



## NARMADA AGROBASE LIMITED

## DRAFT TO BE UPDATED AND FINALIZED

Narmada Agrobase Limited bearing Corporate Identification Number L15494GJ2013PLC073468 was incorporated as “Narmada Agrobase Private Limited” under the provisions of the Companies Act, 1956 vide certificate of incorporation dated January 29, 2013 issued by Registrar of Companies, Gujarat bearing registration No. 073468. Later on the Company was converted into a Public Limited Company and fresh Certificate of Incorporation consequent to conversion was issued on December 11, 2017 by the Registrar of Companies, Gujarat and consequently the name of our Company was changed to “Narmada Agrobase Limited”. The Company was listed and admitted to dealings on the Emerge platform of National Stock Exchange of India Limited (“NSE”) on April 19, 2018. Further, the Company was listed and admitted to dealings on the Capital Market Segment (Main Board) of National Stock Exchange of India Limited (“NSE”) pursuant to migration from SME Emerge platform and on Main Board of BSE Limited (“BSE”) pursuant to Direct Listing from Emerge Platform of NSE to BSE Main Board platform. For further details of our Company, please refer to the chapter titled “General Information” on page no. 44 of this Letter of Offer.

**Corporate Identification Number:** L15494GJ2013PLC073468


**Registered Office:** 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, Gujarat, India, 384421

**Corporate Office:** 401, Silicon Tower, Above Freezeland Restaurant, Nr. National Handloom, Law Garden, Ellisbridge, Ahmedabad – 380 009, Gujarat.

**Contact No.:** +91-9426088802; **Email id:** [infonarmadaagrobase@gmail.com](mailto:infonarmadaagrobase@gmail.com);

**Website:** <https://www.narmadaagrobase.com/>;

**Contact Person:** Nidhi Agrawal, Company Secretary and Compliance Officer

<b>PROMOTERS OF OUR COMPANY: MR. NEERAJKUMAR S AGARWAL AND MR. SURESH CHANDRA GUPTA FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF NARMADA AGROBASE LIMITED (THE “COMPANY” OR THE “ISSUER”) ONLY</b>		
<b>WEHEREBY CONFIRM THAT NONE OF OUR PROMOTERS OR DIRECTORS ARE WILFUL DEFAULTERS AS ON DATE OF THIS LETTER OF OFFER</b>		
ISSUE OF UPTO [•] <sup>#</sup> FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10.00/- EACH (“EQUITY SHARES”) OF NARMADA AGROBASE LIMITED (“NARMADA” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. [•] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF RS. [•] PER EQUITY SHARE) (“ISSUE PRICE”), AGGREGATING UPTO RS. 37,00,00,000/- ON RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [•] RIGHTS EQUITY SHARE FOR EVERY [•] FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. [•] (THE “RECORD DATE”). THE ISSUE PRICE IS [•] TIMES OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE NO. 193 OF THIS LETTER OF OFFER. <sup>#</sup> ASSUMING FULL SUBSCRIPTION OF THE ISSUE		
<b>GENERAL RISKS</b>		
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Letter of Offer. Specific attention of the investors is invited to the section “Risk Factors” on page no. 25 of this Letter of Offer.		
<b>OUR COMPANY’S ABSOLUTE RESPONSIBILITY</b>		
Our Company having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer 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 Letter of Offer 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 Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.		
<b>LISTING</b>		
The existing Equity Shares are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (together, the “Stock Exchanges”). Our Company has received ‘in-principle’ approval from both NSE and BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated [•] and [•] respectively. Our Company will also make an application to the stock exchanges to obtain their trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is National Stock Exchange of India Limited.		
<b>REGISTRAR TO THE ISSUE</b>		<b>BANKERS TO THE ISSUE</b>
 <b>CAMEO CORPORATE SERVICES LIMITED</b> Subramanian Building, No. 1 Club House Road, Chennai - 600 002 Tel : +91-4440020700 Email: <a href="mailto:rights@cameoindia.com">rights@cameoindia.com</a> Investor Grievance Email id: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> Website: <a href="https://cameoindia.com/">https://cameoindia.com/</a> Contact Person: Ms. K. Sreepriya SEBI Registration No: INR000003753 CIN: U67120TN1998PLC041613		[•]
<b>ISSUE PROGRAMME</b>		
<b>ISSUE OPENS ON</b>	<b>LAST DATE FOR MARKET RENUNCIATION*</b>	<b>ISSUE CLOSES ON**</b>
[•]	[•]	[•]

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

\*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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## DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses certain definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalized terms used in this Letter of Offer shall have the meaning as defined hereunder. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications there to notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.

Provided that terms used in the sections/ chapters titled “**Industry Overview**”, “**Summary of the Issue**”, “**Financial Information**”, “**Statement of Possible Tax benefits**”, “**Outstanding Litigation and Material Developments**” and “**Issue Related Information**” on page nos. 66, 43, 112, 62 and 179 respectively of this Letter of Offer, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.

**CONVENTIONAL/ GENERAL TERMS**

Term	Description
“NARMADA”, “the Company”, “our Company”, “Issuer” and “Narmada Agrobases Limited”	Narmada Agrobases Limited, a Company incorporated in India under the Companies Act, 1956 having its Registered Office at 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana - 384421, Gujarat, India.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company.
Audited Financial Statements/ Financial Statements	The Audited Financial Statements of our Company prepared under IND AS for Financial Year 2023-24 and Audited Financial Results for quarter and year ended on March 31, 2024, prepared in line with IND AS notified under the Companies Act, 2013, as amended read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
Articles/ Articles of Association/ AOA	Articles of Association of our Company as amended from time to time.
Auditors/ Statutory Auditors	The Auditors of Narmada Agrobases Limited being M/s. Jain Kedia & Sharma, Chartered Accountants, Ahmedabad.
Board/ Board of Directors	Board of Directors of our Company including a committee thereof.
Chief Financial Officer/ CFO	Mr. Neeraj Sureshchandr Agarwal, being Chief Financial Officer of the Company.
CIN	Corporate Identification Number of Company i.e. L15494GJ2013PLC073468.
Companies Act, 1956	The Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).
Companies Act, 2013/ Companies Act	The Companies Act, 2013 along with rules made thereunder.
Company Secretary and Compliance Officer/ CS	Ms. Nidhi Agrawal, being Company Secretary and Compliance Officer of the Company.
Corporate Office	The Corporate Office of our Company is situated at 401, Silicon Tower, Above Freezeland Restaurant, Nr. National Handloom, Law Garden, Ellisbridge, Ahmedabad – 380 009, Gujarat.
Director(s)	Any or all director(s) of our Company, unless otherwise specified and as the context may require.
Equity Shareholder(s)/ Shareholder(s)	A holder of the Equity Shares of our Company.
Equity Share(s)	Equity Shares of our Company having face value of Rs. 10.00/- each.
Eligible Equity Shareholder(s)	Equity Shareholders whose names appear on the Register of Members of our Company or in the Register of Beneficial Owners of our Company maintained by the Depositories as at the end of business hours of the Record Date i.e., [•]
Executive Directors	Executive directors of our Company.
Independent Director(s)	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.

Key Managerial Personnel(s)/ KMP(s)	Key Managerial Personnel(s) of our Company in terms of Section 2(51) and Section 203 of the Companies Act, 2013 and the SEBI ICDR Regulations as described in this Letter of Offer.
Audit Report and Financial Result	The Independent Auditor's Report and Standalone Audited Financial Results for the quarter and year ended on 31 <sup>st</sup> March, 2024 of our Company, prepared and published in accordance with Regulation 33 of the SEBI Listing Regulations.
Managing Director	Mr. Neeraj Sureshchandr Agarwal, is a Chairman cum Managing Director and Chief Financial Officer of the Company.
Memorandum/ Memorandum of Association/ MOA	Memorandum of Association of our Company, as amended from time to time.
Non-executive Directors	A Director, not being an Executive Director of our Company.
Promoter	Mr. Neerajkumar S Agarwal and Mr. Suresh Chandra Gupta are Promoters of our Company.
Promoter Group	Person(s) and entity(ies) forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed by our Company in the filings made with the Stock Exchanges under the SEBI Listing Regulations.
Registered Office	The Registered office of our Company is situated at 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana – 384421, Gujarat, India.
Registrar of Companies/ ROC	Registrar of Companies, Gujarat situated at ROC Bhavan, Opp. Rupal Park, Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat.
Rights Issue Committee	The committee of our Board constituted/ designated for purposes of the Issue and incidental matters thereof.
Subsidiaries	Subsidiaries of our Company as defined under the Companies Act, 2013 and the applicable accounting standard.
Whole-time Director	Mr. Suresh Chand Kalyanmal Gupta is a Whole-time Director of our Company.

