules, every person undertaking any of the aforementioned activities with hazardous, and other wastes, is required to obtain an authorisation for undertaking such activities. Further, an occupier is inter alia, under an obligation to ensure the safe and environmentally sound management of hazardous and other wastes. It may be noted that wastes defined under the Hazardous Wastes Rules are to be disposed only in a facility, duly authorised under the provisions of the Hazardous Wastes Rules.

The Maternity Benefit Act, 1961

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It provides, inter alia, for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women, etc. Government, further amended the Act which is known as The Maternity Benefit (Amendment) Act, 2016, effective from March 28, 2017 introducing more benefits for pregnant women in certain establishments**.**

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

An Act to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. whereas sexual harassment results in violation of the fundamental rights of a woman to equality under articles 14 and 15 of the Constitution of India and her right to life and to live with dignity under article 21 of the Constitution and right to practice any profession or to carry on any occupation, trade or business which includes a right to a safe environment free from sexual harassment, and whereas the protection against sexual harassment and the right to work with dignity are universally recognised human rights by international conventions and instruments such as Convention on the Elimination of all Forms of Discrimination against Women, which has been ratified on the 25th June, 1993 by the Government of India; and whereas it is expedient to make provisions for giving effect to the said Convention for protection of women against sexual harassment at workplace.

REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry ofCommerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at https://firms.rbi.org.in.Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

Ownership restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

Laws related to Overseas Investment by Indian Entities

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

Foreign Trade Policy 2023

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

LAWS RELATING TO INTELLECTUAL PROPERTY

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

- Indian Patents Act, 1970
- The Copyright Act, 1957
- The Trade Marks Act, 1999
- Design Act, 2000

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

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

Trade Marks Act, 1999

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

Designs Act, 2000

The Design Act, 2000 came into force in May 2001 to consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable. A registered design is valid for a period of 10 years after which can be renewed for a second period of 5 years, before the expiration of the original period of 10 years. After such period the design is made available to the public by placing it in the public domain.

OTHER GENERAL REGULATIONS

State Laws

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Other regulations

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

HISTORY AND CORPORATE STRUCTURE

COMPANY'S BACKGROUND

NFP Sampoorna Foods Limited ("the Company") was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation dated December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 issued by the Registrar of Companies, Central Registration Centre. Prior to incorporation as a public limited company, the business was operated as a partnership firm under the name M/s Nut and Food Processor. Pursuant to a resolution passed by the partners on October 28, 2023, the partnership was converted into a public limited company and the name was changed to NFP Sampoorna Foods Limited. Subsequently, on June 30, 2025, the Company acquired M/s Yashvardhan Food Industries Private Limited on a going concern basis through a share swap agreement dated June 30th, 2025. This acquisition was approved by the shareholders of the Company pursuant to a resolution passed on June 30, 2025.

Further, the Company has changed its registered office from C/o Ashok Gupta, Nathupur, P.S. Rai, Sonipat, Haryana – 131029 to Ground Floor, B-3A & B-3B, Plot No. 70, Najafgarh Road Industrial Area, Rama Road, New Delhi – 110015. Pursuant to this change, our company has received fresh Certificate of Incorporation dated September 24, 2025, bearing Certificate of Incorporation (CIN) U10793DL2023PLC455908 issued by the Registrar of Companies, Central Registration Centre.

Mr. Praveen Goel, Mr. Yashvardhan Goel and Mrs. Anju Goel are the present promoter's of our Company.

As on date of this Draft Red Herring Prospectus, our Company has Eight (8) shareholders.

For information on our Company's profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, please refer the sections entitled *"**Industry Overview**"*, ***"Business Overview"***, *"**Our Management**"*, *"**Financial information of our company**"* and *"**Management 's Discussion and Analysis of Financial Condition and Results of Operations**"* on pages 102, 109, 163, 189 and 219 respectively.

REGISTERED OFFICE

The Registered Office of the Company is situated at Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi- 110015.

Changes in Registered Office of the Company since incorporation

There has not been any change in our Registered Office since incorporation till date of this Draft Red Herring Prospectus except the change mentioned hereunder:

From	To	With effect from	Reason for Change
C/O Ashok Gupta Nathupur, P.S.Rai, Sonipat, Haryana, India, 131029.	Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015.	September 24, 2025	For Administrative Convenience

Address of Corporate Office:

The Corporate Office of the Company is situated at Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi- 110015.

Changes in Corporate Office of the Company since incorporation

There has been no change in Corporate Office since Incorporation.

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The main object of our Company is:

1. To carry on the business of agriculture, cultivation and farming, in all their branches and to raise, plant, cultivate, grow, produce, buy, sell, import, export or otherwise trade or deal in and with crops, seeds, fruits, vegetables, grains, edible nuts like almonds, cashew, hazelnuts etc. and all kinds of related products and by products of the soil weather in manufactured form or otherwise.

2. To carry on business in India and abroad of cultivation, manufacturing, preserving, packing, canning, drying, freezing, extracting, bottling, preparing, trading, marketing, importing, exporting, improving, producing, processing, preparing, buying, selling, dealing in vegetables, fruits, edible nuts, fast foods, packed foods products, health and diet drinks, confectionery items, sweets, cereals products and various other agricultural products along with all seeds in all forms, whether in raw state, fresh, dehydrated, frozen, dried, processed or in any other form.

3. To establish, carry on, manage, operate and franchise the business through India or elsewhere of manufacturing, selling, marketing and distributing of foods products.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Sr. No.	Particulars	Date ofMeeting	Type of Meeting
1.	Increase in Authorised Share Capital of the Company from Rs. (1,000 Lakh) divided into 1,00,00,000 equity shares of Rs. 10/- each to Rs. (1,430 Lakh) divided into 1,43,00,000 equity shares of Rs. 10/- each.	29th July, 2025	Extra-Ordinary General Meeting
2.	Alteration of Registered office clause for shifting of Registered office from state of Haryana to National capital territory of New Delhi.	14th May, 2025	Extra-Ordinary General Meeting

MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below.

Year	Major Events
2020-21	Our Business, established in November 2019, the Company commenced successful commercial operations and recorded a turnover of ₹309.19 lakhs in the financial year 2020–21.
2021-22	Mr. Yashvardhan Goel and Praveen Goel acquired the partnership firm and subsequently managed the business
2021-22	Sampoorna Nuts accomplished an exceptional growth trajectory, surpassing 100% growth, and achieving a robust top line of 748.69 lakh Rupees during the fiscal year 2021-22. This remarkable achievement coincided with our successful penetration and establishment within the B2B market segment.
2022-23	In 2023, Pursuant to a resolution passed by the partners at a meeting held on October 28, 2023, the partnership firm was converted into a public company, and consequently, the name of the company was changed to NFP Sampoorna Foods Limited.
	Sampoorna Nuts persisted in its resolute dedication, achieving yet another extraordinary milestone with over 100% growth in the subsequent fiscal year. This exceptional performance resulted in a formidable top line of approximately 1674.68 lakh rupees. The company's strategic advantage over other processors was evident through direct procurement from African farms, underpinning its robust market positioning and continued upward trajectory
2023-24	In the fiscal year of 2023-24, Sampoorna Nuts responded strategically to the burgeoning demand for healthy dietary options amidst a growing population. The company embarked on an expansion journey into the B2C market, leveraging prominent e-commerce platforms like Amazon and Flipkart. This trategic move fueled significant growth, with revenues reach to a pinnacle of 2374.14 lakh rupees in the current fiscal year. Furthermore, a noteworthy milestone was achieved with the establishment of a second processing unit, a crucial step aimed at meeting the escalating demand for Sampoorna cashew nuts in the market
2024-2025	In the fiscal year of 2023-24, Sampoorna Nuts responded strategically to the burgeoning demand for healthy dietary options amidst a growing population. The company embarked on an expansion

	journey into the B2C market, leveraging prominent e-commerce platforms like Amazon and Blinkit. This trategic move fueled significant growth, with revenues reach to a pinnacle of 3,563.67 lakh rupees in the current fiscal year i.e, 2024-2025.
2024-2025	In the fiscal year of 2024-25, Sampoorna Nuts expanded its product offerings by entering the almonds and makhana (fox nut) segments, thereby strengthening its portfolio in the healthy snacks category.
2025-2026	In the fiscal year of 2025-26, NFP Sampoorna Foods Limited acquired of Yashvardhan Food Industries Private Limited through a share swap agreement, as approved by the board resolution on 30th June 2025. This acquisition has led to Yashvardhan becoming a wholly owned subsidiary, further enhancing the Company's operational reach and market presence.

Accreditations, Key Awards, or Recognition of Our Company

Our establishment got recognition due to various publications coverage for constant growth in Cashew Nut processing in Northern part of country such as

Sampoorna Nuts, Marking a strong presence in the Indian Cashew Industry- Zee News.
Cashew King; How Sampoorna Nuts is Creating a Niche in the Indian Cashew Market- Hindustan Times
Sampoorna Nuts: The Most Trusted Brand in Cashew Industry- www.lokmattimes.com
Sampoorna Nuts: The Brand Story - Indian Brand and Leadership Conclave 2024- INDIA's RISING STAR

OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled **"*Business Overview*", "*Industry Overview*"** and **"*Management's Discussion and Analysis of Financial Conditions and Results of Operations*"** beginning on page no. 109, 102 and 219 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled **"*Our Management*" and "*Capital Structure*"** beginning on page 163 and 66 respectively of this Draft Red Herring Prospectus.

Material Acquisitions/ Amalgamations/ Mergers/ Revaluation of Asset/ Divestment Of Business/ Undertaking

Except as below mentioned, there has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in the last 10 years.

Acquisition

Our Company has acquired 32,00,062 (100%) Equity Shares in Yashvardhan Food Industries Private Limited resulting in Wholly Owned Subsidiary Company w.e.f. June 30, 2025.

Holding Company

There is no Holding Company as on the date of this Draft Red Herring Prospectus.

SUBSIDIARIES OF THE COMPANY

As on the date of filing of this Draft Red Herring Prospectus, the company has one subsidiary company in the name of Yashvardhan Food Industries Private Limited bearing CIN No. U01252DL2025PTC450775 having Registered office at E-37, Kirti Nagar, Shahjahanpur, West Delhi, New Delhi, Delhi, India, 110015.

Details of Wholly Owned Subsidiary Company:

Name of Subsidiary Company	Yashvardhan Food Industries Private Limited
Date of Incorporation	27/06/2025
CIN Number	U77300DL2025PTC450775

<table>
<tr><td>Nature of Business</td><td>The Company is engaged in the business of agriculture and agro-based products, including cultivation, farming, processing, and trading of agricultural commodities. Its operations include activities such as growing, procuring, processing, packaging, and marketing of fruits, vegetables, grains, and edible nuts, including almonds, cashews, hazelnuts, and other related products and by-products.
The Company is also involved in the manufacturing, preservation, and sale of food and agro-products in various forms, including raw, fresh, dehydrated, frozen, dried, and processed formats. Its product offerings may include fast food items, packaged food products, health and diet-based consumables, confectionery items, and other allied products.
The Company undertakes business both in India and overseas, with an emphasis on maintaining quality standards across its sourcing, processing, and distribution activities.
The company can buy, lease, rent out, sublease, or license both movable and immovable property, including land, buildings, machinery, warehouses, and other structures. It can also earn income from these properties through rent, lease payments, licensing fees, or any other method to make the best use of its resources and assets.</td></tr>
<tr><td>Capital Structure as on date of this Draft Red Herring Prospectus</td><td><table>
<tr><th>Sr. No.</th><th>Name of Shareholders</th><th>No. of Shares</th><th>% of Holding</th></tr>
<tr><td>1.</td><td>NFP Sampoorna Foods Limited</td><td>32,00,062</td><td>99.99</td></tr>
<tr><td>2.</td><td>Praveen Goel (Beneficial Owner-NFP Sampoorna Foods Limited)</td><td>01</td><td>Negligible</td></tr>
</table></td></tr>
<tr><td>Share Holding of our company in Associate Company</td><td>As on date of this Draft Red Herring Prospectus our company is holding 32,00,062 equity shares in Yashvardhan Food Industries Private Limited, which constituted 100% equity shares of the company.</td></tr>
<tr><td>Amount of Accumulated profit or losses of the Associate(s) not accounted for by our company</td><td>Till the date of this Draft Red Herring Prospectus there is no Accumulated profits or losses of the associate not accounted for by our company.</td></tr>
</table>

List of Directors of Subsidiary Company:

Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Yash Vardhan Goel	NIL	NIL
2.	Praveen Goel	01	Negligible

Common pursuit with subsidiary Company

Except Yashvardhan Food Industries Private Limited, there is no other entity which are engaged in similar line of business as our Company as on date of this Draft Red Herring Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

Associate Company

There is no Associate Company as on the date of this Draft Red Herring Prospectus.

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 66 of this Draft Red Herring Prospectus. For details of our Company's debt facilities, please refer section "Financial Information of our Company" on page 189 of this Draft Red Herring Prospectus.

Injunction or restraining order

There are no injunctions/ restraining orders that have been passed against the Company.

Revaluation of Assets

Our Company has not revalued its assets since incorporation.

Defaults or Rescheduling of borrowings with financial institutions/banks and Conversion of loans into Equity Shares

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Draft Red Herring Prospectus. Furthermore, except as disclosed in chapter titled "Capital Structure" beginning on Page 66 of this Draft Red Herring Prospectus, none of the Company's loans have been converted into equity in the past.

Lock-out or strikes

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

Shareholders of our Company:

Our Company has Eight (8) shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern ofour Company, please refer to the chapter titled "***Capital Structure***" beginning on page 66 of this Draft Red Herring Prospectus.

Changes in the Management

For details of change in Management, please see chapter titled "***Our Management***" on page 163 of this Draft Red Herring Prospectus.

Changes in activities of our Company during the last five (5) years

There has been no change in activities of our Company during the last five (5) years.

Shareholders Agreements

As on the date of this Draft Red Herring Prospectus, 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.

Collaboration Agreements

As on the date of this Draft Red Herring Prospectus, our Company is not a party to any collaboration agreements.

Material Agreement

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

OTHER AGREEMENTS

Non-Compete Agreement

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

Joint Venture Agreement

Our Company has not entered into any Joint venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

Strategic Partners

Our Company does not have any strategic partners as on the date of this Draft Red Herring Prospectus.

Financial Partners

Our Company does not have any financial partners as on the date of this Draft Red Herring Prospectus.

Corporate Profile of our Company

For details on the description of our Company's activities, the growth of our Company, please see *"**Business Overview**"*, *"**Management's Discussion and Analysis of Financial Conditions and Results of Operations**"* and *"**Basis of Issue Price**"* on pages 109, 219 and 90 of this Draft Red Herring Prospectus.

BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

Currently, our Company have Five (5) directors of which two (2) are Executive Director One (1) are Non-Executive Director and two (2) are Independent Directors.

Set forth below are details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus

Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment / Reappointment	Other Directorships / Designated Partners
Name: Praveen Goel **Father's Name**: Mahesh Goel **Address**: E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015 **Date of Birth**: May 31, 1973 **Age:** 52 Years **Qualification**: • Graduation in Bachelor of Commerce from Delhi College of Arts & Commerce, Netaji Nagar, New Delhi **Designation**: Chairman & Non-Executive Director **Status**: Non-Executive Director **DIN**: 01914107 **Occupation**: Business **Nationality**: Indian **Term:** Retire by Rotation **Original Date of Appointment:** December 13, 2023	Appointed as a Director at the time of incorporation of the Company w.e.f. December 13, 2023. Change in designation as Non-Executive Director of the Company w.e.f June 11th 2024 & Also redesignated as Chairman of the Company w.e.f 5th July 2024.	**Directorships** 1. Yashvardhan Food Industries Private Limited 2. Mundra Coke Limited 3. Ultimate Plywood Trading (India) Private Limited 4. Yasho Energy Private Limited 5. Gopi Ram Flour Mills Private Limited **Other Venture** 1. Goel Brick Industries 2. Praveen Kumar Goel HUF 3. Indian Coal Company 4. C.B Goel
Name: Yash Vardhan Goel **Father's Name**: Praveen Goel **Address**: E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015 **Date of Birth:** May 14, 1999 **Age**: 26 Years **Qualification**: Completed Graduation in Bachelor of Commerce from Kalinga University in the year 2020 **Designation**: Managing Director **Status:** Executive Director **DIN**: 10425908 **Occupation**: Business **Nationality**: Indian **Term:** Three (3) Years w.e.f 11th June 2024 & Liable to Retire by Rotation **Original Date of Appointment:** December 13, 2023	Appointed as a Director at the time of incorporation of the Company w.e.f. December 13, 2023. Change in Designation as the Managing Director of the Company for a period of 3 years w.e.f. June 11th 2024.	**Directorships** 1. Yashvardhan Food Industries Private Limited **Other Venture** 1. Bharat Logistics
Name: Anju Goel **Father's Name**: Lakshmi Chand Agarwal **Address**: E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015 **Date of Birth:** September 20, 1976 **Age**: 49 Years **Qualification:** Pursued Graduation in Bachelor of Commerce from University of Calcutta in the year 1998. **Designation**: Whole Time Director **Status:** Executive Director	Appointed as a Director at the time of incorporation of the Company w.e.f. December 13, 2023. Change in Designation as the Whole- Time Director of the Company for a period of 3 years w.e.f. June 11th 2024.	**Directorships** - **Other Venture** -

DIN: 02525953 **Occupation**: Business **Nationality**: India **Term:** Three (3) Years w.e.f 11th June 2024 & Liable to Retire by Rotation **Original Date of Appointment:** December 13, 2023		
Name: Ankur Sharma **Father's Name**: Raghavendra Prasad Sharma **Address**: 1 Rajpur, 1 Goura Nagar, Airtel Tower Vrindavan, Uttar Pradesh Mathura Uttar Pradesh-281121. **Date of Birth:** November 17, 1986 **Age**: 38 Years **Qualification**: • Master Degree in Business Administration from the ICFAI University Dehradun in the year 2010 **Designation**: Independent Director **Status:** Non-Executive Director **DIN:** 10481275 **Occupation**: Professional **Nationality**: India **Term:** Five (5) years w.e.f. February 22, 2024 **Original Date of Appointment:** February 22, 2024	Appointed as Non-Executive Independent Director for a period of 5 years w.e.f February 22, 2024.	**Directorships** - **Other Venture** -
Name: Rajesh Arora **Father's Name:** Tirath Ram **Address:** 12 Old Gandhi Nagar Ghaziabad Uttar Pradesh -201001. **Date of Birth:** October 16, 1962 **Age:** 62 Years **Qualification:** Member of the Institute of Chartered Accountants of India holding a valid certificate of practice number. **Designation:** Independent Director **Status:** Non-Executive Director **DIN:** 00341999 **Occupation:** Professional **Nationality:** India **Term:** Five (5) years w.e.f. February 22, 2024 **Original Date of Appointment:** February 22, 2024	Appointed as Non-Executive Independent Director for a period of 5 years w.e.f February 22, 2024.	**Directorships** 1. Arora Rajesh and Company Private Limited 2. Forethought Advisory Services Private Limited 3. Keystone Finance Limited 4. ARC Fintax Private Limited

BRIEF PROFILE OF OUR DIRECTORS

1. Mr. Praveen Goel, *Chairperson and Non-Executive Director, Age 52 Years*

Mr. Praveen Goel, aged 52 years, is the Chairman, Non-Executive Director, and Promoter of our Company. He holds a Bachelor of Commerce degree from the University of Delhi (1994) and has over 29 years of entrepreneurial experience across multiple sectors including food processing, logistics, coal trading, and building materials. He has been integral part to the company since the inception of company.

He began his career in 1995 with the management of a brick manufacturing unit and has since been involved in various business ventures such as Goel Brick Industries, Bharat Logistics, and India Coal Company. He has also handled material supply contracts for Jindal Saw Limited, contributing to his expertise in logistics and operations.

As the founder of NFP Sampoorna Foods Limited, Mr. Goel brings a strong background in e-business, including prior association with the ESSEL/ZEE Group. Under his leadership, Sampoorna Nuts has witnessed significant growth, including a 100% annual growth rate in cashew processing, driven by his strategic vision and operational efficiency.

Mr. Goel was appointed to the Board of our Company on December 13, 2023, and designated as Non-Executive Director on June 11, 2024, for a period of three years. His extensive business acumen and leadership are instrumental in guiding the Company's strategic direction.

2. *Yash Vardhan Goel,* Managing Director, Age 26 Years

Mr. Yash Vardhan Goel, aged 26 years, is the Promoter and Managing Director of our Company. He holds a Bachelor of Commerce degree from Kalinga University, Raipur (2020), and brings over six years of entrepreneurial experience across sectors including food processing, logistics, and international trade.

He began his career in 2018 with Bharat Logistics, gaining early exposure to supply chain and transportation operations. In 2021, he acquired NFP Sampoorna Foods Limited (formerly known as Nut and Food Industries), where he has played a key role in driving business growth, expanding market presence across North India, and establishing scalable operational frameworks. Mr. Yash Vardhan Goel has also developed strong relationship-building skills, with a proven track record of enhancing sales and strengthening customer relations.

Mr. Goel is recognized for his strategic thinking, operational execution, and ability to build strong supplier and customer relationships. His focus on process optimization, quality control, and brand visibility has significantly contributed to the Company's performance.

3. Mrs. Anju Goel, Whole-time Director, Age 49 Years

Anju Goel, aged 49, serves as an Whole time and Executive Director of the company. She holds a Bachelor of Commerce degree from the University of Calcutta (1998) and brings around four years of experience in business and employment, along with relevant expertise in various fields. Prior to her current role, Anju was a Director at YASHO Energy Private Limited from July 25, 2012, to April 12, 2018, where she honed her skills in project management and business development. Known for her proactive approach, she is dedicated to accomplishing tasks efficiently and adapting to changes in a dynamic business environment. Anju has also developed strong presentation and relationship-building skills, with a proven track record in enhancing sales and customer relations.

4. Mr. Rajesh Arora, Independent Director, Age 62 Years

Rajesh Arora aged 62, serves as an Independent Director of the company. He is a Qualified Chartered Accountant, having completed his degree from the Institute of Chartered Accountants (ICAI) in 1986. With around four decades of experience as a Practicing Chartered Accountant, Rajesh possesses expertise in his field. His professional journey includes roles as a Director at several firms, including Arora Rajesh and Company Private Limited since December 26, 1996; Keystone Finance Limited since March 19, 1997; ARC Fintax Private Limited since February 22, 2008; and Forethought Advisory Services Private Limited since October 17, 2017. Throughout his career, he has developed strong skills in client relationship management, sales techniques, competitive analysis, brand management, and project team leadership, making him a valuable asset to the company

5. *Ankur Sharma, Independent Director, Age 38 Years*

Mr. Ankur Sharma, aged 38, serves as an Independent Director of the company. He holds a Master of Business

Administration degree from ICFAI University, Dehradun, which he completed in 2010. With around 12 years of experience in the finance departments of various corporations, Ankur brings a diverse range of skills and knowledge to his role. He spent 8.5 years at the Akshaya Patra Foundation in human resources, where he developed a strong foundation in organizational management, and subsequently served as Assistant Manager of HR at Bhaktivedanta Hospital for 2.5 years. Throughout his career, Ankur has gained expertise in financial management, strategic planning, and leadership, equipping him with a deep understanding of corporate finance that adds significant value to the company.

Confirmations

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- 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.
- None of the above-mentioned Directors are on the RBI list of wilful defaulters or fraudulent borrower as on the date of fillingof this Draft Red Herring Prospectus.
- Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.

There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year inrespect of Directors and promoters of our company.

Except as disclosed in chapter titled ***"Outstanding Litigations and Material Developments"*** beginning on Page 229 of this Draft Red Herring Prospectus, there is no criminal cases filed or being undertaken with regard to alleged commission of any offence by any of our directors which also effected the business of our company and none of directors of our Company have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.

Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been not debarred from accessing the capital market by SEBI or any other Regulatory Authority.

Nature of any family relationship between any of our Directors:

Except for Mr. Praveen Goel and Mrs. Anju Goel, who are related to each other as husband and wife, and Mr. Yashvardhan Goel, who is their son, none of the Directors of the Company are related to each other within the meaning of "relative" as defined under Section 2(77) of the Companies Act, 2013.

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

Our Company has passed a Special Resolution in the Extra-ordinary General Meeting of the members held on December 15, 2023,authorising the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 100 Crore (Rupees hundred Crores only).

Compensation of our Managing Director and Whole Time Directors

The compensation payable to our Managing Director and Whole-time Directors 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 and Whole Time Director:

(IN LAKHS)

Particulars	Mr. Yashvardhan Goel	Mrs. Anju Goel
Re-Appointment / Change inDesignation	June 11, 2024	June 11, 2024
Designation	Managing Director	Whole-Time Director
Term of Appointment	3 Years	3 Years
Remuneration paid for Quarter ended June 30, 2025	-	-
Remuneration paid for financial year March 31, 2025	-	-
Remuneration paid for financial year March 31, 2024	-	2.78
Remuneration paid for financial year March 31, 2023	6.00	-

Bonus or Profit-Sharing Plan for our Directors

We have no bonus or profit-sharing plan for our directors.

SITTING FEE

The Articles of Association of our company provide that payment of sitting fees to Directors (other than Managing Director & Whole-Time Directors) for attending a meeting of the Board or a Committee thereof shall be decided by the Board of Directors from time to time within the applicable maximum limits. Our Board of Directors has resolved in their meeting dated 5th July 2024, as per Section 197(5) of the Companies Act, 2013, read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and hereby accords to pay sitting fees to Non-Executive Independent Directors of the Company of Rs. 10,000/- (Rupees Ten Thousand Only) with immediate effect for every meeting of the Board of Directors attended by them.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

Sr. No.	Name of Director	No. of Shares held	Holding in %
1.	Mr. Praveen Goel	43,73,513	53.50
2.	Mr. Yashvardhan Goel	35,63,310	43.59
3.	Mrs. Anju Goel	100	Negligible

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

INTEREST OF OUR DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled "**Our Business**" beginning on page 109 of this Draft Red Herring Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/ Members/ Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to "Statement of Financial Indebtedness" on page 216 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft red herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them. Except Praveen Goel, Yash Vardhan Goel, and Anju Goel who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

Except as stated in this section **"Our Management"** or the section titled **"Restated Financial Statement – Annexure 39-Related Party Transactions"** beginning on page 163 and 214 respectively of this Draft Red herring 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

Except as disclosed above and in the chapters titled "Business Overview" and "Restated Financial Statement – Related Party Transactions" and "History and Corporate Structure" on page , 109 and 214 respectively of this Draft Red Herring Prospectus, our Directors do not have any interest in any property acquired two years prior to the date of this Draft Red Herring Prospectus.

CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS

Sr. No.	Name of the Director	Date of Appointment/Change Designation	Reason for Change
1.	Rajesh Arora	February 22, 2024	Appointment as Independent Director
2.	Ankur Sharma	February 22, 2024	Appointment as Independent Director
3.	Praveen Goel	June 11, 2024	Change in designation to Non-Executive Director
4.	Yashvardhan Goel	June 11, 2024	Change in designation to Managing Director
5.	Anju Goel	June 11, 2024	Change in designation to Whole Time Director

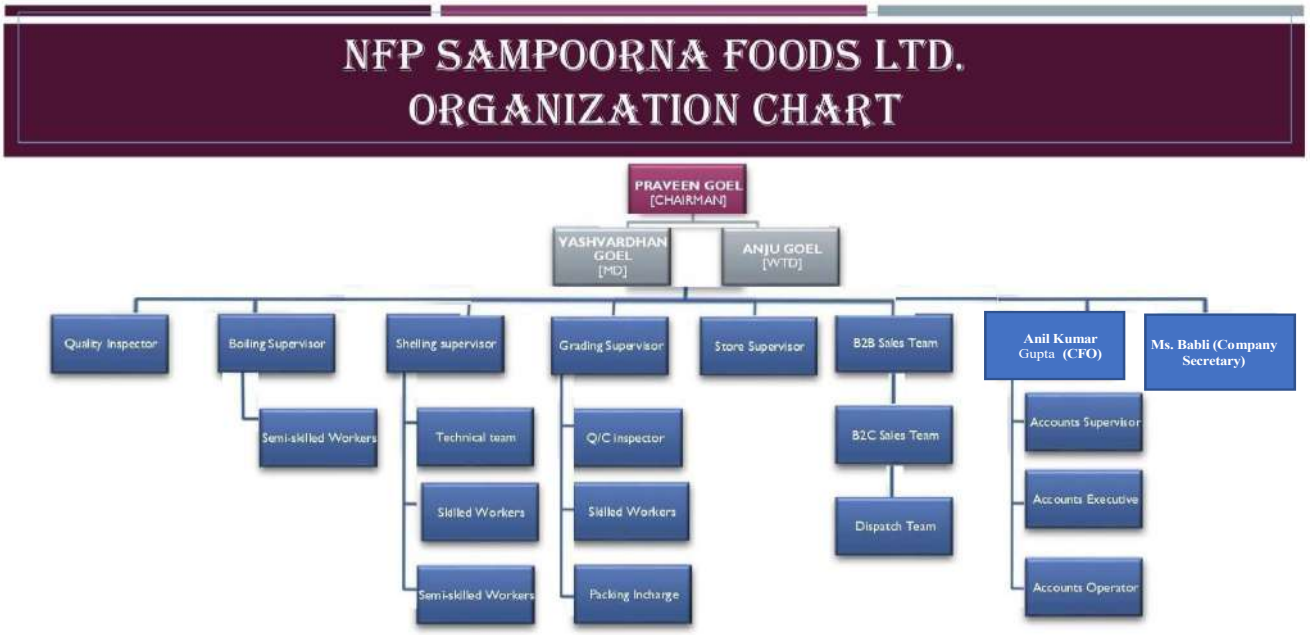
POLICIES ADOPTED BY OUR COMPANY

Our Company has adopted the following policies:

- Policy on Code of Conduct for Directors and Senior Management.
- Policy of Nomination and Remuneration.
- Policy and Procedure for inquiry in case of leak of Unpublished Price Sensitive Information.
- Policy on Whistle Blower and Vigil Mechanism.
- Policy on Related Party Transactions (RPT).
- Policy for Preservation of Documents and Archival of Documents.
- Policy for Prevention of Sexual Harassment.
- Policy on Familiarization programme of Independent Directors.
- Policy for identification of its Materiality subsidiary.
- Policy on Identification of Material Litigations and Material Creditors.
- Policy for determination of materiality of events and information to be disclosed to the Stock Exchanges.
- Policy for determination of Group Company.
- Policy for determination of "Legitimate Purposes".