#### **TECHNICAL AND INDUSTRY RELATED TERMS**

Term	Full Form
AAFCO	Association of American Feed Control
CGMP	Current good manufacturing procedures
DAC	Department of Agriculture & Cooperation
DAHD&F	Department of Animal Husbandry, Dairying & Fisheries
DARE	Department of Agriculture Research & Education
FIFO	First in First Out
FIEO	Federation of Indian Export Organizations
FSMS	Food Safety Management Systems
GDP	Gross Domestic Product
GMO	Genetically Modified Organisms
IEC	Import Export Code
MSMEs	Micro, Small and Medium Enterprises
MT	Metric Tonne
PCB	Pollution Control Board
SSOP	Sanitary Standard Operation Procedures
AAFCO	Association of American Feed Control
CGMP	Current good manufacturing procedures
DAC	Department of Agriculture & Cooperation
DAHD&F	Department of Animal Husbandry, Dairying & Fisheries
DARE	Department of Agriculture Research & Education

#### **ABBREVIATIONS**

Term	Full Form
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT.	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.

AY	Assessment Year
AOA	Articles of Association
Approx.	Approximately
B. A.	Bachelor of Arts
BBA	Bachelor of Business Administration
B. Com	Bachelor of Commerce
B. E.	Bachelor of Engineering
B. Sc.	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/ LC	Bank Guarantee/ Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CAD	Canadian Dollar
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CFO	Chief Financial Officer
CS & CO	Company Secretary & Compliance Officer
CSR	Corporate Social Responsibility
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ ICWA	The Institute of Cost Accountants of India
CMD	Chairman and Managing Director
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earning Per Share
EGM/ EOGM	Extra-Ordinary General Meeting
ESOP	Employee Stock Option Plan
ESI Act	Employees' State Insurance Act, 1948
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FIPB	Foreign Investment Promotion Board
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	The Foreign Exchange Management Act, 1999 as amended from time to time, read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India

FPIs	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
FV	Face Value
GOI/ Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / ₹/ Rupees/ Rs.	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
i.e.	That is
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IND AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended
IRDA	Insurance Regulatory and Development Authority
ISIN	International Securities Identification Number
IT	Information Technology
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
MAT	Minimum Alternate Tax
MCA	The Ministry of Corporate Affairs, GOI
MD	Managing Director
MOF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M. A.	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E.	Master of Engineering
MRP	Maximum Retail Price
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
MSMEs	Micro, Small and medium Enterprises
MOA	Memorandum of Association
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NCLT	National Company Law Tribunal
Networth	The aggregate of paid-up Share Capital & Share Premium Account & Reserves and Surplus

	(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRI	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt. Ltd.	Private Limited
ROC	Registrar of Companies
RBI	The Reserve Bank of India
Regulation S	Regulation S under the United States Securities Act of 1933, as amended
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self-Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
Securities Act	The United States Securities Act of 1933
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
Trademark Act	Trademark Act, 1999
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
UIN	Unique Identification Number
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF/ 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
VAT	Value Added Tax
W.E.F.	With Effect From
WDV	Written Down Value
WTD	Whole-time Director
YOY	Year Over Year

### **ISSUE RELATED TERMS**

<b>Term</b>	<b>Description</b>
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations, 2018 and the Companies Act, 2013.
Additional Right Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allot/ Allotment/ Allotted	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Account Bank	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [•]
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be allotted the Rights Equity Shares pursuant to the Issue.
Allotment Date	Date on which the Allotment is made pursuant to this Issue.
Allottee(s)	Persons to whom the Rights Equity Shares are allotted pursuant to the Issue.
Applicant(s)/ Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee (s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Letter of Offer, including an ASBA Investor.
Application	Application made through submission of the Application Form or Plain Paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing a SCSB to block the Application Money in the ASBA Account.
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the Plain Paper Application, in case of Eligible Equity Shareholders, as the case may be.
ASBA Applicant/ ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncees) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue, in this case being, [•]
Bankers to the Issue Agreement	Agreement dated [•] entered into by and amongst our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/ Investors, transfer of funds to the

	Allotment Account and where applicable, refunds of the amounts collected from Applicants/ Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Equity Shares will be allotted to successful applicants in the Issue and which is described in “ <b>Terms of the Issue</b> ” on page no. 193 of this Letter of Offer.
BSE	BSE Limited
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of SCSBs, which coordinate Bids under the Issue with the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> .
Demographic Details	Details of Investors including the Investor’s address, name of the Investor’s father/ husband, investor status, occupation and bank account details, wherever applicable.
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpis&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpis&amp;intmId=35</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited.
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date i.e. [•]. Please note that the investors who are eligible to participate in the Issue (exclude certain overseas shareholders). For further details, see “ <b>Notice to Investors</b> ” on page no. 14 of this Letter of Offer.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [•]
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.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018.
IEPF	Investor Education and Protection Fund.
ISIN	International Securities Identification Number.
Issue/ Rights Issue	Issue of upto [•] <sup>#</sup> Fully Paid-up Equity Shares of face value of Rs. 10.00/- each for cash at an Issue Price of Rs. [•] per Equity share (including share premium of Rs. [•] per share) aggregating upto Rs. 37,00,00,000/- on a rights basis to the Existing Equity Shareholders of our Company in the ratio of [•] Rights Equity Share for every [•] Fully Paid-up Equity Share held by the Eligible Equity Shareholders of our Company on the Record Date i.e. [•] <i><sup>#</sup>Assuming full subscription of the Issue</i>
Issue Closing Date	[•]
Issue Opening Date	[•]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/ Investors can submit their applications, in accordance with the SEBI ICDR Regulations.
Issue Price	Rs. [•] per share (including Rs. [•] as share premium).
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Upto [•] <sup>#</sup> Rights Equity Shares of face value of Rs. 10.00/- each for cash at a price of Rs. [•] per share (including share premium of Rs. [•] per share) not exceeding an amount aggregating upto Rs. 37,00,00,000/-. <i><sup>#</sup>Assuming full subscription of the Issue</i>
Letter of Offer/ LOF	This letter of offer dated [•] to be filed with the Stock Exchanges and submitted with SEBI for information and dissemination.
Net Proceeds	Proceeds of the Issue less issue related expenses. For further information about the issue related expenses, see “ <b>Objects of the Issue</b> ” on page no. 51 of this Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies Act, 2013.

Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees.
Non-Institutional Bidders or NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●].
QIBs or Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purpose of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares i.e. [●].
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) is opened, in this case being, [●]
Registrar to the Company	<b>KFIN TECHNOLOGIES LIMITED</b> <i>(Formerly known as KFin Technologies Private Limited)</i> Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032. <b>Contact No.:</b> +91-40-67162222/1800-309-4001 <b>Email id:</b> <a href="mailto:narmada.rights@kfintech.com">narmada.rights@kfintech.com</a> <b>Investor Grievance Email id:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <b>Website:</b> <a href="https://www.kfintech.com/">https://www.kfintech.com/</a> <b>Contact Person:</b> Mr. M Murali Krishna <b>SEBI Registration No.:</b> INR000000221 <b>CIN:</b> L72400TG2017PLC117649
Registrar to the Issue/ Registrar	<b>CAMEO CORPORATE SERVICES LIMITED</b> Subramanian Building, 1 Club House Road, Chennai - 600 002 <b>Tel :</b> +91-44440020700 <b>Email:</b> <a href="mailto:rights@cameoindia.com">rights@cameoindia.com</a> <b>Investor Grievance Email id:</b> <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> <b>Website:</b> <a href="https://cameoindia.com/">https://cameoindia.com/</a> <b>Contact Person:</b> Ms. K. Sreepriya <b>SEBI Registration No:</b> INR000003753 <b>CIN:</b> U67120TN1998PLC041613
Renouncee(s)	Person(s) who has/ have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI Rights Issue Circular, the Companies Act, 2013 and any other applicable law.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off - market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Bidders(s)/ Retail Individual Investor(s)/ RII(s)/ RIB(s)	An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than Rs. 200,000/- in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
Rights Entitlements/ REs	The number of Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, i.e. [●] in this case being [●] Rights Equity