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -



CORPORATE GOVERNANCE

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the SEBI LODR Regulations And clause (b) to (i) of sub-regulation (2) of regulation 46 and Para C ,D and E of Schedule is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Red Herring Prospectus, our Company has 5 (Five) Directors on the Board, 1 (One) as Managing Director, 1 (One) Whole Time Director, 1 (One) Chairman and Non- Executive Director and 2 (Two) as Non-Executive Independent Directors.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has Three (3) committees which have been constituted/ re-constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders' Relationship Committee, and (iii) Nomination and Remuneration Committee.

Audit Committee.

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on June 13, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Member	Nature of Directorship	Designation in Committee
Rajesh Arora	Independent Director	Chairman
Ankur Sharma	Independent Director	Member
Yash Vardhan Goel	Managing Director	Member

Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

Power/Responsibility of the Audit Committee:

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference
2. to seek information from any employee
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

A. Roles and Powers of the Audit Committee

The Audit Committee shall have the following powers and roles:

1) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

2) Review and monitor the auditor's independence and performance, and effectiveness of audit process; Examination and reviewing of the financial statement and the auditors' report thereon before submission to the board for approval, with particular reference to:

   Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of Sub: Section 3) of Section 134 of the Act;

   i. Changes, if any, in accounting policies and practices and reasons for the same;
   ii. Major accounting entries involving estimates based on the exercise of judgment by management;
   iii. Significant adjustments made in the financial statements arising out of audit findings;
   iv. Compliance with listing and other legal requirements relating to financial statements;
   v. Disclosure of any related party transactions;
   vi. Qualifications in the draft audit report

3) Examination and reviewing, with the management, the quarterly financial statements before submission to the board for approval;

4) Approval or any subsequent modification of transactions of the Company with related parties;

5) Scrutiny of inter-corporate loans and investments;

6) Valuation of undertakings or assets of the Company, wherever it is necessary;

7) Evaluation of internal financial controls and risk management systems;

8) Monitoring the end use of funds raised through public offers and related matters;

9) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

10) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

11) 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;

12) Discussion with internal auditors of any significant findings and follow up thereon;

13) 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;

14) Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

15) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

16) Approve payment to statutory auditors for any other services rendered by the statutory auditors;

17) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18) Approval of appointment of Chief Financial Officer (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. Of the candidate;

19) Oversee the procedures and processes established to attend to issues relating to the maintenance of books of accounts, administrations procedures, transactions and other matters having a bearing on the financial position of our company, whether raised by the auditors or by any other person;

20) Act as a compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;

21) Reviewing the Management discussion and analysis of financial condition and results of operations;

22) Reviewing the Management letters / letters of internal control weaknesses issued by the statutory auditors;

23) Reviewing the Internal audit reports relating to internal control and weaknesses;

24) Reviewing the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

25) Reviewing the functioning of the Whistle Blower mechanism;

26) Reviewing/redressal of complaint/s under the Sexual Harassment of Women at Workplace (Prohibition, Prevention & Redressal) Act, 2013;

27) Subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto. Such approval can be in the form of omnibus approval of related party transactions, subject to conditions not inconsistent with the conditions specified in Regulation 23(2) and Regulation 23(3) of the SEBI LODR Regulations;

28) Establishment of a vigil mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy in such manner as may be prescribed, which shall also provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases;

29) Review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

30) Such other functions/ activities as may be assigned/ delegated from time to time by the Board of Directors of the Company and/ or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and SEBI (LODR) Regulations.

Meeting of Audit Committee and Relevant Quorum.

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Stakeholders' Relationship Committee.

Name of the Member	Nature of Directorship	Designation in Committee
Praveen Goel	Non-Executive Director	Chairman
Ankur Sharma	Independent Director	Member
Yash Vardhan Goel	Managing Director	Member

Our Company has formed a Stakeholders Relationship Committee vide Board Resolution dated June 13, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

The Company Secretary of the Company will act as the Secretary of the Committee.

The Role of Stakeholders' Relationship Committee shall include the following, but shall not be limited to:

Resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and to review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints.

1. Considering and resolving the grievance of security holders of the Company including complaints related to transfer of shares non-receipt of annual report and non-receipt of declared dividends,
2. Monitoring transfers, transmissions, dematerialization, dematerialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of shares and debenture,
3. Reference to statutory and regulatory authorities regarding investor grievances,
4. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances,
5. Such other functions / activities as may be assigned / delegated from time to "time by the Board of Directors of the Company and/or pursuant to the Provisions of the Act read with SEBI (LODR) Regulations, 2015,"

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The Stakeholders' Relationship committee shall meet at least once in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for attending the meeting of the Stakeholders Relationship Committee shall be 1/3rd of the total strength or 2 members, whichever is higher.

Nomination and Remuneration Committee.

Our Company has formed the Nomination and Remuneration Committee vide board resolution dated June 13, 2024 as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and Regulation 19 of SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Committee comprises the following members:

The Nomination and Remuneration Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Ankur Sharma	Independent Director	Chairman
Rajesh Arora	Independent Director	Member
Praveen Goel	Non-Executive Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The Role of Nomination and Remuneration Committee shall include the following, but shall not be limited to:

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees,
(2) Formulation of criteria for evaluation of Independent Directors and the Board,
(3) Devising a policy on Board diversity,
(4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance,
(5) Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time/ Executive Director(s), including all elements of remuneration package,
(6) To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks,
(7) Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines,
(8) Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities,
(9) Formulating and recommending to the Board of Directors for its approval and also to review from time to time, a nomination and remuneration policy or processes, as may be required pursuant to the provisions of the Companies, Engaging the services of any consultant/ professional or other agency for the purpose of recommending compensation structure / policy.

Meeting of Nomination and Remuneration Committee and Relevant Quorum

The Quorum shall be two members or one third of total members including atleast one independent Director . The Committee shall meet atleast once in a Year.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of NSE Limited i.e., NSE EMERGE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence of the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of NSE. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the NSE EMERGE. The Board of Directors at their meeting held on June 13th, 2024 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

OUR KEY MANAGERIAL PERSONNEL

Our Company is supported by a well-laid team having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:

Name, Designation & Educational Qualification	Age (Year)	Date of joining as KI	Compensation paid for the Period ended 30th June,2025 (in Rs Lakhs)	Over experience years)	Previous employment
Name: Mr. Yashvardhan Goel **Designation:** ManagingDirector **Qualification:** Bachelor of Commerce from Kalinga University in the year 2020.	26	Managing Director w.e.f. June 11, 2024	NIL	06 Years	-
Name: Mrs. Anju Goel **Designation:** Whole Time Director **Qualification:** Pursued Graduation in Bachelor of Commerce from University of Calcutta in the year 1998.	49	Whole- time Director w.e.f. June 11, 2024	NIL	04 Years	-
Name: Mr. Anil Kumar Gupta **Designation:** Chief Financial Officer **Qualification:** Bachelor of Commerce degree from the University of Delhi and Associate member of The Institute of Company Secretaries since March 2019.	55	Appointed on July, 01, 2024	3.55	20 years	Fedder's Lloyd Corporation Limited
Name: Ms. Babli **Designation:** Company Secretary &Compliance Officer **Qualification:** Associate member of The Institute of Company Secretaries since December 2023.	29	Appointed on February 01st, 2025	1.19	1.5 years	M/s Cue Learn Private Limited

Our Senior Managerial Personnel

Sr. No.	Particulars	Details
1.	Name	Anil Kumar Gupta
	Designation	Vice President Of Sales
	Date Of Joining	April 2024
	Qualification	Bachelor's degree in Mechanical Engineering and a Post Graduate Diploma in Business Management (PGDBM)
	Remuneration for the Period ended June 30th, 2025 (₹ In Lakhs)	2.48 Lakhs
	Experience	Born on March 21, 1974, Mr. Anil Kumar Gupta holds a Bachelor's degree in Mechanical Engineering and a Post Graduate Diploma in Business Management (PGDBM). He has 27 years of experience in Sales and Marketing. Mr. Gupta joined the company on June 1, 2024, and currently serves as the Vice President of Sales. Prior to joining, he held leadership positions at General Electric and Andritz Hydro. Under his guidance, the sales division has seen measurable improvements in client acquisition, regional penetration, and operational alignment with long-term growth objectives, particularly across the Asian region.
	Details Of Previous Employment	Headed Hydro Business Sales & Marketing In Ge And Continuing In Andritz Hydro

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

***Yash Vardhan Goel,* Managing Director, Age 26 Years**

Mr. Yash Vardhan Goel, aged 26 years, is the Promoter and Managing Director of our Company. He holds a Bachelor of Commerce degree from Kalinga University, Raipur (2020), and brings over six years of entrepreneurial experience across sectors including food processing, logistics, and international trade.

He began his career in 2018 with Bharat Logistics, gaining early exposure to supply chain and transportation operations. In 2021, he acquired NFP Sampoorna Foods Limited (formerly known as Nut and Food Industries), where he has played a key role in driving business growth, expanding market presence across North India, and establishing scalable operational frameworks. Mr. Yash Vardhan Goel has also developed strong relationship-building skills, with a proven track record of enhancing sales and strengthening customer relations.

Mr. Goel is recognized for his strategic thinking, operational execution, and ability to build strong supplier and customer relationships. His focus on process optimization, quality control, and brand visibility has significantly contributed to the Company's performance.

Mrs. Anju Goel, **Whole-time Director, Age 49 Years**

Anju Goel, aged 49, serves as an Whole time and Executive Director of the company. She holds a Bachelor of Commerce degree from the University of Calcutta (1998) and brings over four years of experience in business and employment, along with relevant expertise in various fields. Prior to her current role, Anju was a Director at YASHO Energy Private Limited from July 25, 2012, to April 12, 2018, where she honed her skills in project management and business development. Known for her proactive approach, she is dedicated to accomplishing tasks efficiently and adapting to changes in a dynamic business environment. Anju has also developed strong presentation and relationship-building skills, with a proven track record in enhancing sales and customer relations.

Anil Kumar Gupta, Chief Financial Officer, Age 55 Years

Anil Kumar Gupta is a seasoned professional with nearly 20 years of extensive experience in accounting and finance. He has been an associate member of the Institute of Company Secretaries since March 2019 and holds a Bachelor of Commerce degree from the University of Delhi. Anil began his career at BPTP Limited as an Accounts and Finance Executive from December 1, 2006, to December 16, 2008, where he handled the preparation of income tax scrutiny cases for the company and its group companies, as well as the preparation of balance sheets. His responsibilities included processing cash and cheque payments, ensuring compliance with TDS regulations, and communicating with income tax, sales tax, and service tax authorities. He also addressed audit queries and prepared various schedules for audit purposes, along with miscellaneous accounting tasks and MIS reports. Following this, Anil joined Fedders Lloyd Corporation Ltd as Accounts Manager on July 1, 2009, where he managed all accounts of the company, finalized account books, and oversaw the auditing of financial statements, including balance sheets and cash flow statements. His tenure included preparing MIS reports, handling sales tax, service tax, and income tax matters, and engaging in legal, secretarial, personnel, general administration, and industrial relations activities, as well as marketing and material management.

Ms. Babli, Company Secretary and Compliance Officer, Age 29 Years

Ms. Babli is an Associate Member of the Institute of Company Secretaries of India (ICSI), having qualified in December 2023. She holds a Master's degree in Commerce (M.Com) from Maharshi Dayanand University, obtained in 2019, and a Bachelor's degree in Commerce (Hons.) from the same university, completed in 2016. She is currently pursuing her Bachelor of Laws (LLB) from Indira Gandhi University, Rewari, Haryana. She has over three years of cumulative experience in corporate secretarial practice, primarily gained through her work with a reputed Practicing Company Secretary firm and as a Consultant Company Secretary at M/s Cue Learn Private Limited.
Her professional experience includes company and LLP incorporations, corporate restructuring, secretarial audits, due diligence, and regulatory compliances under the Companies Act, 2013 and FEMA. She has handled key matters such as ESOP implementation, and statutory filings with the Registrar of Companies and Reserve Bank of India. She is also

experienced in managing various business registrations and ongoing compliance requirements.

We confirm that:

a. All the persons named as our Key Managerial Personnel and Senior Managerial Personnel above are the permanent employees of our Company.
b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel and Senior Managerial Personnel have been recruited.
c. None of our KMPs and SMPs except Mr. Yashvardhan Goel and Mrs. Anju Goel are part of the Board of Directors.
d. Except for the terms set forth in the appointment Letters the Key Managerial Personnel and Senior Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
e. Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel and Senior Managerial Personnel.
g. None of the Key Managerial Personnel and Senior Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under:

Sr. No.	Name of KMP and SMP	No. of Shares held	Holding in %
1.	Mr. Yashvardhan Goel	35,63,310	43.59
2.	Mrs. Anju Goel	100	Negligible
3.	Mr. Anil Kumar Gupta	100	Negligible

h. Presently, we do not have ESOP/ESPS scheme for our employees.

Bonus or Profit-Sharing Plan for our Key Managerial Personnel

We have no bonus or profit-sharing plan for our Key Managerial Personnel.

Payment of Benefits to Officers of our Company (non-salary related)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Changes in the Key Managerial Personnel and Senior Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel or Senior Managerial Personnel of our Company during the last three years except as stated below:

Name	Designation	Date of Appointment/ Change in designation	Appointment/Change/Cessation
Anil Kumar Gupta	Chief Financial Officer	June 01, 2024	Appointed as Chief Financial Officer
Yash Vardhan Goel	Managing Director	June 11, 2024	Change in Designation to Managing Director
Anju Goel	Whole Time Director	June 11, 2024	Change in Designation to Whole Time Director
Babli	Company Secretary and Compliance Officer	July 17, 2024	Appointed as Company Secretary and Compliance Officer
Babli	Company Secretary and Compliance Officer	August 29, 2024	Resign from the post of Company Secretary and Compliance Officer due to personal reason
Yashita Vasan	Company Secretary and Compliance Officer	August 29, 2024	Appointed as Company Secretary and Compliance Officer
Yashita Vasan	Company Secretary and Compliance Officer	January 31st, 2025	Resign from the post of Company Secretary and Compliance Officer due to personal reason
Babli	Company Secretary and	February 01st, 2025	Appointed as Company Secretary and

	Compliance Officer		Compliance Officer

INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY

None of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel or Senior Managerial Personnel may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares in future.

OTHER BENEFITS TO OUR KEY MANAGERIAL PERSONNEL

Except as stated in this Draft Red Herring Prospectus, there are no other benefits payable to our Key Managerial Personnel.

EMPLOYEES

The details about our employees appear under the Paragraph titled —*Human Resource in Chapter Titled — Business Overview* beginning on page 109 of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS

Mr. Praveen Goel, Mr. Yashvardhan Goel and Mrs. Anju Goel are the current promoters of the company.

Details of our Promoters: -

As on the date of this Draft Red Herring Prospectus, our Promoters holds in aggregate 79,36,923 Equity Shares of face value ₹10/- each, representing 97.09% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. For details, see the section "Capital Structure - Details of Shareholding of our Promoters and members of the Promoter Group in the Company" beginning on page 66 of this Draft Red Herring Prospectus.

BRIEF PROFILE OF OUR PROMOTERS IS AS FOLLOWS:

Praveen Goel (Chairman & Non-Executive Director)	
Qualification	Bachelor of Commerce
Date of Birth	May 31, 1973
Age	52 Year
Address	E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015
Experience	28 years
Occupation	Business
Permanent Account Number	AFLPG5778H
Passport Number	P2817397
License Number	DL1019920081818
No. of Equity Shares held in [% of Shareholding (Pre- Issue)]	43,73,513 Equity Shares of face value ₹10/- each, representing 53.50%.
DIN	01914107
Other Interests	**Directorships** 1. Yashvardhan Food Industries 2. Mundra Coke Limited 3. Ultimate Plywood Trading Private Limited 4. Yasho Energy Private Limited 5. Gopi Ram Flour Mills Private Limited **Other Venture** 6. Goel Brick Industries 7. Bharat Logistics 8. Praveen Kumar Goel HUF 9. India Coal Company 10. C.B Goel

Anju Goel, (Whole Time Director)	
Qualification	Bachelor of Commerce
Date of Birth	September 20, 1976
Age	49 years
Address	E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015
Experience	4 years
Occupation	Business
Permanent Account Number	ACIPA8606L
Passport Number	R6379565
License Number	P04102007540505
No. of Equity Shares held in [% of Shareholding (Pre-Issue)]	100 Equity Shares of face value ₹10/- each, representing 0.0012%.

	DIN	02525953
	Other Interests	**Directorships** - **Other Venture**
	Yash Vardhan Goel, (Managing Director)	
	Qualification	**Bachelor of Commerce**
	Date of Birth	May 14, 1999
	Age	26 years
	Address	E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015
	Experience	6 years
	Occupation	Business
	Permanent Account Number	CLCPG4211L
	Passport Number	R5625041
	License Number	DL10 20170154547
	No. of Equity Shares held in [% of Shareholding (Pre-Issue)]	35,63,310 Equity Shares of face value ₹10/- each, representing 43.59%.
	DIN	10425908
	Other Interests	**Directorships** 1. Yashvardhan Food Industries Private Limited **Other Venture** 1. Bharat Logistics

For further details please *refer page 163 of "our management" for Brief profile of our promoter.*

DECLARATION

We confirm that the Permanent Account Number, Bank Account Number, Aadhar Card Number, Passport Number and Driving License of the Promoters which are available have been submitted to NSE at the time of filing of Draft Red Herring Prospectus with them.

Present Promoters of Our Company are Mr. Praveen Goel, Mr. Yashvardhan Goel and Mrs. Anju Goel. For details of the shareholding acquired by the current promoter of our Company refer the capital buildup of our Promoter under chapter "Capital Structure" beginning on page 66 of this Draft Red Herring Prospectus.

UNDERTAKING

None of our Promoter or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority;
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad;
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoter, Group Company and Company promoted by the promoter of our company;
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoter, Group Company and Company promoted by the promoters since incorporation;

- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoter are disclosed in chapter titled **"*Outstanding Litigations and Material Developments*"** beginning on page 229 of this Draft Red Herring Prospectus;
- None of our Promoters person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has not been any effective change in the control of our Company in the since incorporation till the date of this Draft Red Herring Prospectus and except otherwise stated in the chapter titled **"*Our Management*"** beginning on page 163 of this Draft Red Herring Prospectus, there has been no change in the management of our Company.

INTEREST OF PROMOTERS

Interest in Promotion of our Company

The Promoters are interested to the extent of their shareholding in the Company, and any dividend and distributions which may be made by the Company in future. The related party transactions are disclosed in "***Financial information of our company***" and "***Our Management"*** on pages 189 and 163 of this Draft Red Herring Prospectus, respectively.

Interest in the property of Our Company

Except as mentioned in this Draft Red Herring Prospectus, our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us till date of filing the Prospectus with RoC.

Other Interest of Promoter

Our Promoters are also the Director on the board, or is a shareholder, member or partner, and other entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to such entities forming part of the Promoter Group and such other entities. For the payments that are made by our Company to certain entities forming part of the Promoter Group and other related parties, see **"*Summary of Issue Document*" and "*Our Group Company*"** beginning on page 19 and 184 respectively of this Draft Red Herring Prospectus.

INTEREST OF DIRECTORS

For further details, please refer Chapter **"*Our Management*"** beginning on page 163 of this Draft Red Herring Prospectus.

INTEREST OF GROUP COMPANY

For further details, please refer Chapter **"*Our Group Company*"** beginning on page 184 of this Draft Red Herring Prospectus.

Common Pursuits/ Conflict of Interest

There is no entity/ Group Companies which are engaged in similar line of business as our Company as on date of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

Our Promoters Mr. Praveen Goel and Mr. Yahvardhan Goel and Mrs. Anju Goel have experience of 29 Years, 06 years and 04 Years respectively. The Company shall also endeavour to ensure that relevant professional help is sought as and when required in the future.

RELATED PARTY TRANSACTIONS

For the transactions with our Promoter Group entities please refer to chapter titled "Restated Financial Statements" on page 189 of this Draft Red Herring Prospectus.

Except as stated in chapter titled "Restated Financial Statements" on page 189 of this Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group do not have any other interest in our business.

Payment or Benefit to Promoters of Our Company

For details of payments or benefits paid to our Promoters, please refer to the chapter titled "Our Management" beginning on page 163 of this Draft Red Herring Prospectus. Also refer "Restated Statement of Related Party Transactions" under chapter titled "Restated Financial Statements" on page 189 of this Draft Red Herring Prospectus.

Companies / Firms from which the Promoters have disassociated themselves in the last (3) three years

None of our Promoters has disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Save and except as disclosed in this section titled "Our Promoters and Promoter Group" and "Information with respect of Group Companies" beginning on page 178 & 184 respectively of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests as on date of this Draft Red Herring Prospectus.

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 229 of this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulations 2(1) (pp) of the SEBI (ICDR) Regulations 2018, is as under:

1. ***Natural Persons who are a part of the promoter group***

Promoter	Praveen Goel	Yash Vardhan Goel	Anju Goel
Relationship with Promoter			
Father	Mahesh Chandra Goel	Praveen Goel	Late Shri Lakshmi Chand Agarwal
Mother	Urmila Devi Goel	Anju Goel	Premlata Agarwal
Spouse	Anju Goel	NA	Praveen Goel
Brother/Sister	Sonia Singhal	NA	Amit Agarwal
Brother/Sister	Anju Chamaria	Vibha Goel	Sanjay Agarwal
Brother/Sister	Poonam Garg	NA	Pankaj Agarwal
Brother/Sister	Nisha Gupta	NA	Vandana Agarwal
Son(s)	Yash Vardhan Goel	NA	Yash Vardhan Goel
Daughter(s)	Vibha Goel	NA	Vibha Goel
Spouse's Father	Late Lakshmi Chand Agarwal	NA	Mahesh Chandra Goel
Spouse's Mother	Premlata Agarwal	NA	Urmila Devi Goel
Spouse's Brother(s)	Pankaj Agarwal, Sanjay Agarwal, Amit Agarwal	NA	NA
Spouse's Sister(s)	Vandana Agarwal	NA	Sonia Singhal, Anju Chamaria, Poonam Garg, Nisha Gupta

2. ***Companies and proprietorship firms forming part of our Promoter Group are as follows:***

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Promoter	Praveen Goel	Yash Vardhan Goel	Anju Goel
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member	Yasho Energy Private Limited, Mundra Coke Limited, Ultimate Plywood Trading India Private Limited, Gopi Ram Flour Mills Private Limited	Yasho Energy Private Limited, Mundra Coke Limited, Ultimate Plywood Trading India Private Limited, Gopi Ram Flour Mills Private Limited	Yasho Energy Private Limited, Mundra Coke Limited, Ultimate Plywood Trading India Private Limited, Gopi Ram Flour Mills Private Limited
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	NA	NA	NA
Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 20%.	• M/s. Goel Bricks Industries (Partnership Firm) • M/s Praveen Kumar Goel HUF • M/s India Coal Company (Partnership firm) • Bharat Logistics (Partnership Firm) • C.B Goel (Partnership Firm)	• M/s. Goel Bricks Industries (Partnership Firm) • M/s Praveen kumar Goel HUF • M/s India Coal Company (Partnership firm) • Bharat Logistics (Partnership Firm) • C.B Goel (Partnership Firm)	• M/s. Goel Bricks Industries (Partnership Firm) • M/s Praveen kumar Goel HUF • M/s India Coal Company (Partnership firm) • Bharat Logistics (Partnership Firm) • C.B Goel (Partnership Firm)

DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our contractual obligations, applicable legal restrictions, results of operations, financial condition, revenues, profits, over financial condition, capital requirements and business prospects.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/ modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board. Our Board may also declare interim dividend from time to time.

The Company has not declared and paid any dividends on the Equity Shares since Incorporation

OUR GROUP COMPANY

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board.

Further, pursuant to a resolution of our Board dated June 13, 2024 has adopted the materiality policy for the purpose of disclosure in relation to Group companies in connection with the Offer, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions:

(i) if the Company entered into two or more transactions with such companies exceeding 10% of the total revenue of the company as per the Restated Financial Statements.

(ii) All such companies which are deemed to be material by the Board of Directors.

The Board may amend, abrogate, modify or revise any or all of the clauses of this policy in accordance with the applicable provisions of listing Regulations and amendments thereto notified by the securities and Exchange board of India or stock exchange from time to time, However, amendment in the Listing regulations shall be binding even if not incorporated in the policy.

Based on the above, the following Companies are identified as our Group Companies:

1. Yasho Energy Private Limited (YEPL)
2. Mundra Coke Limited
3. Ultimate Plywood Trading (India) Private Limited
4. Gopi Ram Flour Mills Private Limited

Yasho Energy Private Limited (YEPL)

Corporate Information:

Yasho Energy Private Limited was incorporated as a private limited company under the Companies Act, 1956 on July 25, 2012 with the name Yasho Mediatronics Private Limited having its registered office at E-37 Kirti Nagar, New Delhi, Delhi, India, 110015 later on 4th December 2017 the name of the company was changed to Yasho Energy Private Limited. The Company was engaged in the business relating to print media, electronic media, entertainment/T.V. channel, news serial, operation broadcasting and allied works.

Particular	Details
CIN NO.	U92190DL2012PTC239334
PAN NO.	AAACY5927F
REGISTERED OFFICE	E-37 KIRTI NAGAR, NEW DELHI, DELHI, INDIA, 110015

Board of Directors

As on date of this Draft Red Herring Prospectus, the following are the Directors:

S No.	Name	Designation	DIN No.
1.	Praveen Goel	Director	01914107
2.	Anil Kumar Gupta	Director	08011778
3.	Nisha Gupta	Director	08011780

Shareholding Pattern

As on date of this Draft Red Herring Prospectus, the following are the Shareholders of the Company:

S No.	Name	No. of Equity Share	Percentage (%)
1.	Praveen Goel	5,000	50%
2.	Anju Goel	5,000	50%

Mundra Coke Limited

Corporate Information

Mundra Coke Limited was incorporated as a public limited company under the Companies Act, 1956 on 16th April 2004 having its registered office at E-37 Kirti Nagar, New Delhi, Delhi, India, 110015. The Company is engaged in manufacturing and trading of Low Ash Metalogical coke & other types of coke and coke Products. However, the company was not able to succeed in its venture.

Particular	Details
CIN NO.	U92190DL2012PTC239334
PAN NO.	AAECM2625C
REGISTERED OFFICE	E-37 KIRTI NAGAR, NEW DELHI, DELHI, INDIA, 110015

Board of Directors

As on date of this Draft Red Herring Prospectus, the following are the Directors:

S No.	Name	Designation	DIN No.
1.	Mahesh Chandra Goel	Director	01914072
2.	Praveen Goel	Director	01914107
3.	Urmila Devi Goel	Director	01914121

Shareholding Pattern

As on date of this Draft Red Herring Prospectus, the following are the Shareholders of the Company:

S No.	Name	No. of Equity Share	Percentage (%)
1.	Praveen Goel	22,490	44.94%
2.	Mahesh Chandra Goel	27,500	54.96%
3.	Urmila Devi Goel	10	0.02%
4.	Anju Goel	10	0.02%
5.	Yash Vardhan Goel	10	0.02%
6.	Vibha Goel	10	0.02%
7.	Poonam Garg	10	0.02%

Ultimate Plywood Trading (India) Private Limited

Corporate Information

Ultimate Plywood Limited was incorporated as a Private limited company under the Companies Act, 1956 on 13th March 1997 with the name Goel Brick Industries Private Limited having its registered office at E-37 Kirti Nagar, New Delhi, Delhi, India, 110015. However, later on 24th July 2009 the name of the Company was changed to Ultimate Plywood Trading (India) Private Limited. The Company is engaged in Manufacturing and Producing Bricks, Slabs, cubes, Blocks and other Shapes and Sizes of building material used in construction. However, the company was not able to succeed in its venture.

Particular	Details
CIN NO.	U26931DL1997PTC085803
PAN NO.	AAACU6675J
REGISTERED OFFICE	E-37 KIRTI NAGAR, NEW DELHI, DELHI, INDIA, 110015

Board of Directors

As on date of this Draft Red Herring Prospectus, the following are the Directors:

S No.	Name	Designation	DIN No.
1.	Mahesh Chandra Goel	Director	01914072
2.	Praveen Goel	Director	01914107
3.	Pawan Kumar Chamria	Director	00684932
4.	Anju Chamaria	Director	00684978

Shareholding Pattern

As on date of this Draft Red Herring Prospectus, the following are the Shareholders of the Company:

S No.	Name	No. of Equity Share	Percentage (%)
1.	Praveen Goel	10,100	66.45%
2.	Mahesh Chandra Goel	5,100	33.55%

Gopi Ram Flour Mills Private Limited

The Company is engaged in the business of flour and rice mills. It is involved in the establishment, operation, and management of flour mills and rice mills. The Company's activities include the processing, cleaning, grinding, polishing, packing, distributing, and trading of a wide range of food grains, including wheat, rice, pulses, and cereals. In addition, the Company manufactures and deals in various types of flour, rice, bran, husk, and other related products.

Particular	Details
CIN NO.	U74899DL1995PTC066804
PAN NO.	AACCG7947F
REGISTERED OFFICE	E-37 KIRTI NAGAR, NEW DELHI, DELHI, INDIA, 110015

Board of Directors:

As on date of this Draft Red Herring Prospectus, the following are the Directors:

S. No.	Name	Designation	DIN
1	Praveen Goel	Director	01914107
2	Urmila Devi Goel	Director	01914121

Shareholding Pattern

As on date of this Draft Red Herring Prospectus, the following are the Shareholders of the Company:

S. No.	Name	No of Equity shares	Percentage (%)
1	Praveen Goel	1010	2.15

2	Mahesh Chandra Goel	20000	42.53
3.	Urmila Devi Goel	26010	**55.31**
4.	Anju Goel	10	**0.02**
	Total	**47030**	**100**

Financial Information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of our group companies are available on the website of our Company at www.sampoornanuts.com .

It is clarified that such details available on our group companies' websites do not form a part of this Draft Red Herring 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.

Litigations

Our Group Companies does not have any pending litigation which can have a material impact on our Company.

Common pursuits among Group Companies

There is no entity/ Group Companies which are engaged in similar line of business as our Company as on date of this Draft Red Herring Prospectus.

Nature and Extent of Interest of Group Companies

a) In the promotion of our Company:
Our Group Companies does not have any interest in the promotion of our Company.

b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with stock exchange:

Our Group Companies does not have any interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with Stock Exchange.

c) In transactions for acquisition of land, construction of building and supply of machinery:

Our Group Companies does not have any interest in any transactions for the acquisition of land, construction of building or supply of machinery.
Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section ***"Restated Financial Statements-Related Party Transactions"*** on page *214*, 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 "Restated Financial Statements-Related Party Transactions" and "History and certain Corporate Structure" on page 214 and page 157 our Group Companies have no business interests in our Company.

Confirmations

a) None of the above-mentioned Group Companies has made any public and/ or rights issue of securities in the preceding three years.

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 Promoters, 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.sampoornanuts.com .

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr. No.	Particulars	Page No.
1.	Restated Consolidated Financial Statements.	189-215

Independent Auditor's Examination Report on Restated Consolidated Financial Information of
NFP Sampoorna Foods Limited
(Formerly known as Nut and Food Processor)

To,
The Board of Directors
NFP Sampoorna Foods Limited
(Formerly Known as Nut and Food Processor)
Ground Floor, Plot No. 70, B3A & B3B, Rama Road,
Industrial Area, Kirti Nagar -110015, New Delhi

We have examined the attached Restated Consolidated Financial Information of **NFP Sampoorna Foods Limited (Formerly Known as Nut and Foods Processor)** comprising the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2025, March 31, 2025 March 31, 2024, December 20, 2023 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss and the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively referred to as, the "**Restated Consolidated Financial Information**"),as approved by the Board of Directors of the Company for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") on ***SME Platform of National Stock Exchange of India Limited ("NSE EMERGE")***.

These restated Consolidated Summary Statement have been prepared in terms of the requirements of:

a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**")

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and

c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute ofChartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

1. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus to be filed with the SME Platform of NSE Limited (NSE Emerge), Registrar of Companies, NCT of Delhi & Haryana in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in **Annexure** to the Restated Consolidated Financial Information. The responsibilities of the Board of Directors of the Company include designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with theAct, ICDR Regulations and the Guidance Note.

2. We have examined such Restated Consolidated Financial Information taking into consideration:

a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 20th, 2025 in connection with the proposed IPO of equity shares of**NFP Sampoorna Foods Limited (Formerly Known as Nut and Foods Processor)** (the "**Issuer Company**") on SME platform of National Stock Exchange of India Limited ("**NSE EMERGE"**);

b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethicsissued by the ICAI;

c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solelyto assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

3. These Restated Consolidated Financial Information have been compiled by the management from:

a. Audited Consolidated Financial Statements of the Group & its subsidiary for the period ended on June 30, 2025 prepared in accordance with Accounting Standard as prescribed under section 133 of the Actread with Companies (Accounting Standards) Rules as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting heldon September 24th, 2025.

b. Audited Financial Statements of the Group for the year ended on March 31, 2025 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act readwith Companies (Accounting Standards) Rules as amended, and other accounting principles generallyaccepted in India, which have been approved by the Board of Directors at their meeting held on June, 16th, 2025.

c. Audited Financial Statements of the Group for the year ended on March 31, 2024 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act readwith Companies (Accounting Standards) Rules as amended, and other accounting principles generallyaccepted in India, which have been approved by the Board of Directors at their meeting held on June, 15th , 2024.

4. We have Audited the Financial Statements of the Holding company for the period ended on June 30, 2025, and Audited the financial statements of the Holding company for the financial year ended March 31, 2025 and March 31, 2024, December 20, 2023 and March 31, 2023 prepared in accordance with the Indian GAAP for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to the proposed IPO, which have been approved by the Board of Directors. We have issued our report dated September 24th , 2025 on this financial information to the Board of Directors who have approved these in their meeting held on September 24th , 2025 for the period from June 30, 2025 March 31, 2025, March 31, 2024, December 20, 2023 and March 31, 2023.

5. For the purpose of our examination, we have relied on:

a. Limited Review Auditor's Report issued by us dated August 31st, 2025 on the financial statement of the Holding Company for the period from April 1, 2025 to June 30, 2025 and Limited Review Auditor's Report issued by M/s. Khanna Durgesh & Associates, Chartered Accountants dated August 4th, 2025 on the financial statements of the wholly owned subsidiary Company for the period from April 1, 2025 to June 30, 2025.

b. Auditor's Report issued by us dated June 16, 2025 on the financial statement of the NFP Sampoorna Foods Limited for the period from April 1, 2024 to March 31, 2025.

c. Auditor's Report issued by us dated June 15, 2024 on the financial statement of the NFP Sampoorna Foods Limited for the period from April 1, 2023 to March 31, 2024 as referred in Paragraph 4.

6. There were no qualifications in the Audit Reports issued by us as at and for the period/years ended on June 30 2025, March 31, 2025, March 31,2024, December 20 2023 and March 31,2023 which would require adjustments in this Restated Consolidated Financial Information of the Company.

7. Based on our examination and according to the information and explanations given to us, we report that:

a. The Restated Consolidated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;

b. The Restated Consolidated Summary Statements do not require any adjustments for the matter(s) giving rise to modifications mentioned in paragraph 7 above.

c. The Restated Consolidated Summary Statements have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

d. The Restated Consolidated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate, if any and there are no qualifications which require adjustments;

e. Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed whereverrequired;

f. There was no change in accounting policies, which need to be adjusted in the Restated Consolidated Summary Statement except as mentioned in Other Matter Paragraph of our Auditor's report referred in Paragraph 5 above. The details of Prior Period Adjustments are given in Annexure 5 of the RestatedConsolidated Financial Statements

8. 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 relatingto the Company as at and for the period/year ended on June 30 2025, March 31,2025, March 31,2024, December 20th, 2023 and March 31, 2023 proposed to be included in the Draft Red Herring Prospectus/Red Herring Prospectus.

Annexure No.	Particulars
1	Consolidated Financial Statement of Assets and Liabilities as Restated
2	Consolidated Financial Statement of Profit and Loss as Restated
3	Consolidated Cash flow statement as Restated
4	Significant Accounting Policy and Notes to the Restated Consolidated Summary Statements
5	Adjustments made in Restated Consolidated Financial Statements/ Regrouping Notes
6	Statement of Share Capital as restated

7	Statement of Reserves and Surplus as restated
8	Statement of Long-Term Borrowings as restated
9	Statement of Other Long Term Liabilities as restated
10	Statement of Long-Term Provisions as restated
11	Statement of Short-Term Borrowings as restated
12	Statement of Trade Payables as restated
13	Statement of Other Current Liabilities as restated
14	Statement of Short-Term Provisions as restated
15	Statement of Fixed Assets as restated
16	Statement of Intangible Assets as restated
17	Statement of Non-current Investments as restated
18	Statement of Deferred Tax Assets as restated
19	Statement of Other Non-Current Assets as restated
20	Statement of Inventories as restated
21	Statement of Trade Receivables as restated
22	Statement of Cash &Bank Equivalents as restated
23	Statement of Short-Term Loans and Advances as restated
24	Statement of other Current Assets as restated
25	Statement of Revenue from Operation as restated
26	Statement of Other Income as restated
27	Statement of Cost of Materials Consumed as restated
28	Statement of Other Direct Expenses as restated
29	Statement of Employee Benefits Expenses as restated
30	Statement of Financial Charges as restated
31	Statement of Depreciation & Amortization Expenses as restated
32	Statement of Other Expenses as restated
33	Statement of Earnings Per Share as restated
34	Statement of Segment Reporting as Restated
35	Statement of Accounting Ratios as Restated
36	Statement of Other Financial Information as Restated
37	Statement of Tax Shelter as Restated
38	Statement of Auditor's Remuneration as Restated
39	Statement of Related Parties Transactions & Balances as restated

9. We, **Ajay Kapoor & Company**, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the **"Peer Review Board"** of the ICAI.

10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose financial statements and audited financial statements mentioned in paragraph 4 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statementsreferred to

herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Red Herring Prospectus /Red Herring Prospectus to be filed with the SME Platform of NSE Limited (NSE Emerge), Registrar of Companies, NCT of Delhi & Haryana in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

DATE: 24.09.2025
PLACE: GHAZIABAD
UDIN : 25092423BMHZNW3213

FOR AJAY K. KAPOOR & COMPANY,
CHARTERED ACCOUNTANT

FRN:013788N

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

NFP SAMPOORNA FOODS LIMITED

Formerly Known as NUT AND FOOD PROCESSOR (A PARTNERSHIP FIRM)

Annexure 1

RESTATED CONSOLIDATED FINANCIAL STATEMENT OF ASSETS & LIABILITIES

(Rs. In Lacs)

PARTICULARS	Annexure No	AS AT June 30,2025	March 31,2025	March 31,2024	December 20,2023	March 31,2023
I. EQUITY & LIABILITIES						
1. SHAREHOLDER' FUNDS						
a Share Capital	**6**	817.41	620.00	620.00	-	-
bi Reserves & Surplus	**7(i)**	516.51	285.01	15.65	-	-
bii Partner's Capital Account	**7(ii)**	-	-	-	514.12	854.90
c Money received against Share Warrants	-	-	-		-	-
2. SHARE APPLICATION MONEY PENDING ALLOTMENT	-	-	-		-	-
3. NON CURRENT LIABILITIES						
a Long Term Borrowings	**8**	856.07	200.87	424.60	607.00	-
b Deferred Tax Liabilities (Net)	-	-	-	0.58	-	-
c Other Long Term Liabilities	**9**	-	-	-	-	-
d Long Term Provisions	**10**	-	-	-	-	-
4. CURRENT LIABILITIES						
a Short Term Borrowings	**11**	1,556.60	935.03	428.71	429.91	-
b Trade Payables :-	**12**					
(i) Total outstanding dues of MSME		25.34	64.76	-	-	-
(ii) Total outstanding dues of other than MSME		218.47	3.34	18.94	61.97	1.49
c Other Current Liabilities	**13**	70.96	500.24	103.69	77.95	14.43
d Short Term Provisions	**14**	36.64	93.39	55.92	46.54	18.52
	Total	**4,098.01**	**2,702.64**	**1,668.08**	**1,737.49**	**889.34**
II. ASSETS						
1. NON CURRENT ASSETS						
a Property,Plant & Equipment and Intangible Assets						
(i) Property,Plant & Equipment	**15**	1,891.35	421.48	139.50	125.44	119.55
(ii) Intangible Assets	**16**	-	-	-	-	-
(iii) Capital Work In Progress	-	-	-	-	-	-
(iv) Intangible Assets Under Development	-	-	-	-	-	-
(v) Fixed Assets held for Sale	-	-	-	-	-	-
b Non Current Investments	**17**	350.00	-	-	-	-
c Deferred Tax Assets (Net)	**18**	1.80	1.80	-	-	-
d Long Term Loans & Advances	**-**	-	-	-	-	-
e Other Non Current Assets	**19**	29.73	10.14	7.38	3.75	3.75
2. CURRENT ASSETS						
a Current Investments	-	-	-	-	-	-
b Inventories	**20**	938.49	781.50	681.36	986.27	269.83
c Trade Receivables	**21**	305.79	201.82	98.73	459.61	173.72
d Cash & Cash Equivalents	**22**	34.45	43.61	33.55	17.39	11.22
e Short Term Loans & advances	**23**	354.52	1,038.25	562.90	127.22	266.62
f Other Current Assets	**24**	191.88	204.03	144.67	17.81	44.65
	Total	**4098.01**	**2702.64**	**1668.08**	**1737.49**	**889.34**

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

(AJAY KAPOOR)
F.C.A
Partner
Membership Number : 092423

Place : Ghaziabad
Date : 24/09/2025
UDIN : 25092423BMHZNW3213

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

Anju Goel
(Whole Time Director)
DIN : 02525953
Date : 24/09/2025
Place: New Delhi

(ANIL GUPTA)
(C.F.O)
Date : 24/09/2025
Place: New Delhi

YASH VARDHAN GOEL
(Managing Director)
DIN NO: 10425908
Date : 24/09/2025
Place: New Delhi

Babli
(Compliance Officer)
Date : 24/09/2025
Place: New Delhi

NFP SAMPOORNA FOODS LIMITED

Formerly Known as NUT AND FOOD PROCESSOR (A PARTNERSHIP FIRM)

Annexure 2

RESTATED CONSOLIDATED FINANCIAL STATEMENT OF PROFIT & LOSS

(Rs. In Lacs)

PARTICULARS	Annex No		FOR THE PERIOD 01.04.2025 to 30.06.2025	FOR THE YEAR 01.04.2024 to 31.03.2025	FOR THE PERIOD 21.12.2023 to 31.03.2024	FOR THE PERIOD 01.04.2023 to 20.12.2023	FOR THE YEAR 01.04.2022 to 31.03.2023
I. CONTINUING OPERATIONS							
1 Revenue From Operations	**25**		1,867.01	3,563.67	599.66	1,700.70	1,674.68
2 Other Income	**26**		3.53	12.07	-	30.55	0.01
Total Income		**Total**	**1,870.54**	**3,575.74**	**599.66**	**1,731.25**	**1,674.69**
3 EXPENSES							
a Cost of Revenue from operations	**27**		1,784.02	2,831.63	124.65	2,004.51	1,531.88
b Purchase of Stock In Trade			-	-	-	-	-
c Change in Inventories of Finished Goods, Work In Progress & Stock In Trade	**28**		(156.99)	(100.14)	304.92	(716.44)	(129.36)
d Employee Benefit Expenses	**29**		26.34	229.16	74.80	174.35	137.09
e Finance Costs	**30**		32.06	92.11	25.15	48.18	4.81
f Depreciation & Amortisation Expenses	**31**		5.92	30.51	6.55	9.23	12.88
g Other Expenses	**32**		33.63	132.12	37.98	78.24	57.28
		Total	**1,724.98**	**3,215.38**	**574.05**	**1,598.07**	**1,614.58**
4 Profit / (Loss) before Exceptional & Extraordinary Item & Tax {(1+2)-3}		**Total**	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
5 Exceptional Items			-	-	-	-	-
6 Profit / (Loss) before Extraordinary Items & Tax (4+/-5)		**Total**	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
7 Extraordinary Items			-	-	-	-	-
8 Profit / (Loss) before Tax (6+/-7)		**Total**	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
9 Tax Expenses							
a Current Tax Expenses for Current Year			36.64	93.39	9.38	46.54	18.52
b MAT Credit (Where applicable)			-	-	-	-	-
c Current Tax Expenses Relating to Prior Years			-	-	-	-	-
d Net Current Tax Expenses			36.64	93.39	9.38	46.54	18.52
e Deferred Tax Asset/Liabilities			-	2.39	(0.58)	-	-
		Total	**36.64**	**91.00**	**9.96**	**46.54**	**18.52**
10 Profit / (Loss) from Continuing Operations (8+/- 9)			**108.91**	**269.36**	**15.65**	**86.64**	**41.59**
11 Profit / (Loss) from Discontinuing Operations Before Tax			-	-	-	-	-
12 Tax Expenses of Discontinuing Operations			-	-	-	-	-
13 Profit / (Loss) from Discontinuing Operations After Tax (11+/-12)			**-**	**-**	**-**	**-**	**-**
14 Profit / (Loss) For the Year (10+/-13)		**Total**	**108.91**	**269.36**	**15.65**	**86.64**	**41.59**
15 Earning per Share (of Rs.10/- each) :	**33**						
a Basic			7.02	4.34	0.90	N.A.	N.A.
b Diluted			7.02	4.34	0.90	N.A.	N.A.

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

(AJAY KAPOOR)
F.C.A
Partner
Membership Number : 092423

Place : Ghaziabad
Date : 24/09/2025
UDIN : 25092423BMHZNW3213

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

Anju Goel
(Whole Time Director)
DIN : 02525953
Date : 24/09/2025
Place: New Delhi

YASH VARDHAN GOEL
(Managing Director)
DIN NO: 10425908
Date : 24/09/2025
Place: New Delhi

(ANIL GUPTA)
(C.F.O)
Date : 24/09/2025
Place: New Delhi

Babli
(Compliance Officer)
Date : 24/09/2025
Place: New Delhi

NFP SAMPOORNA FOODS LIMITED
Formerly Known as NUT AND FOOD PROCESSOR (A PARTNERSHIP FIRM)

Annexure 3 **(Rs. In Lacs)**

RESTATED CONSOLIDATED FINANCIAL STATEMENT OF CASH FLOW

	Particulars	Year Period June 30,2025	Year Ended March 31,2025	Year Ended March 31,2024	Period Ended December 20,2023	Year Ended March 31,2023
A	**CASH FLOWS FROM OPERATING ACTIVITIES:**					
	Net Profit Before Tax	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
	Adjustments for:					
	Depreciation	5.92	30.51	6.55	9.23	12.88
	Interest Expenses	32.06	92.11	25.15	48.18	4.81
	Interest Income	-	-	-	-	-
	Operating Profit before working capital changes:	**183.53**	**482.98**	**57.31**	**190.59**	**77.80**
	Adjustments for changes in working capital:					
	(Increase)/Decrease in Trade Receivables	(103.97)	(103.09)	360.88	(285.88)	(155.01)
	(Increase)/Decrease in Other Current assets	12.15	(59.36)	(126.86)	26.84	(17.36)
	(Increase)/Decrease in Short Term Loans & Advances	683.73	(475.35)	(435.68)	139.40	252.04
	(Increase)/Decrease in Inventories	(156.99)	(100.14)	304.92	(716.44)	(129.36)
	Increase/(Decrease) in Short Term Borrowings	621.57	506.32	(1.20)	429.91	(144.34)
	Increase/(Decrease) in Trade payables	175.71	49.16	(43.03)	60.49	(2.47)
	Increase/(Decrease)in Other Current Liabilities & Provisions	(429.28)	396.55	25.73	63.52	13.10
	Cash generated from operations	**986.46**	**697.06**	**142.07**	**(91.58)**	**(105.61)**
	Income Taxes paid	93.39	55.92	(0.00)	18.52	-
	NET CASH FROM OPERATING ACTIVITES (A)	**893.07**	**641.14**	**142.07**	**(110.10)**	**(105.61)**
B	**CASH FLOWS FROM INVESTING ACTIVITIES**					
	Interest Received	-	-	-	-	-
	Fixed assets purchased including Intangible Assets	(1,475.79)	(312.49)	(20.62)	(15.11)	(62.98)
	(Increase)/Decrease in Non-Current Investments	(350.00)	-	-	-	-
	(Increase)/Decrease in Other Non Current Assets	(19.59)	(2.76)	(3.63)	-	(0.10)
	NET CASH USED IN INVESTING ACTIVITIES (B)	**(1,845.38)**	**(315.25)**	**(24.25)**	**(15.11)**	**(63.08)**
C	**CASH FLOWS FORM FINANCING ACTIVITES**					
	Interest paid	(32.06)	(92.11)	(25.15)	(48.18)	(4.81)
	Increase in Long-Term Borrowings	655.20	(223.73)	(182.40)	607.00	-
	Addition of Partners Capital Account	-	-	-	0.05	187.00
	Issue of share capital	320.01	-	620.00	-	-
	Withdraw of Partners Capital Capital	-	-	(514.12)	(427.48)	(12.47)
	Increase/ (Decrease) in other Long term liabilities	-	-	-	-	-
	NET CASH USED IN FINANCING ACTIVITIES (C)	**943.15**	**(315.83)**	**(101.67)**	**131.39**	**169.71**
D	**NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)**	**(9.16)**	**10.06**	**16.15**	**6.18**	**1.03**
	Opening Cash and Cash Equivalents	43.61	33.55	17.39	11.22	10.19
	CLOSING CASH AND CASH EQUIVALENT	**34.45**	**43.61**	**33.55**	**17.39**	**11.22**
	RECONCILIATION OF CASH AND CASH EQUIVALENTS WITH THE BALANCE SHEET:					
	Cash & cash equivalent as per Balance sheet	**34.45**	**43.61**	**33.55**	**17.39**	**11.22**
	Cash & cash equivalent at the end of the period	**34.45**	**43.61**	**33.55**	**17.39**	**11.22**

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

(AJAY KAPOOR)
F.C.A
Partner
Membership Number : 092423

Place : Ghaziabad
Date : 24/09/2025
UDIN : 25092423BMHZNW3213

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

Anju Goel — **YASH VARDHAN GOEL**
(Whole Time Director) — **(Managing Director)**
DIN : 02525953 — **DIN NO: 10425908**
Date : 24/09/2025 — Date : 24/09/2025
Place: New Delhi — Place: New Delhi

(ANIL GUPTA) — **Babli**
(C.F.O) — **(Compliance Officer)**
Date : 24/09/2025 — Date : 24/09/2025
Place: New Delhi — Place: New Delhi

NFP SAMPOORNA FOODS LIMITED

Formerly Known as NUT AND FOOD PROCESSOR (A PARTNERSHIP FIRM)

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED CONSOLIDATED SUMMARY STATEMENTS

ANNEXURE - 4

A. COMPANY OVERVIEW

DESCRIPTION OF THE COMPANY

The Company is incorporated on 13/12/2023 having its registered office at GROUND FLOOR, PVT NO B3A & B3B PLOT NO 70, Rama Road, Najafgarh Road Industrial Area, New Delhi, West Delhi, Delhi, 110015, bearing Corporate Identification Number U10793DL2023PLC455908 from the Central Registration Center. Previously, our business was operated as a partnership firm named M/s Nut and Food Processor, registered under the Partnership Act, 1932. Following a resolution passed by our partners on October 28, 2023, our partnership was converted into a public limited company, and our name was subsequently changed to NFP Sampoorna Foods Limited.M/s Nut and Food Processor, a partnership firm, was established on October 30, 2019, by Deepak Gupta and Nitish Gupta. The firm was subsequently acquired by the present promoters, Mr. Yashvardhan Goel and Mr. Praveen Goyal, who further expanded the business. and The firm continues to operate successfully with its conversion into a public limited company, NFP Sampoorna Foods Limited, on December 13, 2023 under the supervision of Management of the company. NFP Sampoorna Foods Limited is engaged in processing raw cashew nuts into finished cashew kernels invarious flavors, with a presence in various state. We mainly procure raw cashew material by way of import from Africa. We focus on quality of our products to increase our presence across the country. The Company is primarily engaged in the processing and trading of cashew nuts. In addition to its domestic operations, it has also started importing cashew husk from Africa and supplying it to various units in the tanning industry in India.

B. SIGNIFICANT ACCOUNTING POLICY

Basis of preparation:

The summary statement of restated assets and liabilities of the Company as at 30th June 2025, 31st March 2025, 31 st March 2024, 20th December 2023 and 31st March 2023 and the related summary statement of restated profit and loss and cash flows for the period from 01.04.2025 to 30.06.2025, 01.04.2024 to 31-03-2025, 21.12.2023 to 31.03.2024, from 01.04.2023 to 20.12.2023 and year ended 31st March 2023 (collectively referred to as the "Restated summary financial information') have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').The restated summary financial information has been prepared by applying necessary adjustments to the financial statements ('financial statements') of the Company. The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the accounting standards specified under section 133 of the Companies Act, 2013, of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations 2009, as amended (the "Regulations"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistently applied.

Use of estimates:

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipments and intangible assets.

(i) Revenue recognition : The company derives its revenues primarily from Processing and Trading of Cashewnuts. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured in accordance with AS-9, Revenue Recognition. Sales are recognized on accrual basis, and only after transfer of goods to the customer.

(ii) Other Income : Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

(iii) Property Plant and Equipment including Intangible assets:

Property Plant and Equipments are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition.

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

(iv) Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation as per the Writen Down Value (WDV) method. Depreciation on new assets acquired during the year is provided at the rates applicable from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal.

Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal.

The estimated useful lives of assets are as follows:

Category	Useful life
Computer & Laptop	3 years
Furniture & Fittings	10 years
Office Equipments	5 years
Plant & Machinery	15 years
Vehicles	8 years

(v) Impairment of assets:

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

(vi) Employee Benefits:

The company provides for the various benefits plans to the employees. These are categorized into Defined Benefits Plans and Defined Contributions Plans. Defined contribution plans includes the amount paid by the company towards the liability for Provident fund to the employees provident fund organization and Employee State Insurance fund in respect of ESI and defined benefits plans includes the retirement benefits, such as Leave Encashment.

Liabilities for short term employee benefits are measured at undiscounted amount of the benefits expected to be paid and charged to Statement of Profit & Loss in the year in which the related service is rendered.

(vii) Taxes on Income:

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. Current Tax:

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

B. Deferred Tax:

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(viii) Provisions and Contingent Liabilities:

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(ix) Earnings Per Share:

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(x) Operating Leases

Lease where the Lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating lease. Operating lease payments are recognized as an expense in the Profit and Loss Account on a straight-line basis.

(xi) Cash and Cash Equivalents:

Cash and cash equivalents comprise cash and cash deposits with banks. The Company considers all highly liquid investments with a original maturity at a date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents. Other deposits with bank represents investments with a original maturity at a date of purchase between 3 months and 12 months.

(xii) Foreign Currency Transactions

In preparing financial statements of the company, transactions in currencies other than the functional currency are recorded at the rate of exchange Prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of reporting period. Non monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Exchange differences arising on the settelment of monetary items, and on retranslation of monetary items are included in the statement of profit and loss for the period Exchange differences arising on retranslation on non-monetary items carried at fair value are included in statement of profit and loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income.

(xiii) Inventories

Stock of Raw Materials, components and other stocks are valued At Cost (FIFO Basis) (net off CENVAT & GST wherever applicable) Finished products including traded goods and work-in-process are valued at lower of cost or net realizable value.

(xiv) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take Substantial period of time to get ready for their intended for use. Other income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.
All other borrowing cost recognised in profit and loss in the period in which they are incurred.