	<p>Share for every [•] Fully Paid-Up Equity Share held by an existing Eligible Equity Shareholder.</p> <p>Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.</p>
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be allotted pursuant to this Issue.
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021.
Self-Certified Syndicate Banks or SCSBs	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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.
Stock Exchanges	Stock Exchange where the Equity shares are presently listed, being National Stock Exchange of India Limited and BSE Limited.
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter	A Company or person, as the case may be, categorized as a Wilful Defaulter or Fraudulent Borrower by any Bank or Financial Institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any Company whose director or promoter is categorized as such.
Working Days	All days except 2 <sup>nd</sup> and 4 <sup>th</sup> Saturdays of the month, Sundays, Public holidays, State and National holidays, on which commercial banks in Gujarat; are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Issue Period, Term Description, the term Working Day shall mean all days, excluding 2 <sup>nd</sup> and 4 <sup>th</sup> Saturdays, Sundays, Public holidays, State and National holidays, on which commercial banks in Mahesana are open for business; and (c) the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges. <b>“Working Day”</b> shall mean all trading days of the Stock Exchanges, excluding Saturdays, Sundays and trading holidays.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material (collectively, the “**Issue Materials**”) will be sent/ dispatched only to such Eligible Equity Shareholders who have provided email address and who are located in jurisdictions where the offer and sale of the Rights Entitlement and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them, subject to compliance with relevant SEBI circulars/ notices giving/ extending relaxation in dispatch of physical issue material to those Eligible Equity Shareholders who have not provided a valid email address to the Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue materials. Further, the Letter of Offer will be provided through e-mail by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Stock Exchanges, subject to the applicable law.

Our Company shall also endeavor to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company, subject to compliance with relevant SEBI circulars/ notices giving/ extending relaxation in dispatch of physical issue material to those Eligible Equity Shareholders who have not provided a valid email address to the Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, or other Issue Materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer (“**Restricted Jurisdictions**”) and, in those circumstances, the Letter of Offer or any other Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer, or any other Issue Materials should not distribute such document(s) to any person outside India where to do so would or might contravene local securities laws or regulations. If this Letter of Offer, or any other Issue Materials is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares. Rights Entitlements may not be transferred or sold to any person outside India.

Envelopes containing an Application Form should not be postmarked or otherwise dispatched from any Restricted Jurisdiction, and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of these Rights Equity Shares in India.

Neither the delivery of this Letter of Offer, or any other Issue Materials nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or any other Issue Materials or the date of such information.

SEBI has introduced the Concept of Credit of Rights Entitlements into the Demat Accounts of the Eligible Equity Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market Renunciation. Further, the Credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialized Form.

The contents of this Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the purchase or sale of Rights Equity Shares or Rights Entitlements. Accordingly, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Equity Shares. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

**Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certifications set out in the Application Form; (ii) appears to us or our agents to have been executed in or dispatched from a Restricted Jurisdiction; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form.**

**NO OFFER IN THE UNITED STATES**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof (“United States”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Letter of Offer/ Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letter should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Letter of Offer/ Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations. Rights Entitlements may not be transferred or sold to any person in the United States.

The above information is given for the benefit of the Applicants/ Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

**THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.**

**In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE’s shall be issued to eligible equity shareholders as on the Record date i.e. [•].**

**In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will be dispatched to the eligible equity shareholders as on the Record date i.e. [•].**

### Certain Conventions

All references to “India” contained in this Letter of Offer 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 Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Letter of Offer is in Indian Standard Time (“IST”). Unless indicated otherwise; all references to a year in this Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer.

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Letter of Offer has been derived from our Financial Statements. For details, please see “**Financial Information**” on page no. 112 of this Letter of Offer. Our Company’s Financial Year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The MCA has notified the Indian Accounting Standards (“**Ind AS**”), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board (“**IFRS**”) and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the “**Ind AS Rules**”).

The Financial Statements of our Company for the Financial Year 2023-24 and 2022-23 are prepared in accordance with the IND AS Rules, Section 133 of the Companies Act, 2013 & other the relevant provisions of the Companies Act and in accordance with the SEBI ICDR Regulations, 2018 & the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI.

The Audited Financial Results of our Company for the quarter and year ended on March, 2024 is prepared in accordance with IND AS, Section 133 of Companies Act, 2013 and SEBI LODR Regulations, 2015.

In this Letter of Offer, any discrepancies in any table between the total and sum of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Letter of Offer in “lakh” units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

Accordingly, the degree to which the financial information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Letter of Offer should accordingly be limited. For further information, see “**Financial Information**” on page no. 112 of this Letter of Offer.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

## Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America; and
- “Euro” or “€” are to Euros, the official currency of the European Union.

Our Company has presented certain numerical information in this Letter of Offer in “lakh” or “Lac” units or in whole numbers. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in **“Risk Factors”**, **“Our Business”**, **“Management’s Discussion and Analysis of Financial Conditions and Results of Operation”** and elsewhere in this Letter of Offer, unless otherwise indicated, have been calculated based on our Financial Information.

## Exchange Rates

This Letter of Offer contains conversion of certain other currency amount into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian 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 28, 2024	March 31, 2023	March 31, 2022	March 31, 2021
1 USD	83.3739	82.2169	75.8071	73.5047
1 Euro	90.2178	89.6076	84.6599	86.0990

(Source: RBI reference rate at <https://www.fbil.org.in/#/home>)

## Industry and Market Data

Unless stated otherwise, industry and market data used in this Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe the industry and market data used in this Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in **“Risk Factors”** on page no. 25 of this Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Letter of Offer 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 the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry source.

## FORWARD LOOKING STATEMENTS

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology including 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'future', 'forecast', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'target', 'will', 'would' or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Letter of Offer that are not historical facts.

These forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company 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 our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- General political, social and economic conditions in India and other countries;
- Regulatory changes and the Company's ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Technology changes;
- Change in domestic and foreign laws, regulations and taxes and change in the competition in the industry;
- Fluctuation of the operating cost;
- Company's ability to attract and retain qualified personnel;
- Any adverse outcome in the legal proceedings in which the Company is involved;
- Strikes or work stoppages by our employees or contractual employees;
- Increasing competition in, and the conditions of, the industry;
- Failure to undertake projects on commercially favorable terms;
- Changes in government policies, including introduction of or adverse changes in tariff or non-tariff barriers, foreign direct investment policies, affecting the retail industry generally in India;
- Accidents and natural disasters; and
- Other factors beyond our control.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "**Risk Factors**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Position and Results of Operations**" on page nos. 25, 76 and 170 respectively of this Letter of Offer. 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.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as at the date of this Letter of Offer and are not a guarantee or assurance of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Accordingly, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct and given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. None of our Company, our Directors, nor any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date of this Letter of Offer or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchanges.



The following is a general summary of the Terms of this Issue, and should be read in conjunction with and is qualified by more detailed information appearing in this Letter of Offer, including the sections titled “*Risk Factors*”, “*Summary of the Issue*”, “*Capital Structure*”, “*Objects of the Issue*”, “*Our Business*”, “*Industry Overview*”, “*Outstanding Litigation*” and “*Terms of the Issue*” on page nos. 25, 43, 48, 51, 76, 66, 179 and 193 respectively of this Letter of Offer.

### **OUR COMPANY**

Narmada Agrobases Limited bearing Corporate Identification Number L15494GJ2013PLC073468 was incorporated as “**Narmada Agrobases Private Limited**” under the provisions of the Companies Act, 1956 vide certificate of incorporation dated January 29, 2013 issued by Registrar of Companies, Gujarat bearing registration No. 073468. Later on the Company was converted into a Public Limited Company and fresh Certificate of Incorporation consequent to conversion was issued on December 11, 2017 by the Registrar of Companies, Gujarat and consequently the name of our Company was changed to “**Narmada Agrobases Limited**”. The Company was listed and admitted to dealings on the Emerge platform of National Stock Exchange of India Limited (“**NSE**”) on April 19, 2018. Further, the Company was listed and admitted to dealings on the Capital Market Segment (Main Board) of National Stock Exchange of India Limited (“**NSE**”) pursuant to migration from SME Emerge platform and on Main Board of BSE Limited (“**BSE**”) pursuant to Direct Listing from Emerge Platform of NSE to BSE Main Board platform. For further details of our Company, please refer to the chapter titled “**General Information**” on page no. 44 of this Letter of Offer.