ANNEXURE 5 : ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

Adjustments having no impact on Profit Material Regrouping

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

Reconciliation of Profits: **(Rs. In Lacs)**

S No.	Particulars	For the Period April 01, 2025 to June 30,2025	Year Ended March 31,2025	For the Period December 21, 2023 to March 31,2024	For the Period April 01, 2023 to December 20,2023	Year Ended March 31,2023
I)	**Net Profit after tax (as per audited financial statements but before adjustments for restated accounts)**	108.91	269.36	17.10	86.64	41.36
II)	**Material Restatement Adjustments**	**-**	**-**	**-**	**-**	**-**
	Accrued Interest reversed of Previous Years	-	-	-	-	-
	Provision For Gratuity Expense	-	-	-	-	-
	Provision For Leave Encashment Expense	-	-	-	-	-
	Provision for Deferred Tax	-	-	-	-	-
	Provision for Income Tax	-	-	1.45	-	-
	Other Adjustments	-	-	-	-	(0.23)
	Net adjustments in Profit & Loss account	**-**	**-**	**1.45**	**-**	**(0.23)**
III)	**Net Profit after Tax as per Restated accounts**	**108.91**	**269.36**	**15.65**	**86.64**	**41.59**

Reconciliation of Reserves & Surplus: (Rs. In Lacs)

S No.	Particulars	For the Period April 01, 2025 to June 30,2025	Year Ended March 31,2025	For the Period December 21, 2023 to March 31,2024	For the Period April 01, 2023 to December 20,2023	Year Ended March 31,2023
I)	**Reserves & Surplus as per audited financial statements**	516.51	285.01	17.10	514.12	854.67
II)	**Material Restatement Adjustments**	**-**	**-**	**-**	**-**	**-**
	Accrued Interest reversed of Previous Years	-	-	-	-	-
	Provision For Gratuity Expense	-	-	-	-	-
	Provision For Leave Encashment Expense	-	-	-	-	-
	Provision for Deferred Tax	-	-	-	-	-
	Provision for Income Tax	-	-	1.45	-	(0.23)
	Net adjustments in Reserves & Surplus	**-**	**-**	**1.45**	**-**	**(0.23)**
III)	**Reserves & Surplus as restated**	**516.51**	**285.01**	**15.65**	**514.12**	**854.90**

ANNEXURE : 6 EQUITY SHARE CAPITAL (Rs. In Lacs)

		AS AT 30.06.2025		AS AT 31.03.2025		AS AT 31.03.2024		AS AT 20.12.2023		AS AT 31.03.2023	
		Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
A	EQUITY SHARE CAPITAL										
a	AUTHORISED CAPITAL										
	Equity shares of Rs. 10/- each	1,00,00,000.00	1,000.00	1,00,00,000.00	1,000.00	1,00,00,000.00	1,000.00	-	-	-	-
	Total	**1,00,00,000.00**	**1,000.00**	**1,00,00,000.00**	**1,000.00**	**1,00,00,000.00**	**1,000.00**	**-**	**-**	**-**	**-**
b	ISSUED, SUBSCRIBED & FULLY PAID UP CAPITAL										
	Equity shares of Rs. 10/- each	81,74,128.00	817.41	62,00,000.00	620.00	62,00,000.00	620.00	-	-	-	-
	Total	**81,74,128.00**	**817.41**	**62,00,000.00**	**620.00**	**62,00,000.00**	**620.00**	**-**	**-**	**-**	**-**

B **Reconciliation of the number of shares and amount outstanding as at June 30, 2025, March 31,2025, March 31,2024 ,December 20, 2023 And March 31, 2023**

Particulars	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Equity shares oustanding at the beginning of the year	62,00,000.00	620.00	62,00,000.00	620.00	62,00,000.00	620.00	-	-	-	-
Share issued during the year	19,74,128.00	197.41	-	-	-	-	-	-	-	-
Share Bought back during the year	-	-	-	-	-	-	-	-	-	-
Equity shares oustanding at the end of the year	81,74,128.00	817.41	62,00,000.00	620.00	62,00,000.00	620.00	-	-	-	-

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 30 June, 2025		As at 31 March, 2025		As at 31 March, 2024		As at 20 December, 2023		As at 31 March, 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Mr.Praveen Goel	43,73,513.00	53.50	31,12,470.00	50.20	31,12,470.00	50.20	-	-	-	-
Mr. Yash Vardhan Goel	35,63,310.00	43.59	30,87,030.00	49.79	30,87,030.00	49.79	-	-	-	-

(iii) Details of share holding of the Promotors at the end of period

Name of the Promotor	As at 30 June, 2025			As at 31 March, 2025			As at 31 March, 2024			As at 20 December, 2023			As at 31 March, 2023		
	Number of shares held	% holding in that class of shares	(%) Change	Number of shares held	% holding in that class of shares	(%) Change	Number of shares held	% holding in that class of shares	(%) Change	Number of shares held	% holding in that class of shares	(%) Change	Number of shares held	% holding in that class of shares	(%) Change
Mr.Praveen Goel	43,73,513.00	53.504	-	3112470	50.201	-	3112470	50.201	-	-	-	-	-	-	-
Mr. Yash Vardhan Goel	35,63,310.00	43.593	-	3087030	49.791	-	3087030	49.791	-	-	-	-	-	-	-
Mrs. Anju Goel	100	0.001	-	100	0.002	-	100	0.002	-	-	-	-	-	-	-

(Rs. In Lacs)

NFP SAMPOORNA FOODS LIMITED
Formerly Known as NUT AND FOOD PROCESSOR (A PARTNERSHIP FIRM)

ANNEXURE 7(i): RESERVES & SURPLUS	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at December 20, 2023	As at March 31, 2023
Share Premium Account					
Opening Balance	-	-	-	-	-
Add ; Additions during the Period/ Year	122.59	-	-	-	-
Closing Balance	**122.59**	-	-	-	-
Profit & Loss Account					
Opening Balance	285.01	15.65	-	-	-
Add ; Net Profit / (Net Loss) for the Period/Year	108.91	269.36	15.65	-	-
Closing Balance	**393.92**	**285.01**	**15.65**	-	-

ANNEXURE 7(ii): PARTNER'S CAPITAL ACCOUNT	As at June 30, 2025	As at March 31, 2025	As at March 31, 2024	As at December 20, 2023	As at March 31, 2023
Opening Balance	(0.00)	(0.00)	514.12	854.90	638.78
Add ; Addition	-	-	-	0.05	187.00
Less ; Drawings	-	-	-	427.48	12.47
Add ; Net Profit / (Net Loss) for the Period/Year	-	-	-	86.64	41.59
Less ; Transferred to issue of Equity Shares	-	-	514.12	-	-
	(0.00)	**(0.00)**	**(0.00)**	**514.12**	**854.90**
Total {7(i)+7(ii)}	**516.51**	**285.01**	**15.65**	**514.12**	**854.90**

NOTE:
Opening balance as stated in the above annexure, denotes to the brought forward balance of previous year.
Addition as stated in the above annexure, denotes to the capital brought in to the business by the partners during the year/period.
Drawings as stated in the above annexure, denots to the capital withdrawn by the partners during the year/period.
Net profit/loss in the above annexure, denotes to the income/loss earned during the year/period.
Transferred as stated in the above annexure, denotes to the partner's capital converted in to Share capital.

NON CURRENT LIABILITIES

ANNEXURE 8:

LONG TERM BORROWINGS					
Secured Loans					
Term Loans					
From Banks & Financial Institutions					
AU Small Finance Bank - Against Machinery	173.95	178.75	-	-	-
Kotak Prime Ltd - Against Car	14.22	-	-	-	-
AU Small Finance Bank - Against Building & Machinery	233.83	-	-	-	-
AU Small Finance Bank-353 - Against Building	330.63	-	-	-	-
AU Small Finance Bank-010 - Against Land	20.88	-	-	-	-
Total	**773.51**	**178.75**	-	-	-
From Others	-	-	-	-	-

Note: "The above loans, raised by way of hypothecation or equitable mortgage of the property of the company along with its subsidiary, are further secured by the personal guarantees of the directors."

Unsecured Loans					
From Banks & Financial Institutions					
Axis Bank Limited	8.06	10.32	10.34	20.35	-
Bajaj Finance Limited	-	2.26	13.95	26.05	-
Clix Capital Serives Private Limited	-	1.42	9.09	16.95	-
IDFC First Bank Limited	-	2.12	13.70	25.76	-
Indusind Bank Limited	-	-	3.61	19.52	-
Kisetsu Saison Finance (INDIA) Private Limited	-	1.08	6.94	12.93	-
Kotak Mahindra Bank	-	2.09	13.47	25.27	-
L&T Finance Limited	-	1.42	9.13	17.02	-
Poonawalla Fincorp Limited	-	1.41	9.06	16.98	-
SSA Finserve Private Limited	-	-	250.00	-	-
Total	**8.06**	**22.12**	**339.30**	**180.82**	-
From Related Parties					
Praveen Goel	61.38	-	69.12	410.00	-
Yashvardhan Goel	9.57	-	16.18	16.18	-
Mahesh Chandra Goel	3.56	-	-	-	-
Total	**74.50**	-	**85.30**	**426.18**	-
From Others	-	-	-	-	-
Grand Total	**856.07**	**200.87**	**424.60**	**607.00**	-

ANNEXURE 9:

OTHER LONG TERM LIABILITIES					
Security Deposit & Sundry Payables	-	-	-	-	-
Total	-	-	-	-	-

ANNEXURE 10:

LONG TERM PROVISIONS					
Provision for Employee Benefit Expense	-	-	-	-	-
Total	-	-	-	-	-

CURRENT LIABILITIES

ANNEXURE 11:

SHORT TERM BORROWINGS					
Loans repayable on Demand					
Secured					
From Banks					
AU Small Finance Bank Ltd	327.27				
Kotak Mahindra Bank Ltd	690.95	590.99			
HDFC Bank Limited	-	0.60	353.98	277.16	-
Total	**1,018.22**	**591.59**	**353.98**	**277.16**	-

Note: The above credit facility is secured by way of hypothecation of the current assets of the company along with those of its subsidiary. It is further secured by way of equitable mortgage of immovable properties in the name of the company, its subsidiary, and in the names of the directors and their relatives, and is additionally secured by the personal guarantees of the directors."

From Others					
MTI Materials Private Limited	100.00	-	-	-	-
VYOMAN INDIA PRIVATE LIMITED	-	-	-	152.75	-
Total	**100.00**	-	-	**152.75**	-
Current Maturities of Long Term Borrowing				-	-
Against Secured Loans	120.02	18.11			
Against Unsecured Loans	318.36	325.33	74.73		
Total	**1,556.60**	**935.03**	**428.71**	**429.91**	-

(Rs. In Lacs)

ANNEXURE 12:			As at 30th June, 2025	As at 31st March, 2025	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023
TRADE PAYABLES-BILLED							
Trade Payables - outstanding dues of MSME			25.34	64.76	-	-	-
Trade Payables - outstanding dues of Others			218.47	3.34	18.94	61.97	1.49
	Total		**243.82**	**68.10**	**18.94**	**61.97**	**1.49**

Trade Payables ageing schedule :

Particulars		Outstanding for following periods from due date of Payment			
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years
As at 30 June, 2025					
(i) **Outstanding dues of MSME**		25.34	-	-	-
(ii) **Outstanding dues of Others**		218.47	-	-	-
	Total	**243.82**	**-**	**-**	**-**
As at 31 March, 2025					
(i) **Outstanding dues of MSME**		64.76	-	-	-
(ii) **Outstanding dues of Others**		3.34	-	-	-
	Total	**68.10**	**-**	**-**	**-**
As at 31 March, 2024					
(i) **Outstanding dues of MSME**		-	-	-	-
(ii) **Outstanding dues of Others**		18.94	-	-	-
	Total	**18.94**	**-**	**-**	**-**
As at 20th December, 2023					
(i) **Outstanding dues of MSME**		-	-	-	-
(ii) **Outstanding dues of Others**		61.97	-	-	-
	Total	**61.97**	**-**	**-**	**-**
As at 31 March, 2023					
(i) **Outstanding dues of MSME**		-	-	-	-
(ii) **Outstanding dues of Others**		1.49	-	-	-
	Total	**1.49**	**-**	**-**	**-**

ANNEXURE 13:						
OTHER CURRENT LIABILITIES						
Statutory Liabilities Payable						
EPF Payable	0.44	1.47	0.77	-	0.19	
ESIC Payable	0.04	0.19	0.22	-	0.10	
LWF Payable	0.23	0.18	1.49	1.87	0.48	
GST RCM Payable	0.72	0.34	0.10	1.14	0.12	
TDS & TCS Payable	5.20	2.72	1.92	2.00	0.73	
GST Tax Payable	18.79	-	-	-	-	
Provision for Income Tax - F.Y. 2024-2025	13.28	-	-	-	-	
Other Expenses Payable						
Audit Fee Payable	2.15	1.35	0.90	0.75	0.30	
Processing fees Payable	-	0.34	-	-	-	
Director Imprest Payable	1.00	-	0.50	-	-	
Electricity Expenses Payable	1.33	0.92	1.02	0.52	0.87	
Interest Accrued but not Due	15.27	7.16	3.00	3.08	-	
Legal & Professional Expenses Payable	0.32	0.32	0.40	0.35	0.23	
Pest Management Services Expenses Payable	-	0.14	0.14	0.09	-	
Rent Expenses Payable	-	-	-	0.47	0.15	
Security Services Expenses Payable	-	-	-	-	0.14	
Staff Welfare Expenses Payable	-	0.12	0.26	0.29	0.26	
Telephone & Internet Expenses Payable	-	-	-	-	0.04	
Wages & Salary Payable	8.74	8.60	5.57	10.80	6.61	
Advance from Customers	3.46	476.38	87.39	56.61	4.23	
Total	**70.96**	**500.24**	**103.69**	**77.95**	**14.43**	

ANNEXURE 14:					
SHORT TERM PROVISIONS					
Provision For Income Tax	36.64	93.39	55.92	46.54	18.52
Total	**36.64**	**93.39**	**55.92**	**46.54**	**18.52**

ANNEXURE 15: PROPERTY,PLANT & EQUIPMENT						(Rs. In Lacs)
Particulars	**Plant & Machinery**	**Land, Shed & Building**	**Furniture & Fixture**	**Office Equipment**	**Computer**	**Total**
Gross Block						
Balance as at March 31, 2025	**436.82**	**28.67**	**5.36**	**15.07**	**3.36**	**489.28**
Additions for the period	13.47	-	-	0.43	-	13.90
Acquired by Company Through Conversion	177.00	1,278.19	1.31	5.09	0.30	1,461.89
Disposals	-	-	-	-	-	-
Balance as at June 30, 2025	**627.29**	**1,306.86**	**6.67**	**20.60**	**3.65**	**1,965.06**
Accumulated Depreciation						
Balance as at March 31, 2025	**49.81**	**4.75**	**1.35**	**9.81**	**2.07**	**67.79**
Deductions/adjustments	-	-	-	-	-	-
Depreciation for the period	4.24	0.57	0.26	0.63	0.22	5.92
Balance as at June 30, 2025	**54.05**	**5.33**	**1.61**	**10.44**	**2.29**	**73.71**
Net Block						
Balance as at March 31, 2025	**387.01**	**23.91**	**4.02**	**5.26**	**1.28**	**421.48**
Balance as at June 30, 2025	**573.24**	**1,301.53**	**5.06**	**10.16**	**1.36**	**1,891.35**

ANNEXURE 15: PROPERTY,PLANT & EQUIPMENT						(Rs. In Lacs)
Particulars	**Plant & Machinery**	**Shed & Building**	**Furniture & Fixture**	**Office Equipment**	**Computer**	**Total**
Gross Block						
Balance as at March 31, 2024	**130.12**	**28.67**	**3.16**	**13.31**	**1.53**	**176.79**
Additions for the period	307.84	-	2.20	1.76	1.83	313.63
Disposals	1.14	-	-	-	-	1.14
Balance as at March 31, 2025	**436.82**	**28.67**	**5.36**	**15.07**	**3.36**	**489.28**
Accumulated Depreciation						
Balance as at March 31, 2024	**30.08**	**2.15**	**0.07**	**4.47**	**0.52**	**37.29**
Deductions/adjustments	-	-	-	-	-	-
Depreciation for the period	19.74	2.60	1.27	5.34	1.56	30.51
Balance as at March 31, 2025	**49.81**	**4.75**	**1.35**	**9.81**	**2.07**	**67.79**
Net Block						
Balance as at March 31, 2024	**100.04**	**26.52**	**3.09**	**8.84**	**1.01**	**139.50**
Balance as at March 31, 2025	**387.01**	**23.91**	**4.02**	**5.26**	**1.28**	**421.48**

ANNEXURE 15: PROPERTY,PLANT & EQUIPMENT						(Rs. In Lacs)
Particulars	**Plant & Machinery**	**Shed & Building**	**Furniture & Fixture**	**Office Equipment**	**Computer**	**Total**
Gross Block						
Balance as at December 20, 2023	**112.04**	**28.67**	**0.63**	**13.31**	**1.53**	**156.17**
Additions for the period	18.08	-	2.54	-	-	20.62
Disposals	-	-	-	-	-	-
Balance as at March 31, 2024	**130.12**	**28.67**	**3.16**	**13.31**	**1.53**	**176.79**
Accumulated Depreciation						
Balance as at December 20, 2023	**25.75**	**1.43**	**0.03**	**3.21**	**0.31**	**30.73**
Deductions/adjustments	-	-	-	-	-	-
Depreciation for the period	4.32	0.72	0.04	1.26	0.21	6.55
Balance as at March 31, 2024	**30.08**	**2.15**	**0.07**	**4.47**	**0.52**	**37.29**
Net Block						
Balance as at December 20, 2023	**86.28**	**27.24**	**0.59**	**10.10**	**1.22**	**125.44**
Balance as at March 31, 2024	**100.04**	**26.52**	**3.09**	**8.84**	**1.01**	**139.50**

ANNEXURE 15: PROPERTY,PLANT & EQUIPMENT						(Rs. In Lacs)
Particulars	**Plant & Machinery**	**Shed & Building**	**Furniture & Fixture**	**Office Equipment**	**Computer**	**Total**
Gross Block						
Balance as at April 1, 2023	**99.02**	**28.67**	**-**	**13.37**	**-**	**141.05**
Additions for the period	22.09	-	0.63	0.75	1.53	24.98
Disposals	9.07	-	-	0.80	-	9.87
Balance as at December 20, 2023	**112.04**	**28.67**	**0.63**	**13.31**	**1.53**	**156.17**
Accumulated Depreciation						
Balance as at April 1, 2023	**19.11**	**-**	**-**	**2.39**	**-**	**21.50**
Deductions/adjustments	-	-	-	-	-	-
Depreciation for the period	6.64	1.43	0.03	0.82	0.31	9.23
Balance as at December 20, 2023	**25.75**	**1.43**	**0.03**	**3.21**	**0.31**	**30.73**
Net Block						
Balance as at April 1, 2023	**79.90**	**28.67**	**-**	**10.98**	**-**	**119.55**
Balance as at December 20, 2023	**86.28**	**27.24**	**0.59**	**10.10**	**1.22**	**125.44**

ANNEXURE 15: PROPERTY,PLANT & EQUIPMENT						(Rs. In Lacs)
Particulars	**Plant & Machinery**	**Shed & Building**	**Furniture & Fixture**	**Office Equipment**	**Computer**	**Total**
Gross Block						
Balance as at April 1, 2022	**54.82**	**18.54**	**-**	**4.72**	**-**	**78.07**
Additions for the year	46.60	10.13	-	8.65	-	**65.38**
Disposals	**2.40**	-	-	-	-	**2.40**
Balance as at March 31, 2023	**99.02**	**28.67**	**-**	**13.37**	**-**	**141.05**
Accumulated Depreciation						
Balance as at April 1, 2022	**7.93**	**-**	**-**	**0.69**	**-**	**8.63**
Deductions/adjustments	**-**	-	-	-	-	-
Depreciation for the year	11.18	-	-	1.70	-	12.88
Balance as at March 31, 2023	**19.11**	**-**	**-**	**2.39**	**-**	**21.50**
Net Block						
Balance as at April 1, 2022	**46.89**	**18.54**	**-**	**4.03**	**-**	**69.45**
Balance as at March 31, 2023	**79.90**	**28.67**	**-**	**10.98**	**-**	**119.55**

(Rs. In Lacs)

NON CURRENT ASSETS

ANNEXURE 17:		**As at 30th June, 2025**	**As at 31st March, 2025**	**As at 31st March, 2024**	**As at 20th December, 2023**	**As at 31st March, 2023**
NON CURRENT INVESTMENTS						
Investment in Subsidiary (At Cost)		-	-	-	-	-
Company Shares						
Investment in Listed Company						
Investment in Shares		-	-	-	-	-
Investment in Unlisted Company						
Investment in Shares		-	-	-	-	-
Investment in Partnership Firms & AOP						
Partnership Firm		-	-	-	-	-
AOP		-	-	-	-	-
Investment in Land & Property						
Investment in Land		350.00	-	-	-	-
Investment in House Property - Guest House		-	-	-	-	-
	Total Rs.	**350.00**	**-**	**-**	**-**	**-**

ANNEXURE 19:		**As at 30th June, 2025**	**As at 31st March, 2025**	**As at 31st March, 2024**	**As at 20th December, 2023**	**As at 31st March, 2023**
OTHER NON CURRENT ASSETS						
Security Deposit		29.73	10.14	7.38	3.75	3.75
Preliminary Expenses		-	-	-	-	-
	Total.	**29.73**	**10.14**	**7.38**	**3.75**	**3.75**

CURRENT ASSETS

ANNEXURE 20:						
INVENTORIES						
(Taken, Valued & Certified by the Management of The Company)						
Closing Raw Material		519.52	-	55.12	557.47	74.37
Closing Work in Progress		119.20	40.35	53.00	51.40	65.87
Closing Finished Goods & Packing Material & Consumable Item		299.77	741.15	573.23	377.41	129.59
	Total.	**938.49**	**781.50**	**681.36**	**986.27**	**269.83**
Raw Material is valued at Cost Price						
Closing Work in Progress is valued at Cost Price.						

ANNEXURE 21:						
TRADE RECEIVABLES						
(To the extent considered good)						
Unsecured, considered good						
-Related parties		-	148.53	-	286.44	119.52
-Other than related parties		305.79	53.29	98.73	173.17	54.20
	Total.	**305.79**	**201.82**	**98.73**	**459.61**	**173.72**

ANNEXURE 18: DEFERRED TAX ASSETS (NET)

(Rs. In Lacs)

Movement in deferred tax liabilities / asset	As at April 1, 2022	Recognised in profit & loss	As at March 31, 2023
Deferred Tax Assets			
Property, Plant and Equipments	-	-	-
Provision for Employee benefits	-	-	-
	-	-	-
Disclosed as Deferred Tax Assets	-	-	-

Movement in deferred tax liabilities / asset	As at April 1, 2023	Recognised in profit & loss	As at December 20, 2023
Deferred Tax Assets			
Property, Plant and Equipments	-	-	-
Provision for Employee benefits	-	-	-
	-	-	-
Disclosed as Deferred Tax Assets	-	-	-

Movement in deferred tax liabilities / asset	As at December 20, 2023	Recognised in profit & loss	As at March 31, 2024
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	-	0.58	0.58
Deferred Tax Assets (B)			
Preliminary Expense	-	-	-
Property, Plant and Equipments	-	-	-
Provision for Employee benefits	-	-	-
Total deferred tax assets (B)	-	-	-
Disclosed as Deferred Tax Assets (Net B-A)	-	**(0.58)**	**(0.58)**

Movement in deferred tax liabilities / asset	As at March 31, 2024	Recognised in profit & loss	As at March 31, 2025
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	0.58	-	0.58
Deferred Tax Assets (B)			
Preliminary Expense	-	-	-
Property, Plant and Equipments	-	2.39	2.39
Provision for Employee benefits	-	-	-
Total deferred tax assets (B)	-	**2.39**	**2.39**
Disclosed as Deferred Tax Assets (Net B-A)	**(0.58)**	-	**1.80**

Movement in deferred tax liabilities / asset	As at March 31, 2025	Recognised in profit & loss	As at June 30, 2025
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	-	-	-
Deferred Tax Assets (B)			
Preliminary Expense	-	-	-
Property, Plant and Equipments	1.80	-	1.80
Provision for Employee benefits	-	-	-
Total deferred tax assets (B)	**1.80**	-	**1.80**
Disclosed as Deferred Tax Assets (Net B-A)	**1.80**	-	**1.80**

ANNEXURE 21

Trade Receivables ageing schedule (As told by the Management) (Rs. In Lacs)

Particulars	Outstanding for following periods from due date of Payment					Total
	Less than 6 Months	6 Months to 1 Year	1 Year - 2 year	2 Year - 3 year	More than 3 years	
As at 30 June, 2025						
(i) Undisputed Trade Receivables - considered good	305.22	0.57	-	-	-	305.79
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Total Rs.	**305.22**	**0.57**	**-**	**-**	**-**	**305.79**
As at 31 March, 2025						
(i) Undisputed Trade Receivables - considered good	201.29	0.53	-	-	-	201.82
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Total Rs.	**201.29**	**0.53**	**-**	**-**	**-**	**201.82**
As at 31 March, 2024						
(i) Undisputed Trade Receivables - considered good	94.43	4.30	-	-	-	98.73
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Total Rs.	**94.43**	**4.30**	**-**	**-**	**-**	**98.73**
As at 20 December, 2023						
(i) Undisputed Trade Receivables - considered good	457.15	2.46	-	-	-	459.61
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Total Rs.	**457.15**	**2.46**	**-**	**-**	**-**	**459.61**
As at 31 March, 2023						
(i) Undisputed Trade Receivables - considered good	171.60	1.39	0.73	-	-	173.72
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Total Rs.	**171.60**	**1.39**	**0.73**	**-**	**-**	**173.72**

(Rs. In Lacs)

	As at 30th June, 2025	As at 31st March, 2025	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023
ANNEXURE 22:					
CASH & CASH EQUIVALENTS					
Balances with Banks					
- In Current Account	26.64	41.15	29.20	-	0.41
- In Deposits with original maturity of less than 3 months	-	-	-	-	-
Cash in Hand	7.80	2.46	4.35	17.39	10.81
Total	**34.45**	**43.61**	**33.55**	**17.39**	**11.22**
ANNEXURE 23:					
SHORT TERM LOANS & ADVANCES					
Sundry/Other Advances					
Loans and Advances to Subsidiaries ,KMP & Related Parties :					
Secured, considered good	-	-	-	-	-
Unsecured, considered good	-	-	-	-	-
Doubtful	-	-	-	-	-
	-	-	-	-	-
Less: Provision for doubtful Sundry / Other Advances	-	-	-	-	-
Loans and Advances to Suppliers & Others					
Secured, considered good	5.00	-	-	-	
Unsecured, considered good	349.52	1,038.25	562.90	127.22	266.62
Doubtful	-	-	-	-	-
	354.52	1,038.25	562.90	127.22	266.62
Less: Provision for doubtful Sundry / Other Advances	-	-	-	-	-
Total	**354.52**	**1,038.25**	**562.90**	**127.22**	**266.62**
ANNEXURE 24:					
OTHER CURRENT ASSETS					
TDS Recovarable from Parties	2.07	2.04	2.47	1.32	-
Actionable Claims Receivables	-	-	13.15	13.66	-
Balance With Indirect revenues Authorities (GST Recoverable)	146.39	101.31	58.93	-	38.77
FDR Accured interest	1.30	-	-	-	-
Advance Tax, TDS & TCS	21.47	83.88	55.70	-	5.39
Prepaid Expenses	20.64	16.80	14.43	2.83	0.49
Total	**191.88**	**204.03**	**144.67**	**17.81**	**44.65**

CONTINUING OPERATIONS		For the Period 01.04.2025 to 30.06.2025	For the Year 01.04.2024 to 31.03.2025	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	(Rs. In Lacs) For the Year 01.04.2022 to 31.03.2023
ANNEXURE 25:						
REVENUE FROM OPERATIONS						
Sale of Raw Material (Raw Material) Trading		1,272.15	1,279.58	-	62.35	35.14
Sale of Finished Cashew Nuts		575.55	2,012.20	561.98	1,294.42	1,178.04
Sale of NW Cashew Nuts		-	77.00	-	155.38	357.63
Sale of By- Products (Husk & Shell)		8.03	104.75	37.67	115.05	103.87
Job Work (Processing of Cashew)		-	-	-	9.20	-
Sale of Other-Products Other than Cashew Nuts Trading		11.28	90.15	0.02	64.30	-
	Total	**1,867.01**	**3,563.67**	**599.66**	**1,700.70**	**1,674.68**
ANNEXURE 26:						
OTHER INCOME						
Interest (Received) on Income Tax Refund		-	0.08	-	-	0.01
Rebate & Discount (Received)		-	1.71	-	13.21	-
Foreign- Currency Exchange Flucation		3.53	10.28	-	2.96	-
Miscellaneous Income		-	-	-	-	-
Actionable Claims Note- Insurance Claim Received against loss of stock due to strom		-	-	-	14.37	-
	Total	**3.53**	**12.07**	**-**	**30.55**	**0.01**
EXPENSES						
ANNEXURE 27:						
COST OF REVENUE OPERATIONS						
Purchase of Material		1,718.24	2,705.90	85.35	1,869.89	1,434.20
Accuried by conversion of Company		25.00				
Consumable Items		0.42	1.30	0.35	2.40	2.14
Job Work Expenses		-	11.27	-	-	-
Power & Fuel		5.99	23.84	11.45	25.11	24.54
Packing Material Expenses		0.01	42.03	12.76	32.53	26.55
Freight & Cartage Expenses		10.67	25.00	13.76	39.48	39.55
Raw Material Handling & Shipping Charges		22.50	20.47	-	35.09	1.74
Unloading Expenses		1.19	1.81	0.99	-	3.14
	Total	**1,784.02**	**2,831.63**	**124.65**	**2,004.51**	**1,531.88**
ANNEXURE 28:						
CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE						
Opening Stock :-						
Raw Material		-	55.12	557.47	74.37	102.26
Work in Progress		40.35	53.00	51.40	65.87	29.74
Finished Goods & Packing Material & Consumable Item		741.15	573.23	377.41	129.59	8.47
		781.50	681.36	986.27	269.83	140.46
Closing Stock :-						
Raw Material		519.52	-	55.12	557.47	74.37
Work in Progress		119.20	40.35	53.00	51.40	65.87
Finished Goods & Packing Material & Consumable Item		299.77	741.15	573.23	377.41	129.59
		938.49	781.50	681.36	986.27	269.83
Increase / Decrease in Finished & Semi-Finished Goods	**Total**	**(156.99)**	**(100.14)**	**304.92**	**(716.44)**	**(129.36)**
ANNEXURE 29:						
EMPLOYEE BENEFIT EXPENSES						
Wages & Salary (Paid) Including Employee's Contribution to EPF, ESIC & LWF		20.22	198.72	70.22	164.55	125.51
Director's / Partner's Salary		-	-	0.61	2.17	6.00
KMP's Salary - Expenses		4.74	15.06	-	-	-
Employers' Contribution to ESIC		0.94	8.14	0.69	0.96	0.83
Employers' Contribution to EPF		0.11	1.94	1.47	2.96	0.58
Employers' Contribution to LWF		0.03	0.48	0.19	0.57	0.32
Staff Welfare expenses		0.30	4.81	1.62	3.15	3.84
	Total	**26.34**	**229.16**	**74.80**	**174.35**	**137.09**

(Rs. In Lacs)