### **SUMMARY OF THE INDUSTRY IN WHICH OUR COMPANY OPERATES**

The Indian animal feed industry is a dynamic and growing sector, driven by the increasing demand for meat and animal-based products, as well as the expansion of commercial livestock production. In 2023, the market was valued at INR 1,035.2 billion and is expected to grow at a compound annual growth rate (CAGR) of 7.2% from 2024 to 2032 ([IMARC](#)) ([IMARC](#))

#### **Market Composition and Segments:**

The Industry is divided into several key segments:

- **Poultry Feed:** This is the largest segment, driven by the substantial demand for poultry meat and eggs.
- **Cattle Feed:** Essential for dairy and beef cattle, this segment is expanding due to the growing dairy industry.
- **Aquafeed:** Though smaller, this segment is gaining importance due to increased fish consumption and aquaculture activities ([IMARC](#)) ([India Business Trade](#))

#### **Major Players**

The market features a mix of large domestic companies and international players. Notable companies include:

- **Cargill Inc.**
- **Godrej Agrovet Limited**
- **Suguna Foods Private Limited**
- **Venkateshwara Hatcheries Pvt. Ltd.**
- **Avanti Feeds Ltd.**
- **Pashupati Cotspin Limited**

These companies are investing in expanding their production capacities and improving product quality to meet the rising demand ([Mordor Intel](#))

#### **Challenges**

The industry faces several challenges, including:

- **Raw Material Prices:** Volatility in prices of key ingredients like maize, cotton seeds and soybean meal impacts feed costs. The ban on genetically modified soybeans and maize further complicates raw material procurement ([India Business Trade](#)).
- **Price Sensitivity:** Animal feed prices are closely tied to the prices of end products like milk, meat, and eggs. Discrepancies between these prices can strain profitability ([India Business Trade](#)).

## **Innovations and Trends**

Innovations such as the use of by-products from ethanol production (e.g., DDGS) in feed are helping to mitigate some raw material challenges. However, awareness and adoption of these alternatives need to improve ([India Business Trade](#)).

## **Export and Trade**

India's animal feed export market is also significant, with key markets including Bangladesh, Vietnam, and China. In 2022-23, India's cattle feed exports reached \$2.5 billion, highlighting the country's growing influence in the global feed market ([India Business Trade](#)).

For more detailed insights, you can refer to the sources directly:

- [IMARC Group](#)
- [Mordor Intelligence](#)
- [India Business Trade](#)

*For further detailed information, please refer to chapter titled “Industry Overview” on page no. 66 of this Letter of Offer.*

## **SUMMARY OF OUR BUSINESS:**

Our Company Narmada Agrobases Limited is an ISO 9001:2015 certified Company which is engaged in manufacturing & processing of cotton seed meal cake, cattle feeds and soya bean meal. The products manufactured by our Company are used for feeding of cattle which provides high amount of proteins and other nutrients required by them. Also the By-products of our Products is used in Textile Industry, Consumer Goods Industry and Paper Industry. We operate from our Registered Office and Factory situated at 613/P-1 IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana – 384421, Gujarat, India.

In the year 2013, Mr. Neerajkumar Sureshchandra Agarwal, Mr. Suresh Chandra Gupta and Mr. Vimal Jain incorporated the Company in the name of Narmada Agrobases Private Limited. In the year 2013, Mr. Vimal Jain had resigned from the Company as on 14<sup>th</sup> June, 2013. At present, the Promoters of the Company are Mr. Suresh Chandra Gupta and Mr. Neerajkumar Sureshchandra Agarwal, who have overall experience of three decades in cattle feed, cotton seed meal cake and soya bean meal manufacturing business. The vast experience of the Promoters has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters & senior management team and their experience of over a decade in the industry in which our Company operates.

We are manufacturer and exporter of cotton seed meal, guar meal, delinted cotton seed, organic fertilizers and cattle feed under own brand name of “Ladoo”, “Narmada”, “Narmada Kala Sona”, “Narmada Super”, “Super Narmada” “Churma” and “Gaay Chhaap”. Our Company has a flagship brand which commands a high reputation worldwide for quality products, efficient services and level of reliability as a stable supplier of quality products in Cattle Feed Industries. The products offered by us are processed using quality ingredients sourced from the selected vendors of the market. Before packaging and distributing, the raw material is inspected by Quality Assurance team after properly graded and processed. Our range is appreciated for their features such as hygiene, accurate composition and easy to use. The Products are processed under Quality certified manufacturing unit and supplied in air tight & hygienic packs which makes our Products in accurate composition, precise pH value, effectiveness and longer shelf life.

Our Plant is highly sophisticated with modern pulverization and Pneumatic system with additional essential equipments having blenders directly communicated with plant of capacity 125 Metric Tons in a day to provide homogeneous qualities. The manufacturing process is totally automatic, continuous without manual touch and finished goods directly go into the bags. Our quality products have several uses like meal can be used for fertilizers and animal feed, Cotton linters which is by product cotton seed which can be used in various industries like furniture, paper, yarns, absorbent cotton etc. Our progressive management and cutting-edge production technology contribute to our ability to provide our customers with exceptional value in a highly competitive industry. Also our manufacturing facilities are equipped with modern infrastructure and sophisticated machines backed by untiring efforts in the field of research & development and high-quality consciousness.

Our Company is maintaining Quality Assurance Department to ensure that the product is in conformity with Current Good Manufacturing Procedures (CGMP), Sanitary Standard Operation Procedures (SSOP) and ISO Standards. The scientific testing of random samples is being carried out at every intermediate stage of processing. After getting approval from Quality Assurance department the intermediate products are used for further processing and final



packaging. For processing, the material is selected on the principle of first in, first out basis. The stringent care and hygienic conditions that are maintained throughout the processing period, and the fumigation conducted before packing the material cannot be contaminated.

At present, the Board of the Company have 6 (Six) Directors, Mr. Neeraj Sureshchandr Agarwal, Chairman cum Managing Director and Chief Financial Officer is in charge of the affairs of the Company and he is ably assisted by Mr. Suresh Chand Kalyanmal Gupta, Whole-time Director. The Company has 4 (Four) Independent Directors, Mr. Ganesh Bhavarlal Prajapati, Ms. Nidhi Dineshbhai Patel, Mr. Gaurav Dineshkumar Agarwal and Ms. Pooja Aidasani.

For further details, please refer to the chapter titled “*Our Business*” and “*History and certain Corporate matters*” on page nos. 76 and 101 of this Letter of Offer.

**LOCATION OF OUR COMPANY**

***Registered Office:***

Our Registered Office is situated at 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, Gujarat - 384421.

***Corporate Office:***

Our Corporate Office is situated at 401, Silicon Tower, Above Freezeland Restaurant, Nr. National Handloom, Law Garden, Ellisbridge, Ahmedabad – 380 009, Gujarat.

**STRENGTHS:**

- Quality Assurance and Standards;
- Experienced Management Team;
- Extensive Distribution Network;
- Well established manufacturing facility; and
- Cost-effective approach.

For details, please refer chapter titled “*Our Business*” on page no. 76 of Letter of Offer.

**SWOT Analysis:**

SWOT Analysis can be briefly summarized below:

<p><b><i>Strengths</i></b></p> <ul style="list-style-type: none"> <li>○ Diversified Product Range</li> <li>○ Established Distribution Network</li> <li>○ Focus on Innovation</li> <li>○ Strong Export Market</li> </ul>	<p><b><i>Weakness</i></b></p> <ul style="list-style-type: none"> <li>○ Volatility in Raw material prices</li> <li>○ Regulatory challenges</li> <li>○ Fragmented Market</li> <li>○ Limited awareness and adoption of Innovations</li> </ul>
<p><b><i>Opportunities</i></b></p> <ul style="list-style-type: none"> <li>○ Growing demand for Animal Protein</li> <li>○ Government support and policies</li> <li>○ Technological advancements</li> <li>○ Expansion in export markets</li> </ul>	<p><b><i>Threats</i></b></p> <ul style="list-style-type: none"> <li>○ Price competition and margins</li> <li>○ Climate change and environmental issues</li> <li>○ Disease outbreaks</li> <li>○ Dependency on Imports</li> </ul>

**Business Strategies:**

- Product Innovation and Diversification;
- Strengthen supply chain and procurement;
- Expand market presence;
- Leverage Digital Technologies;
- Focus on sustainability;
- Customer Relationship Management; and
- Regulatory compliance and advocacy.

## **Our Promoters:**

### **A. Individual Promoters:**

1. Mr. Neerajkumar S Agarwal
2. Mr. Suresh Chandra Gupta

### **B. Individual Members of Promoter Group:**

1. Ms. Anjana Devi
2. Ms. Monika Neeraj Agarwal
3. Mr. Abhishek S Agarwal
4. Ms. Raxita Abhishek Agrawal
5. Ms. Monika N Agrawal
6. Mr. Nitinkumar Sureshchandra Agrawal
7. Ms. Shweta Agrawal
8. Mr. Naman Agarwal
9. Mr. Nandkishore Agrawal
10. Ms. Ganga Devi Agrawal
11. Mr. Harikishan Agrawal
12. Ms. Asha Agrawal
13. Ms. Sonika Agrawal
14. Mr. Ghanshyam Agrawal
15. Ms. Shanti Devi
16. Late Ms. Bhagwati Devi
17. Ms. Pushpa Devi
18. Mr. Naresh Garg
19. Late Ms. Nirmala Devi
20. Ms. Lalita Devi
21. Ms. Bharti Devi
22. M/s. Neeraj Agrawal HUF

### **C. Non-Individual Promoters/ Members of Promoter Group:**

1. M/s. Narmada Agro Industries

## **Objects of the Issue:**

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount to be financed from Net Proceeds of the Issue (Rs. in Lakhs)</b>	<b>Estimated deployment in FY 2024-25 (Rs. in Lakhs)</b>	<b>Estimated deployment in FY 2025-26 (Rs. in Lakhs)</b>
1.	To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries	770.00	770.00	-
2.	Incremental working capital requirements	1787.00	1787.00	-
3.	General Corporate Purpose**	[•]	[•]	-
	<b>Net Proceeds*</b>	[•]	[•]	-

*^Any portion of the Net Proceeds not deployed for the stated objects in FY 2024-25 will be deployed by our Company in FY 2025-26.*

*\*Assuming full subscription and allotment with respect to the Rights Equity Shares.*

*\*\*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

For further details, please see chapter titled “**Objects of the Issue**” on page no. 51 of this Letter of Offer.

## 1. Intention and extent of participation by Promoter and Promoter Group

Except, Mr. Suresh Chandra Gupta and Ms. Anjana Devi, all the Promoters and members of the Promoter Group of our Company have indicated their intention to subscribe jointly and/or severally to the full extent of their Rights Entitlement and any Rights Entitlement renounced in their favour by any other Promoter(s) or member(s) of the Promoter Group of our Company.

For further details, please see the chapter titled “Capital Structure” on page no. 48 of this Letter of Offer.

## 2. Summary of Outstanding Litigations

A summary of the pending proceedings and other material litigations involving our Company, Promoter & Promoter Group, Directors and Group Companies is provided below:

Sr. No.	Particulars	Number of cases outstanding	Amount involved in such proceedings (Rs. In Lakhs)
1.	<b>Litigation involving our Company</b>		
i.	<b>Litigation against our Company</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings	3	5.66095
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
i.	<b>Litigation by our Company</b>		
a)	Criminal proceedings	2	2.9674
b)	Civil and other material litigations	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings	NIL	NIL
e)	Other material litigations	1	50.00
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
2.	<b>Litigation involving our Promoters</b>		
i.	<b>Litigation against our Promoters</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	2	1.90955
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
i.	<b>Litigation by our Promoters</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five	NIL	NIL

	fiscal years		
<b>3.</b>	<b>Litigation involving our Directors</b>		
<b>i.</b>	<b>Litigation against our Directors</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	2	1.90955
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
<b>i.</b>	<b>Litigation by our Directors</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
<b>4.</b>	<b>Litigations involving our Group entities</b>		
a)	Tax Proceedings (including interest)	N.A.	N.A.

For further details, please see the chapter titled *“Outstanding Litigation and Material Developments”* on page no. 179 of this Letter of Offer.

### 3. Risk Factors

Please refer the chapter titled *“Risk Factors”* on page no. 25 of this Letter of Offer.

### 4. Summary of Contingent Liabilities

For details, please refer *“Financial Information”* on page no. 112 of this Letter of Offer.

### 5. Summary of Related Party Transactions

For details, please refer *“Financial Information”* on page no. 112 of this Letter of Offer.

### 6. Issue of Equity shares made in last one year for consideration other than cash

Our Company has not issued any Equity shares for consideration other than cash in last one year.

### 7. Split or consolidation of Equity shares in last one year

Our Company has not sub-divided or consolidated its Equity shares in last one year. Hence, this clause is not applicable in this Issue.

**In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE’s shall be issued to eligible equity shareholders as on the Record date i.e. [•].**

**In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will be dispatched to the eligible equity shareholders as on the Record date i.e. [•].**

*An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment.*

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a better understanding, you should read this section in conjunction with the chapters titled “**Our Business**”, “**Our Industry**” and “**Management’s Discussion and Analysis Report**” on page nos. 76, 66 and 170 respectively of this Letter of Offer as well as other financial information contained herein.*

*The following factors have been considered for determining the materiality of Risk Factors:*

- *Some risks may not be material individually but may be found material collectively;*
- *Some risks may have material impact qualitatively instead of quantitatively;*
- *Some risks may not be material at present but may have material impact in future.*

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of our Company used in this section is derived from our Financial Information prepared in accordance with IND AS and the Companies Act. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “**Definitions and Abbreviations**” on page no. 5 of this Letter of Offer. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

*The Letter of Offer also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Letter of Offer.*

#### **A. INTERNAL RISK FACTORS:**

- 1. *Our Promoters and Directors are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various regulatory authorities. Any adverse decision may make us liable to liabilities/ penalties and may adversely affect our reputation, business and financial status.***

Our Promoters and Directors are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various regulatory authorities. There is no assurance that in future, we, our promoters, our directors or group company may not face legal proceedings and any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Company, kindly refer the chapter titled “**Outstanding Litigation and Material Developments**” on page no. 179 of this Letter of Offer.

A classification of the present legal proceedings is mentioned below:

Sr. No.	Particulars	Number of cases outstanding	Amount involved in such proceedings (Rs. In Lakhs)
1.	<b>Litigation involving our Company</b>		
i.	<b>Litigation against our Company</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings	3	5.66095
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
i.	<b>Litigation by our Company</b>		
a)	Criminal proceedings	2	2.9674
b)	Civil and other material litigations	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings	NIL	NIL
e)	Other material litigations	1	50.00
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
2.	<b>Litigation involving our Promoters</b>		
i.	<b>Litigation against our Promoters</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	2	1.90955
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
i.	<b>Litigation by our Promoters</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
3.	<b>Litigation involving our Directors</b>		
i.	<b>Litigation against our Directors</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	2	1.90955
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL

<b>i.</b>	<b>Litigation by our Directors</b>		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
<b>4.</b>	<b>Litigations involving our Group entities</b>		
a)	Tax Proceedings (including interest)	N.A.	N.A.

**2. The Company have outstanding trade receivables from previous transactions yet to be recovered.**

The Company has a significant amount of Rs. 1331.88 Lakhs as outstanding trade receivables from previous transactions in a last few years which are yet to be collected. The Company is in continuous efforts to recover amount of outstanding trade receivables and is expecting that the amount of outstanding trade receivables will be received soon.

If we are unable to recover these trade receivables, it may have a negative impact on the Company's financial performance, which could lead to the financial loss of the business.

**3. The Equity shares of the company are traded in Periodic Call Auction:**

As the securities of our Company are listed on a stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited, our Company is subject to certain obligations due to which surveillance measures (i.e. GSM Stage 0 and ESM Stage 2) are taken by SEBI to safeguard the interest of investors. As on date of Letter of Offer, the Equity shares are traded under Periodic Call Auction due to surveillance measures i.e., GSM Stage 0 and ESM Stage 2. Further, the Equity shares are traded under Trade for Trade Category (i.e., XT Group) on stock exchanges.