ANNEXURE 30:	For the Period 01.04.2025 to 30.06.2025	For the Year 01.04.2024 to 31.03.2025	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Year 01.04.2022 to 31.03.2023
FINANCE COSTS					
Bank Charges & Commission	4.63	3.91	3.12	1.60	0.91
Bank Interest & Finance Charges	25.46	83.69	21.03	46.58	1.22
Foreign- Currency Exchange Flucation	-	-	-	-	0.18
Interest Paid to Unsecured Loans & Others	1.97	4.50	1.00	-	2.50
Total	**32.06**	**92.11**	**25.15**	**48.18**	**4.81**
ANNEXURE 31:					
DEPRECIATION AND AMORTISATION EXPENSES					
Property, Plant and Equipment	5.92	30.51	6.55	9.23	12.88
Intangible Assets	-	-	-	-	-
Total	**5.92**	**30.51**	**6.55**	**9.23**	**12.88**
ANNEXURE 32:					
OTHER EXPENSES					
Annual Custody Fees	0.04	0.17	0.03	-	-
Annual Maintenance Expenses	0.08	0.49	0.06	0.09	0.08
Auditors' Remuneration	0.15	1.50	0.50	0.50	0.30
Business Promotion & Marketing Expenses	0.21	16.49	1.66	2.94	4.13
Commission and Brokerage	0.14	1.47	1.00	5.88	-
Coveyence Expenses	0.29	1.61	0.34	0.96	0.93
Director's Sitting Fees	-	1.50	-	-	-
Discount on Sales	-	-	-	-	0.63
Electricity Expenses	0.35	0.38	-	-	-
Factory & Warehouse Rent (Paid)	18.11	53.41	11.50	22.11	27.76
Fees & Taxes	-	-	-	0.10	0.10
Festival Expenses	-	1.05	-	1.43	0.34
Freight & Forwarding Charges	3.64	10.00	3.86	17.96	4.26
Late Fees & Interest	0.01	0.34	0.01	-	-
Insurance	1.05	4.72	0.84	3.87	1.06
Joining Fees & Subscripition Expenses	1.82	1.93	0.15	-	-
Legal & Professional Charges	2.12	6.95	1.10	5.11	1.56
Loss on Damage of Goods	-	-	-	1.59	-
Machine Hiring Charges	1.56	-	-	-	0.28
Machinery Repair & Maintenance	0.85	11.21	0.63	2.59	7.48
Miscellaneous Expenses	0.88	0.82	0.28	1.99	0.13
Office Expenses	0.33	1.40	0.47	0.78	1.01
Pest Management Services Expenses	0.14	1.68	0.47	0.68	0.37
Pollution Expenses	-	-	-	-	0.19
Postage & Courier Expenses	0.01	0.06	0.01	0.02	0.02
Preliminary Exp. w/off	-	-	10.21	-	-
Printing & Stationery	0.07	0.20	0.05	0.13	0.12
Product Bar-Code Registration Fees	0.03	0.15	0.35	0.20	-
ROC Fees Expenses	0.17	0.20	0.07	-	-
Sampling & Cutting Lab Test Expenses	0.69	2.38	0.17	2.18	0.06
Security & Patrolling Expenses	0.03	0.17	0.05	0.45	1.76
Software Expenses	0.54	0.61	-	0.06	0.04
Telephone, Internet & Mobile Charges	0.22	0.17	0.10	0.26	0.57
Travelling & Conveyance	-	7.71	4.09	6.23	3.98
Tecnology Expenes (Google Domain)	0.08	0.34	-	-	-
Traning & Development Expenses	-	3.00	-	-	-
Vehicle Running and Maintenance	-	-	-	0.13	0.14
Total	**33.63**	**132.12**	**37.98**	**78.24**	**57.28**

ANNEXURE 33: EARNINGS PER SHARE

(Rs. In Lacs)

Particulars	For the Period 01.04.2025 to 30.06.2025	For the Year 01.04.2024 to 31.03.2025	For the Period 20.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Year 01.04.2022 to 31.03.2023
Restated profit after tax attributable to the equity holders (INR in	108.91	269.36	15.65	86.64	41.59
Weighted average number of shares at the end of Period/Year	15,51,161.99	62,00,000.00	17,32,602.74	-	-
No of equity Shares at the year end	81,74,128.00	62,00,000.00	62,00,000.00	-	-
Nominal value of shares (Rupees)	10.00	10.00	10.00	-	-
Earning Per Share					
Basic & Diluted	7.02	4.34	0.90	-	-
Earning Per Share					
Basic & Diluted	7.02	4.34	0.90	-	-
Return on Net Worth (%)	8.16%	29.76%	2.46%	-	-
Net Asset Value Per Share	16.32	14.60	10.25	-	-
Current Ratio	0.96	1.42	2.51	2.61	22.24

Basic & Diluted Earning per year = Restated Profit available to Equity Shareholders / Weighted Number of Equity Shares at the end of period/year

Return on Net Worth = Restated Profit available to Equity Shareholders / Restated Net Worth of Equity Shareholders

Net Asset Value per share= Restated Net Worth of Equity Shareholders / Number of Equity Shares at the end of period/year

Current Ratio = Total Current Assets / Total current Liabilities

ANNEXURE 34: SEGMENT REPORTING

(Rs. In Lacs)

Particulars	For the Period 01.04.2025 to 30.06.2025	For the Year 01.04.2024 to 31.03.2025	For the Period 20.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Year 01.04.2022 to 31.03.2023
(a) Segment Revenue					
- Manufaturing & Processing	583.58	2,193.95	599.65	1,636.40	1,674.68
- Trading	1,283.43	1,369.72	0.02	64.30	-
Total	**1,867.01**	**3,563.67**	**599.66**	**1,700.70**	**1,674.68**
Less: Inter Segment Revenue	-	-	-	-	-
Total Revenue	**1,867.01**	**3,563.67**	**599.66**	**1,700.70**	**1,674.68**
(b) Segments Results					
- Manufaturing & Processing	63.20	271.49	25.61	125.75	60.11
- Trading	82.35	88.87	-	7.43	-
Total Proft Before Tax	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
(c) Income Tax	36.64	91.00	9.96	46.54	18.52
(d) Net Profit	**108.91**	**269.36**	**15.65**	**86.64**	**41.59**
(e) Segment Assets					
- Manufaturing & Processing	4,098.01	2,702.64	1,668.08	1,737.49	889.34
- Trading	-	-	-	-	-
Total	**4,098.01**	**2,702.64**	**1,668.08**	**1,737.49**	**889.34**
(f) Segment Liabilities					
- Manufaturing & Processing	**4,098.01**	**2,702.64**	**1,668.08**	**1,737.49**	**889.34**
- Trading	-	-	-	-	-
Total	**4,098.01**	**2,702.64**	**1,668.08**	**1,737.49**	**889.34**

ANNEXURE 35
RESTATED CONSOLIDATED STATEMENT OF

(Rs. In Lacs)

Particulars	Numerator	Denominator	As at 30th June 2025	As at 31st March 2025	As at 31st March 2024	As at 20st December 2023	As at 31st March 2023
Current Ratio	Current assets	Current liabilities	0.96	1.42	2.51	2.61	22.24
Debt- Equity Ratio	Total debts	Shareholder's Fund	1.81	1.26	1.34	2.02	-
Debt- Service Coverage Ratio	Earnings available for debt services	Debt services	5.54	4.91	2.02	3.76	13.49
Return On Equity(%)	Net profit after tax	Average Shareholder's Equity	9.73%	34.97%	2.72%	12.66%	5.57%
Trade Receivable Turnover Ratio	Revenue	Average trade Receivable	7.36	23.71	2.15	5.37	17.40
TradePayableTurnoverRatio	Purchases & Expenses	Average trade Payable	11.44	65.06	3.08	63.17	563.16
Net Capital Turnover Ratio	Revenue	Average Working Capital	6.33	4.49	0.63	1.97	2.58
Net ProfitRatio	Net profit	Revenue	5.83%	7.56%	2.61%	5.09%	2.48%
Return On Capital Employed	Earnings before interest & tax	Capital employed	8.11%	40.91%	4.78%	16.18%	7.59%
Inventory Turnover Ratio	Cost of goods sold (COGS)	Average Inventory	1.89	3.73	0.52	2.05	6.84

ANNEXURE 36

Other Financial Information

(Rs. In Lacs)

Particulars	As at 30th June, 2025	As at 31st March, 2025	As at 31st March, 2024		As at 31st March, 2023
			21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	
Net Worth	1,333.93	905.01	635.65	514.12	854.90
Net Worth excluding Preference Share Capital	1,333.93	905.01	635.65	514.12	854.90
Restated Profit/Loss after tax	108.91	269.36	15.65	86.64	41.59
Less: Prior Period Item	-	-	-	-	-
Adjusted Profit after Tax	108.91	269.36	15.65	86.64	41.59
Number of Equity Share outstanding as on the End of Year/Period	81,74,128.00	62,00,000.00	62,00,000.00	-	-
Weighted average number of shares at the end of Period/Year	15,51,161.99	62,00,000.00	17,32,602.74		
Current Assets	1,825.12	2,269.21	1,521.20	1,608.30	766.04
Current Liabilities	1,908.01	1,596.75	607.26	616.37	34.44
Face Value per Share	10.00	10.00	10.00	10.00	10.00
EBITDA					
Restated Profit after tax	108.91	269.36	15.65	86.64	41.59
Add: Finance Cost	32.06	92.11	25.15	48.18	4.81
Add: Tax Expenses	36.64	91.00	9.96	46.54	18.52
Add: Depreciation	5.92	30.51	6.55	9.23	12.88
EBITDA	**183.53**	**482.98**	**57.31**	**190.59**	**77.80**
Other Income	3.53	12.07	-	30.55	0.01
EBITDA Excluding other Income	**180.01**	**470.91**	**57.31**	**160.04**	**77.79**
For Basic Earnings Per Share	7.02	4.34	0.90	-	-
For Diluted Earnings Per Share(1)	7.02	4.34	0.90	-	-
EARNINGS PER SHARE					
Restated Basic Earnings Per Share (INR)	7.02	4.34	0.90	-	-
Restated Diluted Earnings Per Share(2)	7.02	4.34	0.90	-	-

The definitions of ratio/ formulas used for actual computation are as follows:

1. Basic earnings per share (INR) = *net profit after tax attributable to owners of the Company, as restated / Weighted average number of equity shares outstanding during the year.*

2. Diluted earnings per share (INR) = net profit after tax attributable to owners of the Company, as restated /Weighted average number of equity shares outstanding during the year.

Weighted

3. ***Restated EBITDA*** *=Restated PAT+Depereciation+Finance cost+Income tax-other income.*

4. ***Restated Basic EPS*** *=Restated PAT/No of shares at the end of period.*

5. The amounts disclosed above are based on the restated financial information of the Company.

6.Net worth means the aggregate value of the paid up share capital of the Company and all reserve

ANNEXURE 37

Tax Shelter

(Rs. In Lacs)

S. No.	Particulars	As at 30th June, 2025	As at 31st March, 2025	As at 31st March, 2024		As at 31st March, 2023
				21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	
A	**Restated Profit before tax**	**145.55**	**360.36**	**25.61**	**133.18**	**60.11**
	Short Term Capital Gain at special rate	-	-	-	-	-
	Normal Corporate Tax Rates (%)	0.25	0.25	0.25	0.35	0.31
	Short Term Capital Gain at special rate	-	-	-	-	-
	MAT TaxRates (%)	-	-		-	-
B	**Tax thereon (including surcharge and education cess)**	**36.64**	**93.39**	**9.38**	**46.54**	**18.52**
	Tax on normal profits	36.64	93.39	9.38	46.54	18.52
	Short Term Capital Gain at special rate	-	-	-	-	-
	Total	36.64	93.39	9.38	46.54	18.52
	Adjustments:	-	-	-	-	-
C	**Permanent Differences**	**-**	**-**	**-**	**-**	**-**
	Deduction allowed under Income Tax Act	-	-	-	-	-
	Exempt Income	-	-	-	-	-
	Allowance of Expenses under the Income Tax Act Section 35	-	-	-	-	-
	Disallowance of Income under the Income Tax Ac	-	-	-	-	-
	Disallowance of Expenses under the Income Tax Act	-	-	-	-	-
	Total Permanent Differences	-	-	-	-	-
D	**Timing Differences**	**-**	**-**	**-**	**-**	**-**
	Difference between Depreciation as per Income tax,196l and Companies Act 2013	-	9.48	(2.31)	-	-
	Difference between Company Incorporation Exp Allowed in Future	-	-	8.17	-	-
	Provision for Gratuity disallowed	-	-	-	-	-
	Expense disallowed u/s 43B	-	-	-	-	-
	Expense disallowed u/s 37	-	1.21	-	-	-
	Total Timing Differences	-	10.69	5.86	-	-
E	**Net Adjustments E: (C+D)**	**-**	**10.69**	**5.86**	**-**	**-**
F	**Tax expense/(saving) thereon**	**-**	**-**	**-**	**-**	**-**
G	**Total Income/(loss) (A+E)**	**145.55**	**371.06**	**31.46**	**133.18**	**60.11**
	Taxable Income/ (Loss) as per MAT	145.55	360.36	25.61	133.18	60.11
I	**Income Tax as per normal provision**	**36.64**	**93.39**	**7.92**	**46.54**	**18.52**
J	**Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act**	**-**	**-**	**-**	**-**	**-**
	Net Tax Expenses (Higher of I,J)	36.64	93.39	7.92	46.54	18.52
K	**Relief u/s 90/91**	**-**	**-**	**-**	**-**	**-**
	Total Current Tax Expenses	36.64	93.39	7.92	46.54	18.52
L	**Adjustment for Interest on income taxl others**	**-**	**-**	**-**	**-**	**-**
	Total Current Tax Expenses	36.64	93.39	7.92	46.54	18.52

ANNEXURE: 38 DETAILS OF PAYMENT MADE TO AUDITOR

(Rs. In Lakhs)

Particulars	For the period	For the period	For the period	For the period	For the period
	01.04.2025 to 30.06.2025	01.04.2024 to 31.03.2025	21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	01.04.2022 to 31.03.2023
Audit Fees	0.15	1.50	0.50	0.50	0.30

ANNEXURE: 39 RELATED PARTY TRANSACTION

Name of the Related	Relationship				
	As at 30th June 2025	As at 31st March 2025	As at 31st March 2024	As at 20th December 2023	As at 31st March 2023
PRAVEEN GOEL	Director	Director	Director	Partner	Partner
YASH VARDHAN GOEL	Managing Director	Managing Director	Managing Director	Partner	Partner
ANIL KUMAR GUPTA	Relative of Director	Relative of Director	Relative of Director	Partner	-
NISHA GUPTA	Relative of Director	Relative of Director	Relative of Director	Partner	-
SANJAY KUMAR GARG	-	-	-	Partner	-
SUDHANSHU SHEKHAR THAKUR	-	-	-	Partner	-
ANJU GOEL	Whole Time Director	Whole Time Director	Whole Time Director	Partner	-
ANIL KUMAR GUPTA	CFO	CFO	-	-	-
BABLI	C.S	C.S	-	-	-
YASHITA VASAN	-	C.S	-	-	-
RAJESH ARORA	Independent Director	Independent Director	Independent Director	-	-
ANKUR SHARMA	Independent Director	Independent Director	Independent Director	-	-
Mahesh Chandra Goel	Relative of Director	Relative of Director	Relative of Director	-	-
YASHVARDHAN FOODS INDUSTRIES (Partnership Firm)	-	Partnership in which director is partner (Yashvardhan Goel & Praveen Goel)	Partnership in which director is partner (Yashvardhan Goel & Praveen Goel)	Partnership in which director is partner (Yashvardhan Goel & Praveen Goel)	Partnership in which director is partner (Yashvardhan Goel & Praveen Goel)
YASHVARDHAN FOODS INDUSTRIES PRIVATE LIMITED	Wholly owned Subsidiary Company	-	-	-	-

Transactions carried out with related parties referred to in (1) above, in ordinary course of business: (Rs. In Lakhs)

Particulars	Name of the Related Parties	For the period	For the period	For the period	For the period	For the period
		01.04.2025 to 30.06.2025	01.04.2024 to 31.03.2025	21.12.2023 to 31.03.2024	01.04.2023 to 20.12.24	01.04.2022 to 31.03.2023
Remuneration	YASH VARDHAN GOEL	-	-	-	-	6.00
Remuneration	ANJU GOEL	-	-	0.61	2.17	-
Sales Including GST	YASHVARDHAN FOODS INDUSTRIES	-	954.13	294.63	806.33	994.53
Purchases Including GST	YASHVARDHAN FOODS INDUSTRIES	-	33.86	52.49	30.69	18.44
Job Work Expenses Including GST	YASHVARDHAN FOODS INDUSTRIES	-	13.30	-	-	-
Loan taken	PRAVEEN GOEL	-	123.00	10.00	410.00	-
Loan taken	YASH VARDHAN GOEL	-	-	-	16.18	-
Loan Paid	PRAVEEN GOEL	-	192.12	350.88	-	-
Loan Paid	YASH VARDHAN GOEL	-	16.18	-	-	-
Director Sitting Fees	RAJESH ARORA	-	1.00	-	-	-
Director Sitting Fees	ANKUR SHARMA	-	0.50	-	-	-
KMP Salary Expenses	Anil Kumar Gupta	3.55	11.73	-	-	-
KMP Salary Expenses	Babli	1.19	1.55	-	-	-
KMP Salary Expenses	YASHITA VASAN	-	1.77	-	-	-
Rent Paid	YASHVARDHAN FOODS INDUSTRIES	5.46	-	-	-	-
Rent Paid	YASHVARDHAN FOODS INDUSTRIES PRIVATE LIMITED	1.64	-	-	-	-

Related Party Outstanding Balance as at end:

Particulars	Name of the Related Parties	For the period	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024	For the period enede 20th December, 2023	For the Year ended 31st March, 2023
		01.04.2025 to 30.06.2025				
Debtors	YASHVARDHAN FOODS INDUSTRIES	-	148.53	-	286.44	119.52
Partner's Remuneration Payable	YASH VARDHAN GOEL	-	-	-	-	6.00
Directors's Remuneration Payable	ANJU GOEL	-	-	0.21	0.14	-
Partner Loan	PRAVEEN GOEL	-	-	69.12	410.00	-
Partner Loan	YASH VARDHAN GOEL	-	-	16.18	16.18	-
Advance From Customers	YASHVARDHAN FOODS INDUSTRIES	-	-	67.75	-	-
Debtors	YASHVARDHAN FOODS INDUSTRIES PRIVATE LIMITED	148.53	-	-	-	-
Director Sitting Fees Payable	RAJESH ARORA	0.90	0.90	-	-	-
Director Sitting Fees Payable	ANKUR SHARMA	0.45	0.45	-	-	-
Director Loans	PRAVEEN GOEL	61.38	-	-	-	-
Director Loans	YASH VARDHAN GOEL	9.57	-	-	-	-
Loan from Relative of Director's	Mahesh Chandra Goel	3.56	-	-	-	-
KMP Salary Payable	Anil Kumar Gupta	1.02	0.67	-	-	-
KMP Salary Payable	Babli	0.45	0.39	-	-	-
KMP Salary Payable	YASHITA VASAN	-	-	-	-	-

Note:The loans reflected in the names of *Mr. Praveen Goel, **Mr. Yashvardhan Goel, and **Mr. Mahesh Chandra Goel* as on *30.06.2025* in the Related Parties Annexure pertain to balances taken over pursuant to the acquisition of *100% shareholding of Yashvardhan Food Industries Private Limited* by *NFP Sampoorna Food Limited* on *30.06.2025. Consequently, these parties have been considered as related parties from the date of acquisition. **No direct transactions with these parties were undertaken during the year under consideration*.

ANNEXURE 40: CORPORATE SOCIAL RESPONSIBILITY (CSR)	
AS PER PROVISION OF SECTION 135(1) OF COMPANIES ACT, 2013 CSR IS NOT APPLICABLE	

As per our report of even date		For NFP SAMPOORNA FOODS LIMITED	
FOR AJAY K. KAPOOR & COMPANY	0.00	and on behalf of the Board of Directors	
Chartered Accountants,			
Firm Registration No. 013788N			
Peer Review Certificate No: 016088			
		Anju Goel	YASH VARDHAN GOEL
		(Whole Time Director)	(Managing Director)
(AJAY KAPOOR)		DIN : 02525953	DIN NO: 10425908
F.C.A		Date : 24/09/2025	Date : 24/09/2025
Partner		Place: New Delhi	Place: New Delhi
Membership Number : 092423			
		(ANIL GUPTA)	Babli
		(C.F.O)	(Compliance Officer)
Place : Ghaziabad		Date : 24/09/2025	Date : 24/09/2025
Date : 24/09/2025		Place: New Delhi	Place: New Delhi
UDIN : 25092423BMHZNW3213			

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STATEMENT OF FINANCIAL INDEBTEDNESS

To,
The Board of Directors
NFP Sampoorna Foods Limited
3A&B, Plot No. 70, Rama Road, Kirti Nagar,
New Delhi, India -110015

Dear Sir,
Subject- Statement of Financial Indebtedness of NFP Sampoorna Foods Limited Limited(Formerly known as M/s Nut & Food Processors).

Based on Consolidated Financial Statement as Restated, as on June 30, 2025, the aggregate borrowing of the company (secured or unsecured) from bank, financial Institution and others is ₹ 2,412.67 Lakhs as per the certificate issued by M/s Ajay K. Kapoor & Company, Chartered Accountants (FRN: 013788N), dated September 26, 2025 with UDIN 25092423BMHZOK2274.

Set forth below is a brief summary of our aggregate borrowings from banks and financial institutions as of June 30, 2025 based on consolidated restated financial statements:

Nature of Borrowing (₹ in Lakhs)

Nature of Borrowing	Fund Based	Non-Fund Based
Secured Borrowings	1911.75	-
Unsecured Borrowings	500.92	-
Total	**2412.67**	**-**

Details of Secured Borrowings

Name of Lender	Sanction Date	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount Outstanding as on 30.06.2025 (₹ In Lakhs)	Principal Terms & Conditions
AU Small Finance Bank – Machinery	28/12/2024	Term Loan	200	192.51	Secured against machinery
Kotak Mahindra Bank Ltd	21/02/2025	CC Limit	800	690.95	Working capital facility
AU Small Finance Bank	28/12/2024	CC Limit	350	327.27	Working capital facility
AU Small Finance Bank-Machinery and Building	28/12/2024	Term Loan	290	274.20	Secured against machinery & building
AU Small Finance Bank-353 - Against Building	28/12/2024	Term Loan	382	365.47	Secured against building
AU Small Finance Bank-010 - Against Land	28/12/2024	Term Loan	54	44.09	Secured against Land

Kotak Prime Ltd - Against Car	12/03/2025	Term Loan	18	17.26	Secured against machinery
Total			**1000**	**1911.75**	

Details of Unsecured Borrowings

Name of Lenders	Amount Outstanding as on 30.06.2025 (₹ In Lakhs)
Axis Bank Ltd	16.57
Bajaj Finance Ltd	11.21
Clix Capital Services Ltd	6.69
IDFC First Bank Ltd	10.98
Kisetsu Saison Finance (India) Pvt Ltd	5.57
Kotak Mahindra Bank Ltd	10.8
L&T Finance Ltd	7.33
Poonawala Fincorp Ltd	7.26
SSA Finserve (P) Ltd	250
MTI Material (P) Ltd	100
Praveeen Goel	61.38
Yashvardhan Goel	9.57
Mahesh Chandra Goel	3.56
Total	500.92

DATE: 26.09.2025
PLACE: GHAZIABAD
UDIN: 25092423BMHZOK2274

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

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

CAPITALISATION STATEMENT

The following table sets forth our capitalization derived from our Consolidated Restated Financial Statements as at June 30, 2025, as adjusted for the Issue. This table should be read in conjunction with "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", "***Restated Financial Statements***" **and** "***Risk Factors***" beginning on page 219, 189 and 27 respectively of this Draft Red Herring Prospectus.

Statement of Capitalization, As Restated:

(₹ in Lakhs)

Particulars	Pre-Issue June 30, 2025	Post Issue*
Borrowing:		
Long- term Debt	856.07	[●]
Short Term Debt	1,556.60	[●]
Total Debt	**2412.67**	[●]
Shareholders' Fund:		
Equity Share Capital	817.41	[●]
Reserves and Surplus	516.52	[●]
Total Shareholders' Fund	**1,333.93**	[●]
Long Term Debt/Shareholders' Fund	**0.642**	[●]
Total Debt/Shareholders' Fund	**1.809**	[●]

**The Corresponding post issue figure are not determinable at this stage, due to pendency of public issue, hence not furnished.*

Notes:

1. *Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.*

2. *Long term Debts represent debts other than short term Debts as defined above excluding installment of term loans repayable within 12 months grouped under short term borrowings.*

3. *The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2024.*

The above has been verified from the records produced before us for our verification. Further the certificate has been issued on the specific request of the company without any financial responsibility.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial information as of and for the three months period ended June 30, 2025 and financial years ended March 31, 2025, March 31, 2024, and March 31, 2023. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with Indian GAAP, including the schedules, annexures and notes thereto and the reports thereon, included in the section titled "Financial Information" on page 189 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information used in this section is derived from the restated financial statements of our Company.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled "Risk Factors" and "Forward- Looking Statements" on pages 27 and 18 respectively, of this Draft Red Herring Prospectus.

These financial statements have been prepared in accordance with Indian GAAP. Indian GAAP differs in certain significant respects from U.S. GAAP, IFRS and Ind AS. We have neither attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS or Ind AS. 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 the Companies Act, Indian GAAP and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Prospectus, by persons not familiar with Indian Accounting Practices, should accordingly be limited.

*References to the "Company", "we", "us" and "our" in this chapter refer to **NFP Sampoorna Foods Limited**, as applicable in the relevant fiscal period, unless otherwise stated.*

OVERVIEW OF OUR BUSINESS

We are engaged in the processing of raw cashew nuts into premium-grade cashew kernels, with a growing distribution presence across the northern region of India. Our primary procurement of raw cashew nuts (RCN) is undertaken directly under the supervision of our Managing Director, ensuring meticulous control over quality standards, procurement timing, and pricing. The majority of our RCN is sourced from selected African countries during their peak harvest season (January to June), enabling us to secure premium-quality raw materials at competitive rates.

We operate a modern, automated processing facility with an installed capacity of 3,000 MT of RCN per annum in a single shift, capable of producing multiple grades of cashew kernels that cater to the B2B, B2C, and institutional segments. Our products are supplied to wholesalers, retailers, confectionery manufacturers, hospitality businesses, and premium dry fruit retailers in northern India.

In addition to in-house processing, we are also engaged in the trading of raw cashew nuts, which allows us to meet market demand beyond our processing capacity, maintain continuous engagement with suppliers, and capitalize on price opportunities during the procurement cycle.

Our operations are built on stringent quality control, from procurement to processing and packaging, ensuring that every batch meets exacting customer expectations. This has enabled us to establish and strengthen a loyal customer base across the northern region.

Recognizing the growing demand for health-focused, value-added food products, we have diversified into Makhana and Almonds. This expansion not only broadens our revenue streams but also positions us as a multi-category player in the premium nutrition space, aligned with India's rapidly evolving consumer preferences.

With a combination of direct procurement control, automated processing capacity, and a diversified product portfolio, we are strategically placed to capture the growing demand for premium dry fruits in India. Our strong sourcing network, operational efficiency, and market presence in the northern region provide a scalable platform for future growth in both domestic and potential export markets.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are influenced by a range of factors and uncertainties, including those discussed in the section titled "Risk Factors" on page 27 of this Draft Red Herring Prospectus. The key factors that have had, and are expected to continue to have, a significant impact on our performance are outlined below:

1. Procurement-Related Factors
- Seasonal availability, quality, and pricing of raw cashew nuts (RCN) sourced from African countries.
- Timely procurement of raw materials to ensure uninterrupted production.
- Strength of sourcing networks with farmers, distributors, and exporters in Africa.
- Price volatility of other key raw materials such as Makhana and Almonds in domestic and international markets.
- Foreign exchange rate fluctuations affecting the cost of imported raw materials.

2. Operational and Capacity Utilisation Factors

- Optimum utilisation of existing automated processing capacity at our Ghiloth plant.
- Availability of skilled labour and technical staff for processing, packaging, and quality control.
- Regular maintenance, upgrading, and calibration of machinery to ensure high-quality output.
- Adequacy of storage and warehouse infrastructure for both raw materials and finished goods.

3. Market and Consumer Demand Factors
- Seasonality in demand for cashews, Makhana, Almonds, and other products during festive and gifting seasons.
- Competitive pressures from domestic and regional players in the nuts and dry fruits industry.
- Shifts in consumer preferences towards health-focused and premium nut varieties.
- Effectiveness of branding, marketing, and sales strategies to expand market penetration in northern India.

4. Financial and Economic Factors
- Availability of adequate funding on acceptable terms to meet working capital requirements and finance capacity expansion.
- Efficient management of fixed overheads and achieving economies of scale.
- Changes in interest rates and taxation policies affecting profitability.

5. Regulatory and Policy Factors
- Changes in laws and regulations applicable to the food processing and import–export industry in India.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Restated Financial Statements. For details of our significant accounting policies, please refer section titled "*Financial information*" on page 189 of this Draft Red Herring Prospectus.