For more details on GSM and ESM, please refer the below links:

<b>Criteria</b>	<b>Links</b>
Graded Surveillance Measure (GSM)	<a href="https://mock.bseindia.com/markets/equity/EQReports/graded_surveil_measure.aspx#:~:text=The%20main%20objective%20of%20these,while%20dealing%20in%20these%20securities.">https://mock.bseindia.com/markets/equity/EQReports/graded_surveil_measure.aspx#:~:text=The%20main%20objective%20of%20these,while%20dealing%20in%20these%20securities.</a>
Enhanced Surveillance Measure (ESM)	<a href="https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230718-46">https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230718-46</a>
FAQs on Periodic Call Auction	<a href="https://www.bseindia.com/download/markets/equity/FAQ-Periodic%20Call%20Auction%20Session.pdf">https://www.bseindia.com/download/markets/equity/FAQ-Periodic%20Call%20Auction%20Session.pdf</a>
Periodic Call Auction	<a href="https://www.nseindia.com/products-services/equity-market-periodic-call-auction">https://www.nseindia.com/products-services/equity-market-periodic-call-auction</a>

**4. We require certain approvals and licenses in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially affect our operations.**

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, whenever it expires.

While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations. These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty.

**5. *The part of Registered Office and Corporate Office of our Company is not owned by us.***

We operate from our registered office situated at 613/P-1 IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana - 384421, Gujarat, India which is partly owned by us and part of the same has been taken on lease from Mr. Neeraj Sureshchandra Agrawal and Mr. Suresh Chandra Gupta, Promoters of the Company to use the place as registered office vide lease and license Agreement dated December 13, 2017 for a period 25 years. Any discontinuance of such arrangement will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

**6. *The price, at which we are able to obtain the raw material for manufacture of our finished products depend largely on prevailing market prices. Increase in costs of our raw materials could have a material adverse effect on our Company's sales, profitability and results of operations.***

Our Company is dependent on third party suppliers for procuring raw materials. We are exposed to fluctuations in the prices of the raw materials as well as its unavailability, particularly as we typically do not enter into any long-term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the materials. We also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of raw material may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our production and delivery schedules, which may result in the loss of our customers and revenues.

**7. *Our business is subject to seasonal volatility, which may contribute to fluctuations in our results of operations and financial condition.***

The major raw material used in our manufacturing operations is Cotton Seed. Due to the seasonal availability of these cotton seeds, our business is seasonal in nature. The period during which our business may experience higher revenues varies from season to season depending upon the availability and thereafter harvesting of this raw material. During the crop season, we are able to procure these raw materials at reasonable terms and in substantial quantities, whereas during the off-season their availability is less and also there are price variations. Accordingly, our revenue in one quarter may not accurately reflect the revenue trend for the whole Financial Year. The seasonality of Cotton Seeds and its impacts may cause fluctuations in our result of operations and financial conditions.

**8. *Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirement may have an adverse on our results of operations.***

Our business is working capital intensive and involves a lot of investment in working capital. All these factors may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of funds in a timely manner, or at all, to meet the requirement of working capital or payout debts, could adversely affect our financial condition and result of our operation.



- 9. *Our application for registration of Trademarks for our brands is in process. Such failure to protect our intellectual property rights could adversely affect our competitive position, business, financial condition and profitability.***

Our Company has applied for trademark of our Brands in the name of “Ladoo”, “Narmada Kala Sona” & “Narmada Super” on 22<sup>nd</sup> October, 2021 and “Narmada”, “Narmada Kalasona” & “Narmada Super” on 7<sup>th</sup> January, 2023, however the same is in process and not yet registered. The registration of any intellectual property right is a time-consuming process, and there can be no assurance that any such registration will be granted. In the absence of such registration, competitors or other companies may challenge the validity or scope of our intellectual property.

- 10. *Our manufacturing facility is located at Jethaji Dhanpura Road, Tal. Jotana, Mahesana, Gujarat. Any delay in production at, or shutdown of, or any interruption for a significant period of time, in these facilities may in turn adversely affect our business, financial condition and results of operations.***

Our Company has its manufacturing facility located at Jethaji Dhanpura Road, Tal. Jotana, Mahesana, Gujarat. Though, we get uninterrupted power supply, skilled and semi-skilled labour, basic raw materials from the suppliers as specified by our customers, our success depends on our ability to successfully utilize the manufacturing facility to its utmost capacity and deliver our products in order to meet our customer demands in a timely manner. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, plant and machinery, power supply or processes, performance below expected levels of output or efficiency, obsolescence, terrorist attacks, acts of war, break-ins, natural disasters such as earthquakes and industrial accidents and other similar events beyond our control. Further, our manufacturing facility is also subject to operating risks arising from compliance with the directives of government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company’s operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

Further, the activities carried out at our manufacturing facility may be potentially dangerous to our employees/ labours. While we employ safety procedures in the operation of our manufacturing facility and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at our manufacturing facility. An accident may result in personal injury to our employees, or the Labour deployed at our facilities, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/ or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost of defending such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

- 11. *We have delayed in regulatory filings to be made with the ROC.***

There are some instances where forms have been belated filed with ROC with requisite additional fees. Although, no show cause notice have been issued against our Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected. Also with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

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

Our future ability to pay dividends will depend on our future earnings, financial condition and capital requirements. Dividends may be distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

**13. *Our actual results could differ from the estimates and projections used to prepare our financial statements.***

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/ or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

**14. *Any defects in our products could make our Company liable for customer claims, which in turn could affect our Company's results of operations.***

Our Company is bound by the terms and conditions as stated in the purchase order placed by its customers. There are no specific regulations governing the supply of the same, other than the general law of contracts. Any claims made by these customers for defects in the products, would be subject to these terms and conditions, which are in the nature of normal contractual obligations in India. Any violation of these obligations could impact our Company's results of operations and financial conditions.

**15. *Statistical and industry data in this Letter of Offer may be inaccurate, incomplete or unreliable.***

We have not independently verified data obtained from industry publications and other sources referred to in this Letter of Offer. This Letter of Offer includes information that is derived from relevant sources. Neither we nor any other person connected with the Issue has verified the information in the website of relevant sources. This information does not guarantee the accuracy, adequacy or completeness of the information and disclaims responsibility for any errors or omissions in the information or for the results obtained from the use of the information. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that information from website of relevant sources are correct or will not change and accordingly, our position in the market may differ from that presented in this Letter of Offer. Further, Prospective Investors are advised not to unduly rely on the information of relevant sources or extracts thereof as included in this Letter of Offer, when making their investment decisions.

**16. *A failure of our internal controls over financial reporting may have an adverse effect on our business and results of operations.***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting for external purposes, including with respect to record keeping and transaction authorization. Because of our inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report its financial results accurately and in a timely manner, or to detect and prevent fraud.

**17. *Non-compliance with amendment in Safety, Health and Environmental laws and other applicable regulations, may adversely affect the Company's results of operations and its financial condition.***

Our Company is in the business of manufacturing of cattle feed. Due to nature of business, the Company is subject to various rules and regulations in relation to safety, health and environmental protection including Air Prevention and Control of Pollution Act, Noise Pollution and Water Prevention and Control of Pollution Act, Contract Labour Act, Employees Provident Fund Act, Bonus Act etc. Further, the Company is subjected to the jurisdiction and is governed by Indian Law, rules and regulations in relation to safety, health and environmental protection due to the nature of the business of the Company. These safety, health and environmental protection laws and regulations inter alia impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of the Company's operations and products. Failure to comply with any existing or future regulations applicable to the Company may result in levy of fines, penalties, commencement of judicial proceedings and/ or third-party claims, and may adversely affect the results of operations and financial condition.

**18. *Our Company's failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.***

Quality Control Inspection is an integral part of our operations. We are required to implement quality management system in respect of all our products. Our products depend on customer's specifications. Any failure to maintain the quality standards of our products may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customers' quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our operations and our results from operations.

**19. *Our business is dependent on the adequate and uninterrupted supply of electrical power and water at a reasonable cost. Failure on account of unavailability of electrical power and water may restrict us in utilizing our full capacity and hence, may impact our business and results of operations.***

Adequate and cost-effective supply of electrical power is critical to our operations, which entails significant consumption of electrical power. Currently, we source power requirements by purchasing electricity from Uttar Gujarat Vij Company Limited (UGVCL) but there can be no assurance that electricity supplied by them will be sufficient to meet our requirements or that we will be able to procure adequate and uninterrupted power supply in the future at a reasonable cost. Further, if the per unit cost of electricity is increased by the state electricity board, our power costs will increase and it may not be possible to pass on any increase in our power costs to our customers, which may adversely affect our profit margins. We require ample water for various manufacturing activities. We source our water requirements by procuring the same from bore well. Lack of sufficient water resources or an increase in the cost of such water used in manufacturing facilities could adversely affect our business, financial condition and results of operations.