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RESULTS OF OUR OPERATIONS

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of Company for three months period ended June 30, 2025 and financial years ended March 31, 2025, March 31, 2024, and March 31, 2023:

(₹ in lakhs)

	Three Month period ended June 30, 2025		FY 2024-25		FY 2023-24 (A+B)		21 Dec 2023 to 31 Mar 2024 (A)		01 Ap 2023 to 20 Dec 2023 (B)		FY 2022-23	
Particulars	**Amount**	**% of Total Income**	**Amount**	**% of Total Income**	**Amount**	**% of Total Income**	**Amount**	**% of Total Income**	**Amount**	**% of Total Income**	**Amount**	**% of Total Income**
Revenue from Operations	1,867.01	99.81%	3,563.67	99.66%	2,300.36	98.68%	599.66	100.00%	1,700.70	98.24%	1,674.68	99.99 %
Other Income	3.53	0.19%	12.07	0.34%	30.55	1.31%	0	0.00%	30.55	1.76%	0.01	0.00%
Total Income	**1,870.54**	**100.00%**	**3,575.74**	**100.00%**	**2,330.91**	**100.00%**	**599.66**	**100.00%**	**1,731.25**	**100.00%**	**1,674.69**	**100.00 %**
Direct Operating Expense	1,784.02	95.37%	2,831.63	79.19%	2,129.16	91.34%	124.65	20.79%	2,004.51	115.78%	1,531.88	91.47 %
Change in Inventories	(-156.99)	(-8.39%)	(-100.14)	(-2.80%)	(-411.53)	(-17.66%)	304.92	50.85%	(-716.44)	(-41.38%)	(-129.36)	(-7.72%)
Employee Benefits expenses	26.34	1.41%	229.16	6.41%	249.16	10.69%	74.8	12.48%	174.35	10.07%	137.09	8.19%
Other Expenses	33.63	1.80%	132.12	3.70%	116.22	4.99%	37.98	6.33%	78.24	4.52%	57.28	3.42%
EBITDA	**180.01**	**9.62**	**470.91**	**13.17**	**217.36**	**9.33**	**57.31**	**9.56**	**160.04**	**9.24**	**77.79**	**4.65**
Finance costs	32.06	1.71%	92.11	2.58%	73.33	3.15%	25.15	4.19%	48.18	2.78%	4.81	0.29%
Depreciation and Amortization expenses	5.92	0.32%	30.51	0.85%	15.78	0.68%	6.55	1.09%	9.23	0.53%	12.88	0.77%
Total Expenses	**1,724.98**	**92.22%**	**3,215.38**	**89.92%**	**2,172.12**	**93.19%**	**574.05**	**95.73%**	**1,598.07**	**92.31%**	**1,614.58**	**96.41 %**
Profit /(Loss) before tax	145.56	7.78%	360.36	10.08	158.79	6.81%	25.61	4.27%	133.18	7.69%	60.11	3.59%
- Current Tax	36.64	1.96%	93.39	2.61%	55.92	2.40%	9.38	1.56%	46.54	2.69%	18.52	1.11%
- Deferred Tax	0	0.00%	2.39	0.07%	(0.58)	(0.02%)	(0.58)	(0.10%)	0	0.00%	0	0.00%
Net Tax expenses	36.64	1.96%	91	2.54%	56.50	2.42%	9.96	1.66%	46.54	2.69%	18.52	1.11%
Profit/(Loss) after tax	**108.92**	**5.82%**	**269.36**	**7.53%**	**102.29**	**4.39%**	**15.65**	**2.61%**	**86.64**	**5.00%**	**41.59**	**2.48%**

*Notes:

(1) Revenue from operation means revenue from sale of the products

(2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs- Other Expenses

(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

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS ACCOUNT

Total Income

Our total income for the three-month period ended June 30, 2025 and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023 amounted to ₹ 1,870.54 lakhs, ₹ 3,575.74 lakhs, ₹ 2,330.91 lakhs, and ₹ 1,674.69 lakhs, respectively. Our total income comprises:

Revenue from Operations

Our revenue from operations is primarily derived from the sale of raw cashew nuts, processed cashew kernels, NW (non-wholes) cashew grades, by-products such as husk and shell, and other non-cashew products including Makhana and almonds. It also includes sales of raw cashew nuts as a traded commodity and income from job work related to cashew processing.

For the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, our revenue from operations amounted to ₹ 1,867.01 lakhs, ₹ 3,563.67 lakhs, ₹ 2,300.36 lakhs, and ₹ 1,674.68 lakhs, respectively, representing 99.81%, 99.66%, 98.68%, and 99.00% of our total income for the corresponding periods.

Other Income

Our other income primarily comprises interest income, foreign currency exchange gains, rebates and discounts, and insurance claims received.

For the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, our other income amounted to ₹ 3.53 lakhs, ₹ 12.07 lakhs, ₹ 30.55 lakhs, and ₹ 0.01 lakhs, respectively, representing 0.19%, 0.34%, 1.31%, and 0.00% of our total income for the corresponding periods.

Total Expenses

Our total expenses amounted to ₹ 1,724.98 lakhs, ₹ 3,215.38 lakhs, ₹ 2,172.12 lakhs, and ₹ 1,614.58 lakhs for the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively. These expenses represented 92.22%, 89.92%, 93.19%, and 96.41% of our total income for the corresponding periods.

Direct Operating Expense

Direct operating expenses primarily comprise the cost of procuring raw cashew nuts, processing and grading charges, packing materials, power and fuel expenses for processing units, transportation costs, factory rent, and quality testing charges.

For the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, our direct operating expenses amounted to ₹ 1,784.02 lakhs, ₹ 2,831.63 lakhs, ₹ 2,129.16 lakhs, and ₹ 1,531.88 lakhs, respectively, representing 95.37%, 79.19%, 91.34%, and 91.47% of our total income for the corresponding periods.

Employee Benefits Expense

Employee benefits expenses primarily comprise salaries and wages for factory and administrative staff, employer's contributions to welfare funds, training expenses, directors' remuneration, employee insurance, and other staff welfare costs. For the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, our employee benefits expenses were ₹ 26.34 lakhs, ₹ 229.16 lakhs, ₹ 249.16 lakhs, and ₹ 137.09 lakhs, respectively, representing 1.41%, 6.41%, 10.69%, and 8.19% of our total income for the corresponding periods.

The higher proportion of employee benefits expenses in FY 2023–24 compared to other years was primarily due to increased recruitment, training, and staff welfare initiatives undertaken during the commissioning and ramp-up of our automated processing facilities. These costs moderated in FY 2024–25 and the three-month period ended June 30, 2025, due to improved operational efficiency and manpower optimisation

Finance Costs

Finance costs comprise bank charges and commissions, interest on working capital borrowings, interest on unsecured loans, and foreign exchange fluctuation losses arising from export–import transactions. Our finance costs amounted to ₹ 32.06 lakhs, ₹ 92.11 lakhs, ₹ 73.33 lakhs, and ₹ 4.81 lakhs for the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively, representing 1.71%, 2.58%,

3.15%, and 0.29% of our total income for the corresponding periods.

Depreciation and Amortization

Depreciation and amortization expenses primarily relate to the depreciation of plant and machinery used in cashew processing, factory buildings, furniture and fixtures, office equipment, and other tangible assets.

Our depreciation and amortization expenses amounted to ₹ 5.92 lakhs, ₹ 30.51 lakhs, ₹ 15.78 lakhs, and ₹ 12.88 lakhs for the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively, representing 0.32%, 0.85%, 0.68%, and 0.77% of our total income for the corresponding periods.

Other Expenses

Other expenses comprise business promotion and marketing costs, commission and brokerage, factory and warehouse rent, freight and forwarding charges, insurance, legal and professional fees, repair and maintenance, utilities, and other administrative overheads.

Our other expenses amounted to ₹ 33.63 lakhs, ₹ 132.12 lakhs, ₹ 116.22 lakhs, and ₹ 57.28 lakhs for the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively, representing 1.80%, 3.70%, 4.99%, and 3.42% of our total income for the corresponding periods.

Profit After Tax

Our profit after tax amounted to ₹ 108.92 lakhs, ₹ 269.36 lakhs, ₹ 102.29 lakhs, and ₹ 41.59 lakhs for the three-month period ended June 30, 2025, and the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, respectively, representing 5.82%, 7.53%, 4.39%, and 2.48% of our total income for the corresponding periods. The substantial improvement in FY 2024–25 and sustained profitability in Q1 FY 2025–26 reflect enhanced operational efficiency, better capacity utilization, and disciplined cost management.

Financial Year 2025 compared to Financial Year 2024

Total Income

Our total income recorded a robust growth of 53.41%, increasing from ₹ 2,330.91 lakhs in the financial year ended March 31, 2024, to ₹ 3,575.74 lakhs in the financial year ended March 31, 2025. This growth was predominantly driven by strategic trading of raw cashew nuts (RCN), which contributed significantly to sales during the year. Additionally, the introduction of *makhana* to our product range, contributing around 2–3% of total revenue, further diversified our portfolio and added incremental growth. Higher production output from our old processing facility, improved capacity utilization, and efficient procurement strategies also played a supportive role in enhancing overall revenue performance.

Revenue from Operations

Our revenue from operations increased by 54.92%, from ₹ 2,300.36 lakhs in the financial year ended March 31, 2024, to ₹ 3,563.67 lakhs in the financial year ended March 31, 2025. This growth was primarily driven by significant increase in raw cashew nut (RCN) trading volumes and improved sales of processed cashew kernels. The introduction of makhana to our product range, though contributing around 2–3% of total revenue, added further diversification. During this period, we were still operating through our earlier processing unit, which, despite its lower automation level compared to our current facility, achieved higher output through better capacity utilization, efficient procurement, and strengthened distribution channels across Northern India.

Other Income

Other income decreased by 60.50%, from ₹ 30.55 lakhs in the financial year ended March 31, 2024, to ₹ 12.07 lakhs in the financial year ended March 31, 2025. This decline was mainly due to the reduction in insurance claims received for stock losses caused by a storm at the warehouse facility during FY23-24 , as well as a decrease in rebates and discounts received from suppliers due to a change in suppliers. Additionally, a reduction in quality-related claims from suppliers contributed to the lower income.

During the year, our Managing Director personally oversaw procurement operations in Africa, ensuring stricter quality control and adherence to specifications. This hands-on approach led to minimal mis-commitments and, consequently, fewer claim settlements, resulting in a lower amount recorded as other income.

Expenses

Total Expenses
Total expenses increased by 48.03%, from ₹ 2,172.12 lakhs in the financial year ended March 31, 2024, to ₹ 3,215.38 lakhs in the financial year ended March 31, 2025. This increase was largely growth-led, reflecting higher procurement volumes from expanded raw cashew nut trading activities, enhanced processing throughput, and investments in strengthening our workforce and operational infrastructure.
These expenditures directly supported our significant revenue growth during the year, while ongoing process improvements and efficiency measures ensured that margins improved despite the scale-up in operations.

Direct Operating Expense
Our direct operating expenses increased by 32.99%, from ₹ 2,129.16 lakhs in the financial year ended March 31, 2024, to ₹ 2,831.63 lakhs in the financial year ended March 31, 2025. This increase was primarily due to higher procurement volumes of raw cashew nuts, including trading activities, and an increase in processing throughput at our unit. The expansion in volumes led to a corresponding rise in costs related to grading, packing materials, power and fuel, transportation, and quality testing.

Change in Inventories
Change in inventories moved from ₹ (411.52) lakhs in the financial year ended March 31, 2024, to ₹ (100.14) lakhs in the financial year ended March 31, 2025. The lower negative inventory adjustment was primarily due to higher closing stock of raw cashew nuts and finished goods at year-end, reflecting the timing of procurement and sales.

Employee Benefits Expense
Employee benefits expenses decreased by 8.72%, from ₹ 249.15 lakhs in the financial year ended March 31, 2024, to ₹ 229.16 lakhs in the financial year ended March 31, 2025. The decrease was mainly due to manpower optimization and reduced recruitment compared to the previous year, supported by process automation and improved operational efficiency at our processing unit.

Other Expenses
Other expenses increased by 13.68%, from ₹ 116.22 lakhs in the financial year ended March 31, 2024, to ₹ 132.12 lakhs in the financial year ended March 31, 2025. This increase was primarily due to higher administrative overheads, including the addition of a Chief Financial Officer, Company Secretary, and other administrative personnel to strengthen our corporate governance and compliance framework. It also reflects greater logistics and distribution costs from handling larger volumes of raw cashew nuts and finished kernels, as well as incremental expenses related to packaging, freight, and supply chain management following the introduction of makhana in our product portfolio.

Finance Costs
Finance costs increased by 25.61%, from ₹ 73.33 lakhs in the financial year ended March 31, 2024, to ₹ 92.11 lakhs in the financial year ended March 31, 2025. The increase was primarily due to higher utilisation of working capital facilities to fund bulk procurement of premium-grade raw cashew nuts during the harvest season, allowing us to secure competitive prices and maintain consistent quality. This strategic deployment of credit ensured uninterrupted processing and timely deliveries, contributing to the significant growth in revenue and the 163.32% increase in Profit After Tax during the year, despite the rise in finance costs.

Depreciation and Amortisation
Depreciation and amortisation expenses increased by 93.35%, from ₹ 15.78 lakhs in the financial year ended March 31, 2024, to ₹ 30.51 lakhs in the financial year ended March 31, 2025. This increase was primarily due to the addition of new plant and machinery, grading and sorting equipment, and other processing assets during the last two quarters of the year, along with capitalisation of upgrades to existing infrastructure aimed at improving efficiency, throughput, and product quality.

Profit after tax
The financial year ended March 31, 2025 marked a breakthrough performance for our Company. Total income surged by 53.40%, led by a remarkable 54.92% growth in revenue from operations. This exceptional growth was powered by the strategic expansion of our raw cashew nut trading volumes, supported by robust demand across North India, and the addition of complementary high-margin product categories such as makhana.

Even with the scale-up in operations, our profitability trajectory was outstanding — Profit after Tax showed a remarkable growth of 163.32%, from ₹ 102.29 lakhs in FY 2023–24 to ₹ 269.36 lakhs in FY 2024–25. This sharp rise reflects the combined impact of higher capacity utilisation at our processing facility, stringent cost discipline, and enhanced operational efficiency.

Our ability to convert top-line growth into disproportionately higher bottom-line gains underscores the scalability and resilience of our business model.

With a strengthened sourcing network in Africa, upgraded processing capabilities, and a growing presence in the premium nuts and dry fruits segment, we are positioned to capture even greater market share and deliver sustained, high-quality growth in the years ahead.

Financial Year 2024 compared to Financial Year 2023

Total Income
Our total income increased by 39.18%, from ₹ 1,674.69 lakhs in the financial year ended March 31, 2023 to ₹ 2,330.91 lakhs in the financial year ended March 31, 2024. This growth was primarily driven by higher sales volumes of processed cashew kernels from our old processing unit, supported by improved procurement planning, consistent product quality, and stronger customer retention across our Northern India markets. Operational efficiency and timely order execution also contributed to this positive performance.

Revenue from Operations
Our revenue from operations increased by 37.36%, from ₹ 1,674.68 lakhs in the financial year ended March 31, 2023 to ₹ 2,300.36 lakhs in the financial year ended March 31, 2024.
This growth was primarily driven by higher processing volumes of premium raw cashew nuts at old existing facility, supported by efficient procurement, improved production planning, and consistent quality output. During the year, we successfully created a dedicated B2B brand catering to sweet shop owners, supermarkets, dry fruit wholesalers, and institutional buyers. The combination of product quality, positive word-of-mouth, and repeat orders from satisfied clients resulted in increased demand and a sustainable revenue growth.

Other Income
Other income increased significantly from ₹ 0.01 lakhs in the financial year ended March 31, 2023 to ₹ 30.55 lakhs in the financial year ended March 31, 2024. This significant rise was primarily driven by higher foreign exchange gains, incidental non-operating income, and quality claim settlements received from suppliers for non-conforming raw cashew nut consignments.

Expenses

Total Expenses
Total expenses increased by 34.53%, from ₹ 1,614.58 lakhs in the financial year ended March 31, 2023 to ₹ 2,172.12 lakhs in the financial year ended March 31, 2024. This increase reflects higher direct operating costs in line with greater processing volumes, along with calibrated additions to manpower and administrative infrastructure to support growth.

Direct Operating Expense
Our direct operating expenses increased by 38.99%, from ₹ 1,531.88 lakhs in the financial year ended March 31, 2023 to ₹ 2,129.16 lakhs in the financial year ended March 31, 2024. This increase was a direct result of our operational expansion, with significantly higher procurement and processing volumes of premium raw cashew nuts to meet growing demand. The rise in costs reflects strategic investments in quality materials, efficient processing, and enhanced logistics — positioning the company to capture a larger share of the B2B market and strengthen its premium brand presence.

Change in Inventories
Change in inventories moved from ₹ (129.36) lakhs in the financial year ended March 31, 2023 to ₹ (411.53) lakhs in the financial year ended March 31, 2024, reflecting a higher negative inventory adjustment. This was a deliberate strategic decision to hold greater volumes of finished goods and premium-grade raw materials, ensuring uninterrupted supply to our growing B2B customer base, including leading sweet shops, supermarkets, and institutional buyers. This approach to stocking allowed us to capture peak-season demand and strengthen our position as a reliable supplier in the premium nuts segment.

Employee Benefits Expense
Employee benefits expense increased by 81.75%, from ₹ 137.09 lakhs in the financial year ended March 31, 2023 to ₹ 249.15 lakhs in the financial year ended March 31, 2024.
The increase was primarily due to scaling up our workforce to support higher processing volumes, along with annual increments and compliance-related benefits. At the same time, partial automation in our processing unit improved efficiency, enabling us to manage this growth while maintaining control over per-unit labour costs and ensuring consistent product quality.

Other Expenses

Other expenses increased by 102.90%, from ₹ 57.28 lakhs in the financial year ended March 31, 2023 to ₹ 116.22 lakhs in the financial year ended March 31, 2024.

The increase was primarily due to higher freight, transportation, and handling charges, increased utility costs, and greater spending on repairs and maintenance in line with higher processing volumes and the ramp-up of our B2B supply operations to sweet shops, supermarkets, and other institutional buyers.

Finance Costs

Finance costs increased from ₹ 4.81 lakhs in the financial year ended March 31, 2023 to ₹ 73.33 lakhs in the financial year ended March 31, 2024, primarily due to the strategic utilisation of working capital facilities to fund higher procurement volumes and expanded processing activity. This targeted funding supported stronger revenue growth and operational scale, which offset the incremental interest expense — contributing to a substantial rise in our Profit After Tax during the year.

Depreciation and Amortisation

Depreciation and amortisation expenses increased by 22.52%, from ₹ 12.88 lakhs in the financial year ended March 31, 2023 to ₹ 15.78 lakhs in the financial year ended March 31, 2024. The increase was mainly due to the addition of new plant and machinery and other fixed assets at our processing facility to improve efficiency and output quality.

Profit after Tax

The profit after tax of the Company surged by 145.95%, from ₹ 41.59 lakhs in the financial year ended March 31, 2023 to ₹ 102.29 lakhs in the financial year ended March 31, 2024 — marking one of the highest year-on-year growth rate. This rise was driven by higher processing volumes, the successful creation of our premium B2B brand catering to sweet shops, supermarkets, and institutional buyers, and improved capacity utilisation of our processing facilities. The combination of strong demand, tighter cost controls, and efficient operations enabled us to significantly improve our profitability within just one year.

SELECTED RESTATED STATEMENT OF ASSETS AND LIABILITIES

The table below sets forth the principal components of our total assets, equity and liabilities as at the periods indicated in the table below:

(₹ in lakhs)

Particular	June 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Total Shareholder's Fund	1,333.93	905.01	635.65	854.90
Total Non-Current Liabilities	856.07	200.87	424.6	0
Total Current Liabilities	1,908.01	1,596.75	607.26	34.44
Total Equity and Liabilities	**4,098.01**	**2,702.63**	**1,668.08**	**889.34**
Total Non-current Assets	2,272.89	433.42	146.88	123.30
Total Current Assets	1,825.12	2,269.22	1,521.20	766.04
Total Assets	**4,098.01**	**2,702.64**	**1,668.08**	**889.34**

Shareholder's Fund

Our shareholders' fund grew from ₹ 854.90 lakhs as at March 31, 2023 to ₹ 1,333.93 lakhs as at June 30, 2025, reflecting a consistent upward growth in the Company's net worth over the last reporting periods.

As at March 31, 2024, shareholders' fund stood at ₹ 635.65 lakhs, reflecting a transition year where we strengthened our operational base and still delivered a profit after tax of ₹ 102.29 lakhs, despite strategic investments and capital withdrawals.

As at March 31, 2025, it rose to ₹ 905.01 lakhs, driven by strong operational performance and a profit after tax of ₹ 269.36 lakhs.

In just the first quarter of FY 2025–26, our shareholders' fund further surged to ₹ 1,333.93 lakhs, supported by a strong profit after tax of ₹ 108.92 lakhs, underscoring sustained business momentum and improved earnings capacity. The Company has further strengthened its capital structure through the allotment of 19,74,128 equity shares at a value of ₹16.21 each issued by way of consideration other than cash, pursuant to a share swap agreement dated June 30, 2025.

Non-current Liabilities

Our total non-current liabilities increased from ₹ nil as at March 31, 2023 to ₹ 424.60 lakhs as at March 31, 2024, primarily on account of long-term borrowings strategically raised to strengthen our processing capacity and support business

expansion. These liabilities reduced to ₹ 200.87 lakhs as at March 31, 2025 following planned repayments from internal accruals, reflecting prudent debt management. As at June 30, 2025, non-current liabilities increased to ₹ 856.07 lakhs, driven by the acquisition of our wholly owned subsidiary. This strategic acquisition added valuable assets and operational synergies to our business, with the associated liabilities representing a leveraged opportunity for accelerated growth and expanded market presence.

Current Liabilities

Our total current liabilities increased from ₹ 34.44 lakhs as at March 31, 2023 to ₹ 607.26 lakhs as at March 31, 2024, primarily due to the addition of short-term borrowings of ₹ 428.71 lakhs to fund higher procurement volumes and an increase in other current liabilities from ₹ 14.43 lakhs to ₹ 103.69 lakhs, in line with expanding operations. Current liabilities further rose to ₹ 1,596.75 lakhs as at March 31, 2025, driven by a rise in short-term borrowings to ₹ 935.03 lakhs and an increase in other current liabilities to ₹ 500.24 lakhs, reflecting the scale-up of operations and higher turnover. As at June 30, 2025, current liabilities stood at ₹ 1,908.01 lakhs, mainly due to short-term borrowings increasing to ₹ 1,556.60 lakhs and trade payables rising to ₹ 243.82 lakhs, supporting procurement activity and expanded business operations following the acquisition of our wholly owned subsidiary — positioning the Company for accelerated growth.

Non-current Assets

Our total non-current assets increased from ₹ 123.30 lakhs as at March 31, 2023 to ₹ 146.88 lakhs as at March 31, 2024, primarily due to an increase in property, plant & equipment from ₹ 119.55 lakhs to ₹ 139.50 lakhs and an increase in other non-current assets from ₹ 3.75 lakhs to ₹ 7.38 lakhs. Non-current assets further rose to ₹ 433.43 lakhs as at March 31, 2025, driven by significant capital expenditure, including additions to property, plant & equipment amounting to ₹ 421.48 lakhs, strengthening our processing capabilities. As at June 30, 2025, non-current assets surged to ₹ 2,272.89 lakhs, reflecting further strategic additions to property, plant & equipment and other non-current assets, largely on account of the acquisition of our wholly owned subsidiary — enhancing our asset base and operational capacity for future growth.

Current Assets

Our total current assets increased from ₹ 766.04 lakhs as at March 31, 2023 to ₹ 1,521.20 lakhs as at March 31, 2024, primarily due to a rise in inventories from ₹ 269.83 lakhs to ₹ 681.36 lakhs and an increase in short-term loans & advances from ₹ 266.62 lakhs to ₹ 562.90 lakhs, reflecting higher procurement to support growing operations. Current assets further increased to ₹ 2,269.21 lakhs as at March 31, 2025, mainly driven by an increase in short-term loans & advances to ₹ 1,038.25 lakhs and a rise in trade receivables to ₹ 201.82 lakhs, in line with expanded business volumes. As at June 30, 2025, current assets stood at ₹ 1,825.12 lakhs, with inventories increasing to ₹ 938.49 lakhs and trade receivables rising to ₹ 305.79 lakhs, reflecting robust order fulfilment and sustained demand following the acquisition of our wholly owned subsidiary.

Significant dependence on a single or few suppliers or customers

Significant proportion of our purchases have historically been derived from a limited number of suppliers. The % of Contribution of our supplier's vis a vis the total purchases for the financial year ended March 31, 2025, 2024 and 2023 are as follows:

(₹ in Lakhs, otherwise mentioned)

Particulars	Suppliers							
	June 30, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	%	Amount	%	Amount	%	Amount	%
Top 1	798.14	46.45%	834.24	30.82%	209.61	10.74%	352.41	24.57%
Top 5	1,713.43	99.72%	2,137.43	78.98%	733.89	37.60%	956.78	66.70%
Top 10	1,718.23	100%	2,626	97.03%	1,238.91	63.48%	1,153.17	80.40%

We do not depend on a limited number of customers. The % of Contribution of our Customers *vis a vis* the total revenue for the financial year ended March 31, 2025, 2024 and 2023 are as follows:

(₹ in Lakhs, otherwise mentioned)

Particulars	Customer							
	June 30, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	%	Amount	%	Amount	%	Amount	%

Top 1	280.27	15.01%	907.41	25.46%	1048.52	45.30%	947.19	56.56%
Top 5	833.10	44.62%	1,926.11	54.04%	1,533.39	66.25%	1,302.09	77.75%
Top 10	1,259.18	67.44%	2,444.14	68.58%	1,803.07	77.90%	1,452.16	88.72%

For the period ended June 30, 2025, and for Fiscal 2025, Fiscal 2024, and Fiscal 2023, our top five customers contributed 44.62%, 54.04%, 66.25%, and 77.75% of our revenue from operations, respectively, reflecting strong, recurring relationships with key buyers who value our quality, service, and reliability. Our largest customer accounted for 15.01%, 25.46%, 45.30%, and 56.56% of our revenue from operations in the corresponding periods, underscoring the depth of trust and repeat business from major clients.

Similarly, for the same periods, our top five suppliers accounted for 99.72%, 78.98%, 37.60%, and 66.70% of our total purchases, respectively, highlighting our ability to maintain consistent, high-quality supply from long-standing partners. Our largest supplier contributed 46.45%, 30.82%, 10.74%, and 24.57% of our total purchases, ensuring dependable procurement and stringent quality control across our operations.

This level of concentration with both customers and suppliers reflects our focus on cultivating long-term strategic partnerships, which not only provide business stability but also strengthen our competitive advantage in procurement efficiency, quality assurance, and customer loyalty.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. For further information relating to our related party transactions see "Restated Financial Information– Annexure 39 – Statement of Related Parties Transaction as Restated" on page 214.

Material Developments subsequent to June 30, 2025

Except as disclosed below and elsewhere in Draft Red Herring Prospectus, no circumstances have arisen since June 30, 2025, being the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months:

1. The Company has increased authorized share capital from ₹10 crore divided into 1 crore Equity shares of ₹10/- each to ₹14.30 crore divided into 1.43 crore Equity shares of ₹10/- each. The members of the Company approved proposal of Board of Directors for increased authorized share capital in the shareholder's meeting held on 29th July, 2025.

2. The Board of the Company has approved to raise funds through Initial Public Offering in the board meeting held on 1st July, 2025.

3. The registered office of the Company had shifted from C/o Ashok Gupta, Gali No. 14, Village Nathupur, Sonipat Haryana, India- 131029 to Ground Floor, B3A & 3B, Plot No 70, Rama Road, Industrial Area, Kirti Nagar, New Delhi-110015 w.e.f. September 24, 2025.

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SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPEMENT

Except as stated in this section, there are no:(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

In terms of the SEBI ICDR Regulations, the Company is required to disclose in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus all outstanding (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) taxation matters (indirect and direct taxes); and (iv) other pending material litigation, involving our Company, our directors, our promoters and our group companies.
Our Board, in its meeting held on June 13, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation ("Material Litigation") as per the following:

1. For the purposes of determining outstanding material litigation(s) involving the Company, five per cent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year, is to be considered as the appropriate threshold for determination of material litigations of the Company. The Company has identified material litigation matters on the following parameters:
For outstanding litigation which may, or may, not have any impact on the future revenues of our Company:

(a) where the aggregate amount involved in such individual litigation exceeds five per cent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year;

(b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed five per cent (5%) of the profit after tax and amount involved in all of such cases taken together exceeds five per cent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year; and

(c) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed five per cent (5%) of the profit after tax and amount involved in all of such cases taken together exceeds five per cent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year; or

Where the value or expected impact in terms of value exceeds the lower of the following:

(a) Two percent (2%) of turnover, as per the latest annual restated financial statements of the Company i.e. ₹ 71.28 lakhs; or

(b) Two percent (2%) of net worth, as per the latest annual restated financial statements of the Company (except in cases where the arithmetic value of net worth is negative) i.e. ₹ 18.10 lakhs; or

(c) Five percent (5%) of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the Company i.e. ₹ 6.89 lakhs.

2. For the purposes of determining material litigation(s) involving our Directors, all outstanding litigation involving each Director shall be considered and if any such litigation has an adverse outcome and therefore, would materially and adversely affect the reputation, operations or financial position of the Company, it shall be considered as material litigation and accordingly, each of our directors shall identify and provide information relating to such outstanding litigation involving themselves.

A. LITIGATIONS INVOLVING THE COMPANY

Litigations or proceedings against the Company

1. Criminal Proceedings

There are no criminal proceedings against the company.

2. Civil Proceedings

There are no criminal proceedings against the company.

3. Action taken by Statutory/Regulatory Authorities

There is no action or proceedings by Statutory/Regulatory Authorities against the Company.

4. Tax proceedings under tax laws

There are no tax proceedings pending against the company.

5. Proceedings initiated by SEBI or Stock Exchanges

There are no proceedings initiated by SEBI or Stock Exchanges against the Company.

6. Other Material Litigations

There are no Other Material Litigations against the Company.

Litigations or Proceedings initiated by the Company

1. Criminal Proceedings

There are no criminal proceedings initiated by the company.

2. Civil or any other Litigations

There are no civil or any other Litigation proceedings initiated by the company.