**20. *We do not have any long-term agreement or contract for supply of raw materials & consequently are exposed to price and supply fluctuations for our raw materials.***

We are to a major extent dependent on external suppliers for our raw materials requirements and we do not have any long-term supply agreements or commitments in relation to the same or for any other raw materials used in our manufacturing process. Consequently, we are exposed to price and supply fluctuations in raw materials, and these fluctuations may adversely affect our ability to obtain orders and/ or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition.

In case of non-availability of raw materials on favourable terms we may have to procure the same at the terms and conditions prevalent at that point. This will result in reducing our revenues by a considerable amount due to shortage of raw material and job worker or due to inability to procure the same. Further, unfavourable terms of raw materials may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business. We may have to put on hold any expansion plans and our business will be adversely affected.

- 21. *Our success depends heavily upon our Promoters, Directors and Key Managerial Personnel for their continuing services, strategic guidance and financial support. Our success depends heavily upon the continuing services of Promoters, Directors and Key Managerial Personnel who are the natural person in control of our Company.***

Our Promoters and Directors have a vast experience in the business undertaken by our Company. They have established cordial relations with various customers and suppliers over the past several years, which have immensely benefitted our Company's current customer and supplier relations. We believe, our Promoters and Directors, who have rich experience in this industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability.

We benefit from our relationship with our Promoters, Directors and Key Managerial Personnels and our success depends upon their continuing services. We also depend significantly on our Directors and Key Managerial Personnels for executing our day-to-day activities. The loss of any of our Promoters, Directors and Key Managerial Personnels, or failure to retain, recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and Key Managerial Personnels, please refer to the chapter titled "***Our Management***" on page no. 104 of this Letter of Offer.

- 22. *Continued operations of our manufacturing facility is critical to our business and any disruption in the operation of our manufacturing facility may have a material adverse effect on our business, results of operations and financial condition.***

Our manufacturing facility is subject to operating risks, such as unavailability of spare parts of the machinery, break-down, obsolescence or failure of machinery, disruption in power supply or processes, performance below expected levels of efficiency, labour disputes, natural disasters, industrial accidents and statutory and regulatory restrictions. In the event of a breakdown or failure of such machinery, replacement parts may not be available and such machinery may have to be sent for repairs or servicing. This may lead to delay and disruption in our production process that could have an adverse impact on our sales, results of operations, business growth and prospects.

- 23. *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.***

After completion of this Issue, our Promoters and Promoter Group will collectively own approx. 50.00% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote including, the election of members to our Board, in accordance with the Companies Act, 2013 and our AOA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

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

- 24. *Our Promoter and Promoter Group members have provided personal guarantees and mortgage personal property for loans availed by our Company. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the invocation of all or any personal guarantees provided by our Promoter and Promoter Group members.***

Our Promoter and Promoter Group Members have provided personal guarantees and mortgage personal property to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the personal guarantees and personal property provided by our Promoter and Promoter Group Members may be invoked, which could negatively impact the reputation of our Company. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoter and Promoter Group Members may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company.

**25. *The unsecured loan availed by our Company from our Directors maybe recalled at any given point of time.***

Our Company has been availing unsecured loans from our Directors from time to time. The total outstanding payable to them as on March 31, 2024 amounts to Rs. 08.91 Lakhs. Although there are no terms and conditions prescribed for repayment, this outstanding loan can be recalled at any given point of time during ordinary course of business and thus may affect the business operations and financial performance of our Company.

**26. *Our Company has in the past entered into related party transactions and may continue to do so in the future.***

We have entered into and may in the ordinary course of our business continue to enter into transactions with related parties that include our Promoters, Directors and Promoter Group entities.

While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. The Companies Act, 2013 has brought into effect significant changes to the Indian Company law framework, including specific compliance requirements such as obtaining prior approval from audit committee, the board of directors and shareholders for certain related party transactions. There can be no assurance that such transactions, individually or in the aggregate, will not have a material effect on our financial condition and results of operations.

**27. *Our Products may harm cattle and may cause different types of illness.***

Our Product contains high amount of proteins and other minerals which are beneficial to the cattle for feeding purpose but the feed may harm the cattle in situation of overfeeding and other reason which may cause illness to the cattle. The amount and level of feed is different for different cattle which need to be understand for proper feeding of cattle to maintain their proper health. In case, our products is not beneficial to the health of cattle which may leads to reduction of our sales and directly affect operations of our Company.

**28. *Business loss due to fire accident at the factory premises.***

On 17<sup>th</sup> April 2020, a fire accident occurred in the factory premises of the Company located at Village Jotana, Dist Mehsana Gujarat. There was no loss to injury to human life. The fire was brought under control and the immediate precautionary measures were taken to prevent the spread of the same. This has resulted in discontinuation of business operations at the factory for 10 days and has resulted business loss as well as financial loss for the Company. However the Company had sufficient insurance coverage for fire and the claim for the loss due to fire was received.

After the above incident, the Company has increased fire safety in the factory premises and has been very rigorously following the same. However, there is no assurance that fire accident would not occur in future.

**29. *Our insurance coverage may be inadequate to cover all possible economic losses and liabilities associated with our business.***

Our Company has maintained insurance coverage in the amount that is commercially appropriate, we may not have sufficient insurance coverage to cover all economic losses, including when the loss suffered is not easily quantifiable and when our reputation has been damaged. Our insurance coverage includes insurance against damage, loss of profit and business interruption, and third party liability. The list of insured accidents includes risk of damage caused as a result of assets, burglary, fire and product. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy.

**30. *General Factors affecting Operation and Financial Position of the Company.***

- Shortage or Non-availability of power supply could result in hindrance in our manufacturing process which may adversely affect the financial position of the Company due to disruption of power supply from State Electricity Board.

- Our business is manpower intensive and may be affected if we are unable to obtain or retain employees on contract or at commercially attractive costs. We cannot assure you that we will be able to find or hire personnel with the necessary experience or expertise to operate our business.
- Misconduct or errors by manpower engaged by us includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information could expose us to business risks or losses that could affect our business prospects, results of operations and financial condition, including regulatory sanctions, penalties and serious harm to our business.
- Any shortfall in the supply of our raw materials such as molasses, cotton seed, rice bran DOC, maize, groundnut shell powder and guwar churi which are used to manufacture of products of cattle feed and poultry feed or an increase in raw material costs or other input costs may adversely impact the pricing and supply of our products and have an adverse effect on our business.
- We may be subject to working capital risks due to delays or defaults in payment by customer, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the stipulated time to our customers may affect our payment schedule and business image.
- The demand for our products depends on quality that we manufacture and market. Any failure of ours to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customer's quality standards.

**B. EXTERNAL RISK FACTORS:**

***1. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.***

The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in Letter of Offer, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian Company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on Director(s) and Key Managerial Personnel(s) from engaging in forward dealing. Further, Companies meeting certain financial thresholds are also required to constitute a committee of the Board of Directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the Company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Director(s) and Key Managerial Personnel(s) being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

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

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition, and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

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 services may be adversely affected by an economic downturn in domestic, regional, and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, and volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**3. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects, and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

**4. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance, and the trading price of the Equity Shares.

**5. *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.

**6. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

**7. *Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other/ adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.



**8. Any further downgrading of our debt ratings or of India's sovereign debt rating may adversely affect our business.**

Any downgrading of our credit ratings may increase interest rates on our outstanding debt, increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and materially and adversely affect our ability to raise new capital on a competitive basis, which may adversely affect our profitability and future growth. In addition, any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available. This may materially and adversely affect our capital expenditure plans, business and future financial performance and our ability to fund our growth in future.

**9. The ability of Indian companies to raise foreign capital may be constrained by Indian law.**

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 for our projects under development 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.

**10. 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.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- i. any increase in Indian interest rates or inflation;
- ii. any scarcity of credit or other financing in India;
- iii. prevailing income conditions among Indian consumers and Indian corporations;
- iv. changes in India's tax, trade, fiscal or monetary policies;
- v. political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- vi. prevailing regional or global economic conditions; and
- vii. other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

**11. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.**

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

**12. Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.**

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

C. **RISK FACTORS RELATED TO ISSUE:**

1. ***Our Company will not distribute this Letter of Offer, the Abridged Letter of Offer and Application Form to overseas Shareholders who have not provided an address in India for service of documents.***

Our Company will dispatch this, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the “**Issuing Materials**”) to such Eligible Shareholders as on Record Date to be determined by the Board of Directors whose email addresses are not available in record of the Depositories. The Issuing Materials shall not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions.