B. LITIGATIONS INVOLVING THE PROMOTERS

Litigations Against the Promoters

1. Criminal Proceedings

There are no criminal or any other litigation pending against the Promoters.

2. Civil Proceedings

There are no civil proceedings pending against the Promoters.

3. Action taken by Statutory/Regulatory Authorities

There are no proceedings initiated by Statutory/Regulatory Authorities against the Promoters.

4. Tax proceedings under tax laws

There are no tax proceedings pending against the Promoters of the Company.

5. Other Material Litigations

There are no Other Material Litigations against the Promoters of the Company.

Litigations initiated by the Promoters

1. Civil or other proceedings

There are no civil or any other litigation initiated by the Promoters.

2. Criminal Proceedings

There are no criminal proceedings initiated by the Promoters.

LITIGATION INVOLVING THE DIRECTORS

Litigation Against the Directors

1. Criminal Proceedings

There are no criminal proceedings against the Directors of the Company.

2. Civil Proceedings

There are no civil proceedings against the Directors of the Company.

3. Action taken by Statutory/Regulatory Authorities

There are no proceedings initiated by Statutory/Regulatory Authorities against the Directors.

4. Proceedings initiated by SEBI or Stock Exchanges

There are no proceedings initiated by SEBI or Stock Exchanges against the Directors of the Company.

5. Tax proceedings under tax laws

There are no tax proceedings pending against the Directors of the Company.

6. Other Material Litigations

There are no Other Material Litigations against the Directors of the Company.

Litigations initiated by the Directors

1. Civil or other proceedings

There are no civil or any other litigation initiated by any of the Directors.

2. Criminal Proceedings

There are no criminal proceedings initiated by any of the Directors.

LITIGATION INVOLVING KEY MANAGERIAL PERSONNEL

Litigation Against Key Managerial Personnel

1. Criminal Proceedings

There are no criminal proceedings against the Key Managerial Personnel of the Company.

2. Civil Proceedings

There are no civil proceedings against the Key Managerial Personnel of the Company.

3. Action taken by Statutory/Regulatory Authorities

There are no proceedings initiated by Statutory/Regulatory Authorities against the Key Managerial Personnel.

4. Proceedings initiated by SEBI or Stock Exchanges

There are no proceedings initiated by SEBI or Stock Exchanges against the Key Managerial Personnel of the Company.

5. Tax proceedings under tax laws

There are no tax proceedings pending against the Key Managerial Personnel of the Company.

6. Other Material Litigations

There are no Other Material Litigations against the Key Managerial Personnel of the Company.

Litigations initiated by the Key Managerial Personnel

1. Civil or other proceedings

There are no civil or any other litigation initiated by any of the Key Managerial Personnel of the Company.

2. Criminal Proceedings

There are no criminal proceedings initiated by any of the Key Managerial Personnel.

LITIGATION INVOLVING SENIOR MANAGERIAL PERSONNEL

Litigation Against Senior Managerial Personnel

1. Criminal Proceedings

There are no criminal proceedings against the Senior Managerial Personnel of the Company.

2. Civil Proceedings

There are no civil proceedings against the Senior Managerial Personnel of the Company.

3. Action taken by Statutory/Regulatory Authorities

There are no proceedings initiated by Statutory/Regulatory Authorities against the Senior Managerial Personnel.

4. Proceedings initiated by SEBI or Stock Exchanges

There are no proceedings initiated by SEBI or Stock Exchanges against the Senior Managerial Personnel of the Company.

5. Tax proceedings under tax laws

There are no tax proceedings pending against the Senior Managerial Personnel of the Company.

6. Other Material Litigations

There are no Other Material Litigations against the Senior Managerial Personnel of the Company.

Litigations initiated by the Senior Managerial Personnel

1. Civil or other proceedings

There are no civil or any other litigation initiated by any of the Senior Managerial Personnel except disclosed below-

Mr. Anil Kumar Gupta, Vice President -Marketing as detailed below-

Case No. CS 1069/2022

Case Title Anil Kumar Gupta Vs Geeta & Anr.

Pending at
Additional Senior Civil Judge Cum Judge Small Cause Court Cum Guardian Judge, Shahdara

Facts in Brief
Suit for permanent and mandatory injunction against the defendants restraining the Defendants from interfering with or disturbing the peaceful, vacant and uninterrupted possession, occupation and enjoyment of the suit property consisting of basement measuring 49.34 Sq. Mtr and shop on stilt floor admeasuring 14.96 Sq. Mtr situated at bearing no.2486, Gali No12, Bihari Colony, Shahdara, Delhi-110032.

Next date of hearing-19/11/2025

2. Criminal Proceedings

There are no criminal proceedings initiated by any of the Senior Managerial Personnel

LITIGATIONS INVOLVING SUBSIDARIES OF THE COMPANY

There are no outstanding litigations or show notices against subsidiary.

LITIGATIONS INVOLVING DIRECTORS OF SUBSIDIARY COMPANY

There are no Civil or criminal proceedings initiated by or against the Directors of subsidiary.

LITIGATION INVOLVING GROUP COMPANIES

There are no outstanding litigations or show notices against the group companies.

B. OUTSTANDING DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES OR ANY OTHER CREDITORS

In accordance with our Company's materiality policy dated June 13, 2024, below are the details of the Creditors where there are outstanding amounts as on June 30, 2025:

Sr. No.	Type of Creditors	No. of Creditors	Amount (₹ in Lakhs)
	Total Outstanding dues to Micro, Small & Medium Enterprises	7	23.48
	Other Creditors	16	215.63
	Total (1+2)	**23**	**239.11**
	Material Creditors	1	197.41

C. MATERIAL DEVELOPMENTS OCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** beginning on page 219 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively "Approvals") from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

Approvals in Relation to Our Company's incorporation:

1. Certificate of Incorporation dated December 13, 2023 from the Registrar of Companies, Central Registration Centre, under the Companies Act, 2013 as "NFP Sampoorna Foods Limited" (Corporate Identification No. U10793HR2023PLC117207).

2. Fresh Certification of Incorporation dated on September 24, 2025 pursuant to change of registered office from Haryana to Delhi, issued by Registrar of Companies, Delhi, under the Companies Act, 2013 as "NFP Sampoorna Foods Limited" (Corporate Identification No. U10793DL2023PLC455908)

Approvals in relation to the Issue

Corporate Approvals

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on August 08, 2025 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.

2. Our shareholders have, pursuant to a resolution dated August 09, 2025, under Section 62(1) (c) of the Companies Act,2013, authorized the Issue.

3. Board Resolution dated August 29, 2024 for approval of Draft Red Herring Prospectus, dated [●] for approval of the Red Herring Prospectus and dated [●] for approval of the Prospectus with SME Platform of NSE Limited (NSE Emerge).

Approvals from Stock Exchange

1. Our Company has received in- principle listing approval from the SME Platform of NSE Limited (NSE Emerge) dated [●] for listing of Equity Shares issued pursuant to the issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated January 23, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.

2. The Company has entered into an agreement dated January 24, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.

APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:

Tax Related Approvals:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Income Tax Department - (PAN)	AAJCN2963R	Income Tax Act, 1961	Permanent Account Number	Valid, till Cancelled
2.	Income Tax Department - (TAN)	RTKN10112E	Income Tax Act, 1961	Tax Deduction and collection Account Number	Valid, till Cancelled
3.	Central Board of Indirect Taxes & Customs (Haryana)	06AAJCN2963R1ZP	The Central Goods And Services Tax Act, 2017.	GST Certificate, Haryana	Valid, till cancelled
4.	Central Board of Indirect Taxes & Customs (Delhi)	07AAJCN2963R2ZM	The Central Goods And Services Tax Act, 2017.	GST Certificate, Delhi (Input Service Distributor)	Valid, till cancelled
5.	Central Board of Indirect Taxes & Customs (Delhi)	07AAJCN2963R1ZN	The Central Goods And Services Tax Act, 2017.	GST Certificate, Delhi	Valid, till cancelled
6.	Central Board of Indirect Taxes & Customs (Uttar Pradesh)	09AAJCN2963R1ZJ	The Central Goods And Services Tax Act, 2017.	GST Certificate, Uttar Pradesh	Valid, till cancelled
7.	Central Board of Indirect Taxes & Customs (Rajasthan)	08AAJCN2963R1ZL	The Central Goods And Services Tax Act, 2017.	GST Certificate, Rajasthan	Valid, till cancelled

Business Related Approvals

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM-HR-18-0034396	The Micro, Small and Medium Enterprises Development Act, 2006	Udyam Registration as Micro Unit in Manufacturing	Valid, till cancelled
2.	Ministry of Commerce and Industry, Government of India	AAJCN2963R	The Foreign trade (Development and Regulation) Act, 1992	Certificate Of Importer- Exporter Code (IEC)	Valid, till cancelled
3.	Food Safety and Standards Authority of India	License Number: 10021064000135	Food Safety and Standards Act 2006	Central License for General Manufacturing	Valid from 01/03/2024 till 28/02/2026
4.	Legal Entity Identifier India Limited	984500FE4070BF69T971	Companies Register (Ministry of Corporate Affairs) India	LEI Certificate	Renewal as on 17/01/2025 and automatic renewal upto 17/01/2029
5.	Factories and Boilers Inspection Department, Rajasthan	Registration No: RJ/36876 Application No: R-81801/CIFB/2025	Factories Act 1948	Factory License	Valid till 31/03/2026
6.	Chief Inspector of Factories and Boilers	RJ-3603*	Indian Boilers Act, 1923	Certificate for use of Boiler	Valid from 21/08/2025 till

	Rajasthan, Jaipur				20/08/2026
7.	Chief Inspector of Factories and Boilers Rajasthan, Jaipur	2025/2/STPL/41417*	Indian Boiler Regulations (IBR) Act (1950)	Steam pipeline drawing & erection permission	Valid till cancelled
8.	Department of Labour, Govt of NCT Delhi	2024181191	Shop and Commercial Establishment Act, 1954	Registration Certificate of Establishment	Valid until cancelled
9.	Department of Consumer Affairs	GOI/RJ/2025/6190	Registration under Rule 27 of the Legal Metrology (Packaged Commodities), Rules 2011	Weights and Measures Certificate	Valid until cancelled

** These Certificate are in the name of M/s Yash Vardhan Food Industries Private Limited (Formerly known as Yash Vardhan Food Industries- Partnership) being a wholly owned subsidiary of NFP Sampoorna Foods Limited, has given these certificates on rental to M/s. NFP Sampoorna Foods Limited.*

Registrations related to Labour Laws:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Registration Certificate issued under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952	RJRAJ3664354000	Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employees Provident Fund Organisation Ministry of Labour	Valid, till cancelled
2.	Registration Certificate issued under the Employees State Insurance Act, 1948	86131205250011099	Employees State Insurance Act, 1948	Sub-Regional Office, Employees State Insurance Corporation	Valid, till cancelled

Environmental Law Related Approvals:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Rajasthan State Pollution Control Board	RPCB/RO/BKT/IND -392/1263	Water (Prevention and Control of Pollution) Act 1974 & AIR (Prevention and Control of Pollution) Act 1981	Consolidated Consent and authorisation	Valid upto 30 November, 2034

Quality related Certificates:

Sr. No.	Description	Certificate Number	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of registration for quality management compliant with ISO 9001:2015	IN/24719300/8741	ICV Assessments Pvt. Ltd.	15/07/2025	14/07/2028
2.	Certificate of registration for Food Safety Management Systems compliant with ISO 22000:2018	IN/21419301/4851	ICV Assessments Pvt. Ltd.	15/07/2025	14/07/2028

Licenses/Approvals for which applications have been made by our Company and are pending:

Sr. No.	Description	Application Number	Authority	Date of Application	Date of Expiry
1.	Fire NOC	LSG/NEEMRANA/FIRENOC/2025-26/58019	Local Self Government Department of Rajasthan	25/08/2025	-

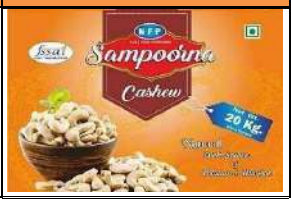
Business Related Approvals of Haryana State- Inactive Factory

Our company has moved its factory from Haryana to Rajasthan, with all operations now based at the new facility in Rajasthan. Following is the list of licenses related to Haryana:

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Certificate of registration for quality management compliant with ISO 9001:2015	IN/31401761/7291	ICV Assessments Pvt. Ltd.	ISO Certificate	Valid from 02/02/2024 till 01/02/2027
2.	Certificate of registration for Food Safety Management Systems compliant with ISO 22000:2018	IN/44511788/1265	ICV Assessments Pvt. Ltd.	ISO Certificate	Valid from 05/02/2024 till 04/02/2027
3.	Registration Certificate issued under the Employees State Insurance Act, 1948	13001205250001099	Employees State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation	Valid, till cancelled
4.	Chief Inspector of Factories Haryana	SPT-ONLINE-CHD-N-451	Factories Act 1948	Factory License	Valid upto 31/12/2029
5.	Haryana State Pollution Control Board	313282625SONCTO89902510	Air (Prevention and Control of Pollution) Act 1981	Consolidated consent and Authorisation from Air (Prevention and Control of Pollution) Act 1981	Valid upto 31st March, 2028
6.	Department of Consumers Affairs/ Weight Measures Unit	GOI/HR/2024/5692	Legal Metrology (Packaged Commodities), Rules 2011	Weight and Measures License	Valid, till Cancelled
7.	Assistant Divisional Fire Officer/Fire Station Officer	FS/2025/70	Fire & Emergency Services Act 2022.	Fire NOC	Valid till 23rd January, 2028
8.	Registration Certificate issued under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952	HRKNL3153046000	Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employees Provident Fund Organisation Ministry of Labour	Valid, till cancelled

9.	Inspector of shops and commercial establishment	PSA/REG/SPT/LI-Spt-III/0338872	Punjab shops and establishment Act, 1958	Shops and Establishment Organisation Ministry of Labour	Valid till cancelled

Intellectual Property

Sr. No	Brand Name/Logo Trademark	Class	Trade Mark Number	Owner	Date of ~~Applied~~/ Registration	Authority	Current Status/ Validity
1.		29	6540173	M/s. NFP Sampoorna Foods Limited	30/05/2025	Trade Marks Registry, Delhi	Registered Valid till 29/05/2035

Domain Name:

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

(Remainder of this page is left blank intentionally)

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated August 08, 2025 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on August 09, 2025 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide letter dated [●] to use the name of NSE in this Issue Document for listing of equity shares on the SME Platform of NSE Limited "NSE Emerge" is the designated stock exchange.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

We confirm that our Company, Promoter, Promoter Group and Directors have not been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoter, nor Promoter Group, nor any of our Directors or persons in control of our Company are / were associated as promoters, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.
- Neither our Promoter, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoter, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers.

PROHIBITION BY RBI

Neither our Company, nor Promoter, nor Promoter Group, nor any of our Directors, Key Managerial Personnel, Senior Managerial Personnel or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled **"*Outstanding Litigations and Material Developments*"** beginning on page 229 of this Draft Red Herring Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Promoter and Promoter Group, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE ISSUE

Our Company is an "unlisted issuer" in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Issue paid up capital is more than Rs. 1,000 Lakh and up to Rs. 2,500 Lakh. Our Company also complies with the eligibility conditions laid by the SME Platform of National Stock Exchange of India Limited for listing of our Equity Shares.

We confirm that:

a. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the BRLM to the Issue will underwrite at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please refer to "General Information" Underwriting on page 55 of this Draft Red Herring Prospectus.

b. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to two hundred, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

c. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the BRLM shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/ Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Registrar of Companies.

d. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the BRLM will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled "General Information", "Details of the Market Making Arrangements for this Issue" on page 55 of this Draft Red Herring Prospectus.

e. In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to National Stock Exchange of India Limited and National Stock Exchange of India Limited is the Designated Stock Exchange.

f. In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.

g. In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.

h. In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the Promoters are already in dematerialized form.

i. The face value of Equity Shares of Our Company is Rs. 10/- (Ten only) for each Equity Share. As detailed in the chapter "Capital Structure" beginning on page 66.

j. Price of the Equity Shares is not less than the face value of the Equity Shares. For further details pertaining to pricing of Equity Shares please refer to "Capital Structure" beginning on page 66.

k. In accordance with Regulation 247 (1) of the SEBI (ICDR) Regulations, 2018, the draft offer document filed with the SME exchange shall be made public for comments, if any, for a period of at least twenty-one days from the date of filing, by hosting it on the websites of the issuer, SME exchange where specified securities are proposed to be listed and book running lead manager associated with the issue.

Further, in terms of Regulation 247(2), the issuer will, within two working days of filing the draft offer document with the SME Exchange, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation, also Hindi being the regional language of Delhi, where our registered office is located, disclosing the fact of filing of the draft offer document with the SME exchange and inviting the public to provide their comments to the SME exchange, the issuer or the book running lead manager in respect of the disclosures made in the draft offer document.

Further, in terms of Regulation 247(3) the book running lead manager shall, after expiry of the period stipulated in sub regulation (1), file with the SME exchange, details of the comments received by them or the issuer from the public, on the draft offer document, during that period and the consequential changes, if any, that are required to be made in the draft offer document.

Further, in terms of Regulation 247(4) the issuer and the Book Running Lead Manager will ensure that the offer documents are hosted on the websites as required under these regulations and its contents are the same as the versions as filed with the Registrar of Companies, Board and the SME exchange.

Further, in terms of Regulation 247(5) the book running lead manager and the SME exchange shall provide copies of the offer document to the public as and when requested and may charge a reasonable sum for providing a copy of the same.

NSE ELIGIBILITY NORMS

<table>
<tr><th>Sr. No</th><th>Particulars</th></tr>
<tr><td>1.</td><td><u>The Issuer Shall Be Incorporated Under Companies Act 1956/ 2013.</u>

Our Company was incorporated as a public limited company under the Companies Act, 2013, on December 13, 2023, bearing Corporate Identification Number (CIN) U10793HR2023PLC117207. The Company evolved from the erstwhile partnership firm M/s Nut and Food Processor, which was established on October 30, 2019, and subsequently acquired and scaled by the current promoters, Mr. Yashvardhan Goel and Mr. Praveen Goel, in FY 2021-22. Further, the Company has changed its registered office from C/o Ashok Gupta, Nathupur, P.S. Rai, Sonipat, Haryana – 131029 to Ground Floor, B-3A & B-3B, Plot No. 70, Najafgarh Road Industrial Area, Rama Road, New Delhi – 110015. Pursuant to this change, our company has received fresh Certificate of Incorporation dated September 24, 2025, bearing Certificate of Incorporation (CIN) U10793DL2023PLC455908 issued by the Registrar of Companies, Delhi.
Hence we are eligible.</td></tr>
<tr><td>2.</td><td><u>The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores</u>

As on the date of this Draft Red Herring Prospectus, our Company has a total paid-up capital (face value) of Rs. 817.41 Lakhs comprising 81,74,128 Equity Shares of Rs.10/- each and the Post issue paid-up Capital (face value) will be Rs. [●] Lakhs comprising [●] Equity Shares which shall be below Rs. 25 crores.</td></tr>
<tr><td>3.</td><td><u>Company's has Positive Net worth:</u>

Our company has a Net worth of Rs.905.01 lakhs on Fiscal 2025, Rs. 635.16 lakhs on Fiscal 2024 and Rs. 854.90 in Fiscal Year 2023. The following table reflects the details of the calculation of Net worth.

<table>
<tr><th>Details</th><th>FY 2023</th><th>FY 2024</th><th>FY 2025</th></tr>
<tr><td>Paid-up share capital (A)</td><td>-</td><td>620</td><td>620</td></tr>
<tr><td>All reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, (B)</td><td></td><td>15.65</td><td>285.01</td></tr>
<tr><td>Partner's Capital Account (C)</td><td>854.90</td><td></td><td></td></tr>
<tr><td>The aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation (D)</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Net worth (A+B+C-D)</td><td>854.90*</td><td>635.65</td><td>905.01</td></tr>
<tr><td></td><td></td><td></td><td></td></tr>
</table>
*The Company evolved from the erstwhile partnership firm M/s Nut and Food Processor, which was established on October 30, 2019, and subsequently acquired and scaled by the current promoters, Mr. Yashvardhan Goel and Mr. Praveen Goel, on December 20, 2023.</td></tr>
<tr><td>4.</td><td><u>There shall be track record of 3 years of either the application seeking listing or the promoters/promoting company incorporated in or outside India or Proprietary/ partnership firm and subsequently converted into a company (not in existence for 3 years) and approaches exchange for listing</u>:

Our company was converted from a Partnership Firm into a Public Limited Company under the name NFP Sampoorna Foods Limited on December 13, 2023. As per SEBI regulations, in the case of such conversion, the Issuer Company is required to be in existence for at least one full financial year before filing the Draft Red Herring Prospectus (DRHP). Hence our company is complied above regulation of track record.</td></tr>
</table>

5. ***The company/ proprietorship concern/ registered firm/ LLP should have operating profit (earnings before interest, depreciation and tax) of INR 1 crore from operations for 2 out of 3 latest financial years preceding the application date.***

As per the Restated Financial Statements, our company has operating profit (earnings before interest, depreciation and tax excluding other income) from operations are following:

(Rs. In Lakhs)

Financial Year	FY 2023	FY 2024	FY 2025
Profit Before Tax	60.11	158.79	360.36
Add: Depreciation	12.88	15.78	30.51
Add: Finance Cost	4.81	73.33	92.11
Less: Other Income	0.01	30.55	12.07
Earning before Interest, Depreciation and Tax	**77.79**	**217.35**	**470.91**

6. ***The company/entity should have positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.***

The company has the positive Free Cash Flow to Equity (FCFE) in two out of the last three financial years, i.e., FY 2024 and FY 2025.

(Rs. In Lakhs)

Financial Year	FY 2023	FY 2024	FY 2025
Net Cash Flow from Operating Activities	(105.61)	31.97	641.14
Less: Purchase of Fixed Assets (net of sale proceeds of Fixed Assets including capital advances)	(62.98)	(35.73)	(312.49)
Add: Net Total Borrowings (net of repayment)	-	424.60	(223.73)
Less: Interest * (1-Tax)	(3.60)	(54.99)	(69.08)
Free Cash flow to Equity (FCFE	**(172.19)**	**365.97**	**35.84**

7. *Confirmation Regarding Regulatory Compliance and Trading Status*

● We hereby confirm that neither the promoters nor any of the companies promoted by the promoters have been subject to any regulatory action or suspension of trading by any stock exchange with nationwide trading terminals.

● We confirm that neither the promoters nor the directors (excluding independent directors) are involved as promoters or directors in any companies that have been compulsorily delisted by any stock exchange. Furthermore, there are no applicability or consequences of compulsory delisting attracted to the companies or individuals mentioned.

● We confirm that neither the promoters nor the companies promoted by them are currently suspended from trading due to non-compliance with regulatory requirements.

● We further confirm that none of the directors associated with any company have been disqualified or debarred by any regulatory authority.

8. ***Pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.***

Our company has no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.

9. ***Repayment of loan of promoter, promoter group or any related party from Issue Proceeds***

We confirm that the objects of the issue didn't consist of repayment of loan from promoter, promoter group or any related party, from the issue proceeds, whether directly or indirectly.

Other Requirements

Sr. No	Particulars
1.	***The Issuer has a website.*** Our company website is www.sampoornanuts.com and We confirm that the information presented on our website is consistent with the details and disclosures provided in our offer document.
2.	***100% of the Promoter's shareholding in the Company should be in Dematerialized form.*** The entire Equity Shares held by the Promoters have been dematerialized
3.	***The Issuer has entered into an agreement with both depositories*** Our Company has entered into an agreement dated January 24, 2024 with NSDL and agreement dated January 23, 2024 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be offered.
4.	***Change in the promoters of the company in preceding one year*** There has been no change in the promoters of the company in preceding one year from date of filing the application to NSE

	for listing under SME segment.
5.	***Composition of the Board*** The composition of the board is in compliance with the requirements of Companies Act, 2013.
6.	***The Company has not been referred to NCLT under IBC***. Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies
7.	***Winding up petition against the company, which has been admitted by the court*** There is no winding up petition against the company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.
8.	***The application of the applicant company should not have been rejected by the Exchange in last 6 complete months***. Our Company has not been rejected by any Exchange in last 6 complete months.
9.	As the entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution
10.	***Amount for General Corporate Purposes*** The amount dedicated for general corporate purposes, as mentioned in "Objects of the Issue" beginning on page 79, does not exceed fifteen per cent (15%) or ₹ 10 crores whichever is less of the amount being raised by the Issuer. Or The amount for general corporate purposes and such objects where our Company has not identified acquisition or investment target, as mentioned in "Objects of the Issue" beginning on page 79, does not exceed thirty-five per cent (35%) of the amount being raised by our Company.
11.	***Fully Paid Up Equity Shares*** The Equity Shares are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus.
12.	***Application for Listing*** Our Company has made an application to SME Exchange(s) for listing of its Equity Shares on such SME Exchange(s) and has chosen Emerge Platform of NSE India Limited as its Designated Stock Exchange in terms of Schedule XIX.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the NSE EMERGE. We further confirm that no material clause of articles of association have been left out from disclosure having bearing on the IPO/ disclosures.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGERIS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE OFFER OR DISCHARGES ITS RESPONSIBILITY

ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, 3DIMESNION CAPITAL SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 29, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSESIN THIS OFFER DOCUMENT.

Note: All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, its Director and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.sampoornanuts.com & www.3dcsl.com would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company, and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the issue.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Company, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Company, and our affiliates or associates for which they have received and may in future receive compensation

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co- operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts,

India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Delhi India only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company or that the information contained herein is correct as of any time subsequent to this date. No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the **"Securities Act"**) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "**U.S. persons**" (as defined in Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF NSE EMERGE

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 Ref.: [●] dated [●], 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 this 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 promoters, 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.

FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS WITH THE SEBI/ ROC

The Draft Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") Exchange Plaza, C/1, G Block, 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/ Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus, will be delivered for filing to the Registrar of Companies, Delhi, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi- 110019.

LISTING

An Application have been made to Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") after the allotment in the Issue. Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge") is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

National Stock Exchange of India Limited 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 National Stock Exchange of India Limited, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring 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 National Stock Exchange of India Limited mentioned above are taken within Three (3) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Four (4) 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.

The Company has obtained approval from National Stock Exchange of India Limited vide letter dated [●] to use the name of National Stock Exchange of India Limited in this issue document for listing of equity shares on Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge").

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who-

i. *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
ii. *Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or"*
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 Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank*, Syndicate Members*, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been be obtained as required under Section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 26 & 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

**The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be*

obtained prior to the filing of the Red Herring Prospectus with RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 2018, M/s. Ajay K. Kapoor & Co., Chartered Accountants, Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus/Red Herring Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

EXPERT TO THE ISSUE

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

- Report of the Statement of Possible of Tax Benefits September 26th, 2025.
- Report of the Auditor on the Restated Consolidated Financial Information of the Company, which comprises of the Restated Balance Sheet, the Restated Profit and Loss Information and Restated Cash Flow Information for the period/year ended on ended 30th June 2025, 31st March 2025, 31st March 2024. 20th December 2023 and 31st March 2023 of the Company dated 24th September 2025.

EXPENSES TO THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter **"*Objects of the Issue*"** beginning on page 79 of this Draft Red Herring Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager.

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees, Brokerage and Selling Commission payable.

The total fees payable to the Book Running Lead Manager will be as per the (i) Memorandum of Understanding dated September 24, 2025 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated [●]with the Underwriter and (iii) the Market Making Agreement [●] with the Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Draft Red Herring Prospectus until the Bid/Issue Closing Date.

Fees Payable to the Registrar to the Issue.

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated June 29, 2024 a copy of which is available for inspection at our Company's Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST THREE YEARS

We have not made any rights to the public and public issues in the past, and we are an **"*Unlisted Company*"** in terms of the SEBI ICDR Regulations and this Issue is an **"*Initial Public Offer*"** in terms of the SEBI ICDR Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST THREE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or

brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, GROUP COMPANY, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled **"*Capital Structure*"** beginning on page 66 of Draft Red Herring Prospectus, our Company has not made any capital issue during the previous three years.

PERFORMANCE VIS-À-VIS OBJECTS

Our Company is an **"Unlisted Issuer"** in terms of the SEBI (ICDR) Regulations, and this Issue is an **"*Initial Public Offering*"** in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA OF EQUITY SHARES

This being an Initial Public Offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated

March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the BRLMs shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO/CFD/DIL- 2/OW/P/2021/2481/1/M dated March 16, 2021, see **"*General Information – Book Running Lead Manager*"** beginning on page 55 of this Draft Red Herring Prospectus

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Anchor Investors are required to address all grievances in relation to the Issue to the BRLM.

Our Company has also appointed Ms. Babli, Company Secretary and Compliance Officer for the Issue. For details, see **"*General Information*"** beginning on page 55 of this Draft Red Herring Prospectus.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor compliant during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company has obtained a SCORES in accordance with SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013, read with SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021. The Company shall also ensure compliance with SEBI circular no. CIR/OIAE/1/2014 dated December 18, 2014, pertaining to the redressal of investor grievances through the SCORES platform.

Our Company has appointed Ms. Babli, as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Babli
Company Secretary and Compliance Officer
NFP Sampoorna Foods Limited
Address: 3A&B, Plot No. 70, Rama Road, Kirti Nagar,
New Delhi, India – 110015
Phone No: +91-9540781664
Email: compliance@sampoornanuts.com
Website: https://www.sampoornanuts.com/

Investors can contact the Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non- receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Further, our Board by a resolution on June 13, 2024 has also constituted a Stakeholders' Relationship Committee. The composition of the Stakeholders' Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Praveen Goel	Non-Executive Director	Chairman
Ankur Sharma	Independent Director	Member
Yash Vardhan Goel	Managing Director	Member

For further details, please see the chapter titled ***"Our Management"*** beginning on page 163 of this Draft Red Herring Prospectus.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled **"*Statement of Possible Tax Benefits*"** beginning on page 99 of this Draft Red Herring Prospectus.

PURCHASE OF PROPERTY

Other than as disclosed in Section ***"Business Overview"*** beginning on page 109 of this Draft Red Herring Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

CAPITALIZATION OF RESERVES OR PROFITS

Save and except as stated in ***"Capital Structure"*** beginning on page 66 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

There has not been any revaluation of assets since incorporation of the Company.

SERVICING BEHAVIOUR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or

superannuation.

Except as disclosed under chapter titled **"*Our Management*"** beginning on page 163 and chapter **"*Restated Financial Statements*"** beginning on page 189 of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by **3DIMENSION CAPITAL SERVICES LIMITED,** as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Book Running Lead Manager at www.3dcsl.com.

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY 3DIMENSION CAPITAL SERVICES LIMITED

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (`)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/-% change in closing benchmark]- 180th calendar days from listing
1.	Avi Ansh Textile Limited (NSE Emerge)	25.99	62	September 27, 2024	67.75	19.56%	60.88%	48.70%
2.	Sugs Lloyd Limited (BSE SME)	85.66	123	September 05, 2025	119.90	-	-	-

Note: 1. The NSE Nifty & BSE Sensex is considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th/ 90th/180th Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th/ 90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30th/ 90th/180th day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered

SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPO	Total funds Raised (` Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25 %	Over 50 %	Between 25-50%	Less than 25%	Over 50 %	Between 25-50%	Less Than 25%
Main Board - NIL														
SME Platform														
2025-26	1	85.66	-	-	-	-	-	-	-	-	-	-	-	-
2024-25	1	25.99	-	-	-	-	-	1	-	-	-	-	1	-
2023-24	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-

TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: www.3dcsl.com.

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

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

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

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SECTION IX – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered pursuant to this Issue shall be subject to the provisions of the Companies Act 2013, SEBI (ICDR)Regulations 2018, SEBI (LODR) Regulations 2015, SCRA, SCRR 1957, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN / Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents / certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange(s), the RBI, RoC and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchange(s), the RoC and / or any other authorities while granting its approval for the Issue.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified though its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the "UPI Circular") in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. Currently, for application by IIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and IIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 ("UPI Phase II"). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 ("UPI Phase III"). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

For details in relation to Offer expenses, see ***"Objects of the Issue"*** *And* ***"Other Regulatory and Statutory Disclosures"*** *on page nos. 79 and 240, respectively*

AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on August 08, 2025 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EoGM of the Company held on August 09, 2025.

RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled **"*Main Provision of the Articles of Association*"** beginning on page 302 of this Draft Red Herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any, declared) will be approved by the Board of Directors. For further details in relation to dividends, please refer to sections titled, ***"Dividend Policy"*** and ***"Main Provision of the Article of Association"***, beginning on page 183 and 302 respectively, of this Draft Red Herring Prospectus.

FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹ [●] per Equity Share ("Cap Price").

The Issue Price, Price Band and the minimum Bid Lot for the Issue will be decided by our Company in consultation with the BRLMs, and advertised in all editions of [●] (a Widely Circulated English national daily newspaper) and all editions of [●] (a widely Circulated Hindi national daily newspaper)and Delhi edition of [●] (a widely Circulated Hindi daily newspaper, Hindi being the regional language of Delhi where our Registered Office is located), at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares, unless otherwise permitted by law.

The Issue Price is determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled "Basis for Issue Price" beginning on page 90 of this Draft Red Herring Prospectus.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

a) Right to receive dividend, if declared;

b) Right to receive Annual Reports and notices to members;

c) Right to attend general meetings and exercise voting rights, unless prohibited by law;

d) Right to vote on a poll either in person or by proxy;

e) Right to receive offer for rights shares and be allotted bonus shares, if announced;

f) Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;

g) Right of free transferability subject to applicable law, including any RBI rules and regulations; and

h) Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI (LODR) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled **"*Main Provision of the Articles of Association*"** beginning on page 302 of this Draft Red Herring Prospectus.

ALLOTMENT ONLY IN DEMATERIALISED FORM

In terms of provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by SME Platform of NSE Limited (**"NSE Limited"**) from time to time by giving prior notice to investors at large. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Company:

a) Tripartite Agreement dated January 24, 2024 between NSDL, our Company and Registrar to the Company; and
b) Tripartite Agreement dated January 23, 2024 between CDSL, our Company and Registrar to the Company;
c) The ISIN no of the company is INE0T1501010.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than two lots (which shall be above ₹2 lakhs). The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this offer will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the offer before filing this Draft Red Herring Prospectus.

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated January 24, 2024.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated January 23, 2024.

MINIMUM NUMBER OF ALLOTTESS

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked within 2 Working days of closure of issue.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to

become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or

(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) working day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with BRLM, withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus with the Stock Exchange.

BID/ISSUE PROGRAM

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Opening Date	[●](1)
Bid/Issue Closing Date	[●](2)
Finalization of Basis of Allotment with Designated Stock Exchange	On or before [●]
Initiation of refunds /unblocking of funds from ASBA Account*	On or before [●]
Credit of Equity Shares to demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on Stock Exchange	On or before [●]

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

2. *UPI mandate end time and date shall be at 5:00 pm IST on Bid/Issue Closing Date, i.e. [●]*

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts*

are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post issue LM shall be liable for compensating the Applicant at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The above timetable other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLM.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the timelines. Further, the issue procedure is subject to change to any revised circulars issued by the SEBI to this effect. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within three days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Shareholder, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within such time as prescribed by SEBI.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors)

Bid Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time("IST")
Bid/ Issue Closing Date	
Submission and Revision in Bids*	Only between 10.00 a.m. and 3.00 p.m. IST

** UPI mandate end time and date shall be at 5.00 pm IST on Bid/Issue Closing Date*

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by IBs.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by IBs after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Offer, some Bid-Cum-Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

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

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

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. In accordance with Regulation 260 (1) of ICDR Regulations, this Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the offer Document including devolvement of Underwriters, our Company shall

forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum. In the event of an under-subscription in the Offer, Equity Shares offered pursuant to the Fresh Issue shall be allocated in the Issue prior to the Equity Shares offered pursuant to the Offer for Sale.

If our Company does not receive the subscription of 100% of the Issue through this Offer document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond 4 days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than Two Hundred (200), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked forthwith.

Further in accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than two lots (which shall be above ₹2 lakhs).

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

NO RESERVATION FOR EIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or

SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by e NSE Emerge (SME Platform of NSE) from time to time by giving prior notice to investors at large.

However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on e NSE Emerge (SME Platform of NSE).

RESTRICTIONS, IF ANY ON TRANSFERE AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters' Contribution in the Issue as detailed in the chapter **"*Capital Structure*"** beginning on page 66 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the chapter titled **"*Main Provision of the Articles of Association*"** beginning on page 302 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form incompliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025,

Where the post-issue paid up capital of the Company listed on a NSE-EMERGE is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus 266 issue, etc. the Company may migrate its equity shares listed on a Emerge Platform of National Stock Exchange of India Limited ("NSE or NSE Emerge") to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –
a. the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters 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;
b. the Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s)." If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, 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 promoters 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. As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board of National Stock Exchange of India Limited from the NSE EMERGE if we fulfil the criteria as per SEBI (ICDR) Regulation and as per NSE Circular dated March 07, 2024.

As per NSE guidelines:

Parameter	Migration policy from NSE SME Platform to NSE Main Board
Paid up Capital & Market Capitalisation	The Paid-up equity capital is not less than INR 10 crores, and Average capitalisation shall not be less than INR 100 crores. For this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post issue number of equity shares
Revenue From Operation & EBIDTA	The applicant company should have revenue from operations should be greater than INR 100 Cr in the last financial year. and Should have positive operating profit from operations for at least 2 out 3 financial years.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Public Shareholders	The total number of public shareholders should be at least 500 on the date of application.
Promoter & Promoter Group holding	Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for migration the holding of Promoter's should not be less than 50% of shares held by them on the date of listing.
Other Listing Conditions	• No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company. • The company has not received any winding up petition admitted by NCLT/IBC. • The net worth of the company should be at least 75 crores. • No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange. • No debarment of Company/Promoter, subsidiary Company by SEBI • No Disqualification/Debarment of director of the Company by any regulatory authority. • The applicant company has no pending investor complaints in SCORES. • Cooling period of two months from the date the security has come out of the trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.

	• No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.

MARKET MAKING

The shares offered though this issue are proposed to be listed on the SME Platform of NSE Limited, wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of NSE Limited for a minimum period of three years from the date of listing of shares offered though this Draft Red Herring Prospectus.

For further details, of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker; please see **"*General Information*"** beginning on page 55 of this Draft Red Herring Prospectus.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Red Herring Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper also Hindi being the regional language of Delhi) with wide circulation where the Registered Office of our Company is situated.

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in New Delhi, India.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations, whereby, an Issuer whose post Issue paid-up capital shall be more than ₹1,000 lakhs and up to ₹2,500 lakhs, may issue shares to the public and propose to list the same on NSE EMERGE. For further details regarding the salient features and terms of such an issue, please refer chapter titled **"*Terms of Issue*" and "*Issue Procedure*"** beginning on page 254 and 269 respectively of this Draft Red Herring Prospectus.

ISSUE STRUCTURE

This Issue comprised of Initial Public upto 44,60,000 equity shares of face value of ₹10/- each for cash at a price of [●] per equity share including a share premium of ₹[●] per equity share (the "Issue Price") aggregating to ₹[●] Lakh ("The Issue") by our Company. Out of the Total Issue, [●] Equity Shares of face value of ₹10.00/- each for cash at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] Lakhs will be reserved for subscription by Market Maker to the issue (the "Market Maker Reservation Portion").

The Issue less the Market Maker Reservation Portion i.e., Net Issue to Public of [●] Equity Shares of face value of ₹10.00/- each at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] lakhs ("the Net Issue"). The Issue and the Net Issue will constitute [●]% and [●]%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars	Market Maker Reservation Portion	QIBs [1]	Non-Institutional Investors/Bidders	Individual Investors/Bidders
Number of Equity Shares available for allocation or allotment [2]	Upto [●] Equity Shares.	Not more [●] Equity Shares.	Not less than [●] Equity Shares available for allocation	Not less than [●] Equity Shares available for allocation
Percentage of Issue Size available for Allocation or allotment	[●] % of the Issue Size.	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion (Excluding Anchor Investor Portion will be available for allocation proportionately to Mutual Funds only. Up to 60% of QIB Portion (of upto [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price. Mutual Funds participating in the Mutual Fund Portion	Not less than 15% of Net Issue. (a) one third of such portion shall be reserved for applicants with application size of more than two Bid Lots and up to such Bid Lots equivalent to not more than ₹ 10 lakhs; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹10 lakhs: Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), investors may be allocated to applicants in the other sub-category of Non-Institutional Investors.	Not less than 35% of Net Issue.

		will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.		
Basis of Allotment [(3)]	Firm allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) [●] Equity Shares of face value of ₹10/- each may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price. For further details please refer to the section titled "Issue Procedure" on page 269	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non- Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis as follows – (a) One-third of the Non-Institutional Category will be made available for allocation to Bidders with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs (b) Two-third of the Non Institutional Category will be made available for allocation to Bidders with an application size of more than ₹10 Lakhs. For details, see "Issue Procedure" on page 269 of this Draft Red Herring Prospectus. (c) Provided that the Unsubscribed portion in either of the aforementioned subcategories may be allocated to applicants in the other sub-category of non-institutional investors.	Allotment to each Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Individual Investors Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Issue Procedure*" on page 269.

Particulars	Market Maker Reservation Portion	QIBs [1]	Non-Institutional Investors/Bidders	Individual Investors/Bidders
Mode of Bid	Only through ASBA Process	ASBA only except for Anchor Investors [4]	ASBA Process only (including UPI mechanism to the extent of Bids up to ₹ 5,00,000/-)	ASBA Process only (including the UPI Mechanism)
Mode of allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter each that the Application size exceeds ₹ 2,00,000	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each such that the Application size exceeds more than two lots	Such number of Equity Shares in multiple of [●] Equity Shares of face value of ₹10 each that the Application size exceeds ₹2,00,000
Maximum Bid Size	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹10 each not exceeding the size of the Net Issue (excluding the Anchor Portion), subject to applicable limits to each Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares face value of ₹10 each not exceeding the size of the Net Issue (excluding the QIB portion), subject to limits as applicable to the Bidder.	Such number of Equity Shares in multiple of [●] Equity Shares of face value of ₹10 each that the Application size exceeds ₹2,00,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof
Who can apply	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs , pension fund with	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices.	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value.

		minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules.		
Terms of Payment	**In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. **In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. (5)			
Mode of Bid	Only through the ASBA process.			

Note: *SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, the Stock Exchange shall, for all categories of investors viz. QIBs, NIIs and Individual Investors and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book-building platform only with a mandatory confirmation on the application monies blocked*

(1) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.

(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI ICDR Regulations.

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

(4) Anchor Investors are not permitted to use the ASBA process.

(5) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(6) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

(7) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

(8) Bidders are required to confirm and are deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation;
(iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for IIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days **("UPIPhase I")**. The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Individual Investors through Designated Intermediaries, the process of physical movementof forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism withexisting timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019,read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8,2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020.Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Individual Investors ("UPI Phase III"), as may be prescribed bySEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/ 2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further,

SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of NSE Limited **("NSE EMERGE")** to act as intermediaries for submitting Application Forms are provided on www.nseindia.com. For details on their designated branches for submitting Application Forms, please see the above mentioned website of SME Platform of NSE Limited **("NSE EMERGE")**.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject tomodification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an II had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation

of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (**"T+3 Notification"**). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the **"SCRR"**) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under- subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent toAllotment of the Equity Shares in the Issue, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/ Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issuer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details or authorisation to block funds in the ASBA Form, or (ii)the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the IIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars,ASBA Bidders may submit the ASBA Form in the manner below:

I. IIs (other than the IIs 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), providedby certain brokers.

II. IIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

III. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Issue through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Application Form
Anchor Investor**	White
Resident Indians, including resident QIBs, Non-Institutional Investors, Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

**Electronic Bid cum Application Form will also be available for download on the website of the NSE Limited (www.nseindia.com).*

*** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by IIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

For UPI Bidders using the UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate the UPI Mandate

Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the Bankers to an Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the Bankers to the Issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank(s) and the Bankers to the Issue for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circulars dated June 2, 2021, and April 20, 2022.

Pursuant to NSE circular dated July 22, 2022, with reference no. 23/2022, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5,00,000 and NII & QIB bids above ₹2,00,000 through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) 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 UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries").

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained

2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock Exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in theelectronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application moneyspecified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBswith use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

AVAILABILITY OF RED HERRING PROSPECTUS AND BID CUM APPLICATION FORMS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE Limited (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

WHO CAN APPLY?

As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the

case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

a) Indian national's resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
d) QIBs;
e) Mutual Funds registered with SEBI;
f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
l) Foreign Venture Capital Investors registered with the SEBI;
m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
n) Scientific and/or Industrial Research Organizations authorized to invest in equityshares;
o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
p) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and investin equity shares;
q) Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
r) National Investment Fund set up by Resolution No. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
s) Insurance funds set up and managed by army, navy or air force of the Union of India;
t) Multilateral and bilateral development financial institution;
u) Eligible QFIs;
v) Insurance funds set up and managed by army, navy or air force of the Union of India;
w) Insurance funds set up and managed by the Department of Posts, India;
x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated nonresident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Individual Investors (*who has applied for minimum application size*)

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the applicant not less than 2 lots per application provided that the minimum application size shall be above ₹ 2,00,000. In case of revision of Applications, the Individual Investors, who has applied for minimum application size, not less than 2 lots per application provided that the minimum application size shall be above ₹ 2,00,000.

2. For Other than Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares not less than 2 lots per application provided that the minimum application size shall be above ₹2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer 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 Offer 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 not less than 2 lots per application provided that the minimum application size shall be above ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the [●] English national newspaper, all editions of Hindi national newspaper [●] Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper [●] Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

b) During the Bid/ Issue Period, Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.

c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".

e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in "Escrow Mechanism - Terms of payment and payment into the Escrow Accounts" in the section **"*Issue Procedure*"** beginning on page 269 of this Draft Red Herring Prospectus.

h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non- Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

PARTICIPATION BY ASSOCIATES /AFFILIATES OF BRLM AND THE SYNDICATE MEMBERS

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription maybe on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

OPTION TO SUBSCRIBE IN THE ISSUE

a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

INFORMATION FOR THE BIDDERS

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's

or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1) (ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under- subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 Lakhs.

3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.

5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
   - where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, maximum of 2 (two) Anchor Investors.
   - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but upto ₹2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
   - where the allocation under the Anchor Investor portion is more than ₹2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

12) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

BIDS BY ELIGIBLE NRI'S

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to paymentof 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 registrationas an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be

specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event
(i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUFS

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Applicationis 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 asmultiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non - Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non- Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof.

Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depositary), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares Issued to the public.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.

Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.

- No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

a. Equity shares of a Company: the least of 10% of the investee Company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
b. The entire group of the investee Company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
c. the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of the power of attorney orthe relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reservesthe right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

a. With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
b. With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
c. With respect to applications made by provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
d. With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the 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 the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non- financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make

(i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain 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 OF ALLOCATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

TERMS OF PAYMENT

The entire Issue price of ₹[●]/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked bythe 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-Individual 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, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are

requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

a. In case of resident Anchor Investors: "NFP Sampoorna Foods Limited IPO - Anchor Account - R".

b. In case of Non-Resident Anchor Investors: "NFP Sampoorna Foods Limited IPO - Anchor Account- NR"

c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to:

   a. the applications accepted by them;
   b. the applications uploaded by them
   c. the applications accepted but not uploaded by them or
   d. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for anyacts, mistakes or errors or omission and commissions in relation to:

   (i) The applications accepted by any Designated Intermediaries
   (ii) The applications uploaded by any Designated Intermediaries or
   (iii) The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off - line electronic registration of applications subject to the condition that they will subsequently upload the off - line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID

9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

   - Name of the Bidder;
   - IPO Name:
   - Bid Cum Application Form Number;
   - Investor Category;
   - PAN (of First Bidder, if more than one Bidder);
   - DP ID of the demat account of the Bidder;
   - Client Identification Number of the demat account of the Bidder;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSBbranch where the ASBA Account is maintained; and
   - Bank account number.

8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Applicationby the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either byourCompany.

10. Such acknowledgment will be non-negotiable and by itself will not create anyobligation of any kind.

11. In case of Non-Individual Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no rightto reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor doesit in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

BUILD OF THE BOOK

a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.

b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical

representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

WITHDRAWAL OF BIDS

a. IIs can withdraw their Bids until Bid/ Issue Closing Date. In case a II wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b. The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

PRICE DISCOVERY AND ALLOCATION

a. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price and the Anchor Investor Issue Price.

b. The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d. In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

e. In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

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

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

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

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

a. Our company has entered into an Underwriting Agreement dated [●].
b. A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with

ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

PRE - ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a Pre - Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper i.e. [●]; (ii) Hindi National Newspaper i.e. [●], (Hindi being the regional language of Delhi where registered office situated) each with wide circulation. In the pre - Issue advertisement, we shall state the Bid Opening Date and the Bid/ Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part - A of Schedule - X of the SEBI Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS

Our Company will Issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. 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 Individual Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, II 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 IIs 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 byperson's resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State

Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the categoryand 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 theBid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹2,00,000/- (for Applications by Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not Bid for Equity Shares in excess of what is specified for each category;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
14. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid by using details of the third party’s bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account

UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

OTHER INSTRUCTIONS FOR THE BIDDERS

Joint Bids

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any Pre - Issue or Post Issue related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

GROUNDS 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 Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documentsare not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary 's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids byanypersons 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

BIDCUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.

b) Under-Subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the Issue, spill-over to the extent of such under - subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue.

BASIS OF ALLOTMENT

a. For Individual Investors

Bids received from the 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 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 Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shallbe made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a draw of lot basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shallbe done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then allMutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available forAllotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

d. Allotment to Anchor Investor (If Applicable)

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bidsbeing received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹2 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹2 crores and up to ₹25 crores subject to minimum allotment of ₹1 crores per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed:

Basis of Allotment in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the SME Platform of NSE Limited i.e., NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

b. The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

c. For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be madeas follows:

- Each successful Bidder shall be allotted [●] equity shares; and
- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such amanner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

d. If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equityshares.

e. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders inthat category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

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 bythe 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 EquityShares 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.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com with a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 1 (One) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge platform where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 1 (One) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, 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 ofhis 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 toany other person in a fictitious name, shall be liable for action under Section 447."

Undertakings by Our Company

We undertake as follows:

1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;

2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within Three (3) working days from Issue Closure date.

3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by ourCompany;

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 Draft Red Herring Prospectus are listed
or until the Application monies are refunded on account of non-listing, under-subscription etc.;

7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

8) If our Company does not proceed with the Issue the Bid/ Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9) If our Company withdraws the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh 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 inthe 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 EquityShares 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 Issueshall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a. Tripartite Agreement dated January 24, 2024 between NSDL, the Company and the Registrar to the Issue;

b. Tripartite Agreement dated January 23, 2024 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0T1501010.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment maybe made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("FDI") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) ("DPIIT"), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non- repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. See "*Issue Procedure*" beginning on page 269 of this Draft Red Herring Prospectus.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidates FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricingis in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See **"*Issue Procedure*"** beginning on page 269 of this Draft Red Herring Prospectus.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by

the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non- Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in complian ce with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which mayoccur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION X: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION OF NFP SAMPOORNA FOODS LIMITED (COMPANY LIMITED BY SHARES)

Sr. No	Particulars
1	Subject as hereinafter provided, the regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company with appropriate modifications.
	INTERPRETATION
2	(i) In these regulations: (a) The Act means the Companies Act, 2013. (b) Articles shall mean these Articles of Association as originally framed or, as from time to time altered by Special Resolution. (c) Board means the collective body of the directors of the company. (d) Company means NFP SAMPOORNA FOODS LIMITED*. (e) Director means a director appointed to the Board of a Company. (f) Document shall include summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form. (g) Electronic mode shall mean any communication sent by a company through its authorized and secured computer Programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the member. (h) Financial Year means the period ending on 31st day of March every year. (i) Member means the subscriber to the memorandum of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as member in its register of member (ii) Every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the Company (iii) Every person holding shares of the Company and whose name is entered as a beneficial owner in the records of a depository. (j) Postal ballot shall mean voting by post or through any electronic mode. (k) Share shall mean a share in the share capital of a Company and includes stock. (I) Video conferencing or other audio-visual means audio- visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting. (ii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. I. CONSTITUTION OF THE PUBLIC COMPANY The Company is a Public Limited Company as per Section 2(71) of the Companies Act, 2013 means a company which- (a) is not a private company; Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;
	SHARE CAPITAL AND VARIATION OF RIGHTS
3.	a. The authorized share capital of the Company shall be such amount and of such description as is stated for the time being or at any time under Clause 5 of the Company's Memorandum of Association with rights, privileges and conditions attached thereto as per the relevant provisions contained in this behalf in these presents and with power to increase or reduce the capital and to divide the share in the capital of the company for the time being, into different classes as may be specified under the Act from time to time. b. 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.
4.	i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, -- one certificate for all his shares without payment of any charges; or several certificates, each for one or more of his shares, upon payment of Twenty rupees for each certificate after the first. (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
5.	If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
6.	Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
7.	The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
8.	If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
9.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
10.	Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
	LIEN
11.	The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any

	share to be wholly or in part exempt from the provisions of this clause. The company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
12.	The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made 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.
13.	To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14.	The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.
	CALLS ON SHARES
15.	The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days' notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.
16.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
17.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18.	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
19.	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
20.	The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and b. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.
	TRANSFER OF SHARES
21	The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
22	The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.

23.	The Board may decline to recognise any instrument of transfer unless. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 b. the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and c. the instrument of transfer is in respect of only one class of shares.
24.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
	TRANSMISSION OF SHARES
25	On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognized by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
26.	Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
27	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
28	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
29.	In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.
	FORFEITURE OF SHARES
30.	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
31.	The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.

32	If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.
33	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
34	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
35	A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of The transferee shall thereupon be registered as the holder of the share and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
36.	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.
	ALTERATION OF CAPITAL
37.	The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
38.	Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
39.	Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
40.	The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law it share capital any capital redemption reserve account or any share premium account.
	CAPITALISATION OF PROFITS
41.	The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such

	sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
42.	Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members
	BUY-BACK OF SHARES
43.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
	GENERAL MEETINGS
44.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
45.	The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.
	PROCEEDINGS AT GENERAL MEETINGS
46.	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
47.	The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
48.	If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.
49.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.
50.	In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
	ADJOURNMENT OF MEETING

51.	The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
	VOTING RIGHTS
52.	Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
53.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
54.	In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.
55.	A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
56.	Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
57.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
58.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
	PROXY
59.	The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
60.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
61.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
	BOARD OF DIRECTORS
62.	The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. 1. Praveen Goel 2. Anju Goel 3. Yash Vardhan Goel
63.	The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue

	from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.
64.	The Board may pay all expenses incurred in getting up and registering the company.
65.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
66.	All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine
67.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
68.	Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
	PROCEEDINGS OF THE BOARD
69.	The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
70.	Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
71.	The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
72.	The Board may elect a chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
73.	The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
74.	A committee may elect a chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
75.	A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

76.	Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.
77.	In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
	CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER
78.	Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer
79.	A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
	THE SEAL
80.	The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
	DIVIDENDS AND RESERVE
81.	The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
82.	Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
83.	The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
84.	Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
85.	The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
86.	Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant
	sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

87.	Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.
88.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
89.	No dividend shall bear interest against the company.
	ACCOUNTS
90.	The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
	WINDING UP
91.	Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
	INDEMNITY
92.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
	OTHERS
93.	•

SECTION XI- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus/Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015, from the date of filing the Red Herring Prospectus with RoC to Issue Closing Date on working days from 11.00 a.m. to 5.00 p.m. Also, the below-mentioned contracts and also the documents are available for inspection online at website of Company i.e. www.sampoornanuts.com.

MATERIAL CONTRACT

1. Issuer Agreement dated September 24, 2025 between our company and the Book Running Lead Manager.
2. Registrar Agreement dated June 29, 2024 between our company and the Registrar to the Issue.
3. Market Making Agreement dated [●] between our company, the Book Running Lead Manager and the Market Maker.
4. Bankers to the Issue Agreement dated [●] between our Company, the Book Running Lead Manager, Banker(s) to the Issue and Refund Banker and the Registrar to the Issue.
5. Underwriting Agreement dated [●] between our company and the Underwriters.
6. Tripartite Agreement among NSDL, our company and the registrar to the issue dated January 24, 2024.
7. Tripartite Agreement among CDSL, our company and the registrar to the issue dated January 23, 2024.
8. Syndicate Agreement dated [●] between our Company, Book Running Lead Manager and Syndicate Member.

MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of the Memorandum of Association and Articles of Association of our Company, as amended.
2. Certified true copy of Certificate of Incorporation dated December 13, 2023 issued by Registrar of Companies, Central Registration Centre.
3. Fresh Certificate of Incorporation dated September 24, 2025, pursuant to Change of Registered Office from Haryana to Delhi, issued by RoC Delhi.
4. Copy of Board Resolutions of the Board of Directors dated August 08, 2025 in relation to the Issue and other related matters.
5. Shareholders' resolution dated August 09, 2025 in relation to the Issue and other related matters.
6. Copies of Restated Consolidated Financial Statements of our Company for the period ended June 30 2025, March 31 2025 March 31, 2024 and March 31, 2023 dated September 24, 2025.
7. Statutory Auditors Report dated September 24th, 2025 on the Restated Consolidated Financial Statements for the financial years for the Period/year ended June 30 2025, March 31 2025 March 31, 2024 and March 31, 2023.
8. Statement of Tax Benefits dated September 26th, 2025 issued by our Statutory Auditors M/s. Ajay K. Kapoor & Company., Chartered Accountants.
9. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor/ Peer Review Auditor, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor

to the Issue, Registrar to the Issue, Market Maker and Underwriter to act in their respective capacities.

10. Certificate on KPI's issued by our statutory auditors namely M/s. Ajay K. Kapoor & Company., Chartered Accountants dated September 26th, 2025.

11. Due Diligence Certificate including site visit Report dated September 29th, 2025 addressed to SEBI from Book Running Lead Manager.
12. Board Resolution dated August 29, 2024 for approval of Draft Red Herring Prospectus, dated [●] for approval of the Red Herring Prospectus and dated [●] for approval of the Prospectus.

13. In Approval from NSE Limited vide letter dated [●] to use the name of NSE Limited in this Offer Document for listing of Equity Shares on the NSE Emerge (SME Platform of NSE Limited).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, hereby declares that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case maybe. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name	Designation	Signature
Mr. Praveen Goel	Non-Executive Director	Sd/-
Mr. Yash Vardhan Goel	Managing Director	Sd/-
Mr. Anju Goel	Whole Time Director	Sd/-
Mr. Rajesh Arora	Independent Director	Sd/-
Mr. Ankur Sharma	Independent Director	Sd/-

SIGNED BY THE CFO AND CS OF OUR COMPANY

Name	Designation	Signature
Mr. Anil Kumar Gupta	Chief Financial Officer	Sd/-
Ms. Babli	Company Secretary and Compliance Officer	Sd/-

Place: September 29, 2025
Date: Delhi