2. ***If there are delays in setting up the Proposed Facilities or if the costs of setting up and the possible time or cost overruns related to the Proposed Facilities or the purchase of plant and machinery for the Proposed Facilities are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.***

In order to capitalize on the future demand, we currently are in process of setting up a new Oil Mill Plant in Jotana, Mahesana, Gujarat, in order to increase our manufacturing capabilities. The proposed land on which the said unit is being constructed comprises of around 8,000 sq. ft. area which will be acquired. The total cost for setting up new Oil Mill Plant is estimated to be Rs. 770.00 Lakhs, which includes Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries. The estimated cost is to be financed from the proceeds of Rights Issue, for further details, refer “**Objects of the Issue**” on page no. 51 of this Letter of Offer.

The completion of the setting up of the Proposed Facilities is dependent on our ability to arrange finance through Issue Proceeds or otherwise, the performance of external agencies which are responsible for inter-alia Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries. We cannot assure you that we will be able to arrange for such finance on time. Our expansion cost remains subject to the potential problems and uncertainties that construction projects face including cost overruns or delays, labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing facilities, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre-operating expenses, environment and ecology costs and other external factors which may not be within the control of our management. There can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. Further, we cannot assure you that the performance of external agencies will meet the required specifications or performance parameters. We may not be able to identify suitable replacement external agencies in a timely manner. If the performance of these agencies is inadequate in terms of the requirements, this may result in incremental cost and time overruns.

Further, we have executed conveyance deed dated 4<sup>th</sup> July, 2024 to purchase land, which may carry uncertainties as the agreement’s completion is contingent upon various factors, including regulatory approvals, environmental clearances, external or other factors beyond our control which could lead to withdrawal or termination of said agreement. One of the conditions of said deed is to pay the remaining consideration amount on or before 31<sup>st</sup> December, 2024. The enforceability of the agreement also faces risks from legal challenges or unforeseen circumstances, potentially hindering our ability to acquire the specified land. Our strategic flexibility to explore alternative opportunities introduces an element of unpredictability, with no assurance of acquiring the identified land or involving the same land owner in future acquisitions. The estimated cost for purchase of Plant & Machineries is based on quotation received from vendor M/s. Ferro Oiltek Private Limited dated 11<sup>th</sup> May, 2024 and current conditions which are subject to change, owing to prospective changes in external circumstances, costs and other financial conditions.

Our return on our investment depends upon, among other things, successful implementation of our strategy, competition, demand of our products, government policies, interest rates and general economic conditions. If our return on investment does not meet our or market expectations, this could materially and adversely affect our business, cash flows, results of operations and financial condition.

**3. *The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form (“Physical Shareholder”) may lapse in case they fail to furnish the details of their demat account to the Registrar.***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [•] and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company in the manner provided on the website of the Registrar to the Issue at <https://cameoindia.com/> at least two working days prior to the Issue Closing Date i.e. [•], to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. [•]. They may also communicate with the Registrar with the help of the helpline number +91-44-40020710/ 0706/ 0741 and their email address at [rights@cameoindia.com](mailto:rights@cameoindia.com).

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e. [•], desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***Section Terms of the Issue - “Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” and “Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner” on page nos. 199 and 218 respectively of this Letter of Offer.***

**4. *Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.***

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, please refer to ***“Terms of the Issue”*** on page no. 193 of this Letter of Offer.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian Company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

- 6. *You may not receive the Equity Shares that you subscribe to in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.***

The Equity Shares that you subscribe to in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

- 7. *There is no guarantee that our Equity Shares will be listed in a timely manner or at all, which may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

- 8. *No market for the Rights Entitlements may develop and the price of the Rights Entitlements may be volatile.***

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the Equity Share price. Factors affecting the volatility of the Share price, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the Equity Share price will have an adverse impact on the trading price of the Rights Entitlements. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

- 9. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in our Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Rights Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

**10. *The Rights Entitlements may not be credited into your demat account on time and you may not be able to trade such Rights Entitlements on the platform of the Stock Exchange.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. The Rights Entitlements that you may be entitled to may not be credited into your demat account in a timely manner. In relation to the SEBI Rights Issue circular, the Eligible Equity Shareholders can trade in such Rights Entitlements on the platform of the Stock Exchanges after the Issue Opening Date and such trading shall be closed at least three working days prior to the Issue Closing Date. We cannot assure that the Rights Entitlements allocated to you will be credited to your demat account in a timely manner or at all, which will impact your ability to trade in the Rights Entitlements.

**11. *We have evolved a mechanism for credit of the Rights Equity Shares in respect of the Eligible Equity Shareholders holding Equity Shares in physical form (“Physical Shareholder”) who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date. However, this mechanism may entail a risk that the sale of such shares by the Company on the open market subsequently may not be at a price acceptable to such shareholders. Further, the Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form (“Physical Shareholder”) may lapse in case they fail to furnish the details of their demat account to the Registrar.***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [•] and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company in the manner provided on the website of the Registrar to the Issue at <https://cameoindia.com/> at least two working days prior to the Issue Closing Date i.e. [•], to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. [•] They may also communicate with the Registrar with the help of the helpline number +91-44-40020710/ 0706/ 0741 and their email address at [rights@cameoindia.com](mailto:rights@cameoindia.com).

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e. [•], desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***Section Terms of the Issue - “Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” and “Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner” on page nos. 199 and 218 respectively of this Letter of Offer.***

**12. *Investors will be subject to market risks until our Equity Shares credited to the investor’s demat account are listed and permitted to trade.***

Investors can start trading our Equity Shares allotted to them only after they have been credited to an investor’s demat account, are listed and permitted to trade. Since our Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for our Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that our Equity Shares allocated to an investor will be credited to the investor’s demat account or that trading in such Equity Shares will commence in a timely manner.

**13. *There is no monitoring agency appointed by our Company to monitor the utilization of the Issue proceeds.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above Rs. 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations/ adverse comments of the audit committee public.

**14. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a Company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

## SECTION –IV INTRODUCTION

This Issue has been authorized through a resolution passed by our Board at its meeting held on 11<sup>th</sup> July, 2024 pursuant to Section 62(1) (a) of the Companies Act. The following is a summary of this Issue and should be read in conjunction with and is qualified entirely by the information detailed in the chapter titled “**Terms of the Issue**” on page no. 193 of this Letter of Offer.

### SUMMARY OF THE ISSUE

<b>Equity shares offered through the Issue</b>	Upto [•] <sup>#</sup> Equity shares.
<b>Rights Entitlements</b>	Upto [•] Rights Equity share for every [•] fully paid-up Equity share held by the eligible equity shareholders on the Record Date i.e. [•]
<b>Record Date</b>	[•]
<b>Face value per Equity share</b>	Rs. 10.00/- per share.
<b>Issue price per Equity share</b>	Rs. [•] per share (including Rs. [•] as share premium).
<b>Issue Size</b>	Upto [•] <sup>#</sup> Equity shares of face value of Rs. 10.00/- each for cash at a price of Rs. [•] per share (including a share premium of Rs. [•] each) aggregating upto Rs. 37,00,00,000/-.
<b>Voting Rights and Dividend</b>	The Equity Shares issued pursuant to this Issue shall rank pari passu in all respects with the existing Equity shares of our Company.
<b>Equity Shares issued, subscribed and paid up prior to the Issue</b>	1,35,48,714 Equity Shares.
<b>Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)</b>	Upto [•] <sup>#</sup> Equity Shares.
<b>Scip and Series Details</b>	<b>ISIN:</b> INE117Z01011 <b>BSE:</b> 543643 <b>NSE:</b> BE <b>Symbol:</b> NARMADA
<b>Terms of the Issue</b>	Please refer to the section titled “ <i>Terms of the Issue</i> ” on page no. 193 of this Letter of Offer.
<b>Use of Issue Proceeds</b>	Please refer to the section titled “ <i>Objects of the Issue</i> ” on page no. 51 of this Letter of Offer.
<b>Fractional Entitlement</b>	For details in relation fractional entitlements, see “ <i>Terms of the Issue</i> ” on page no. 193 of this Letter of Offer.

<sup>#</sup>*Assuming full subscription of the Issue.*

*\*The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [•] Rights Equity Shares for every [•] fully paid-up Equity Shares held by the eligible equity shareholders of our Company on the Record date i.e. [•]. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [•] Equity Shares or is not in multiples of [•], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.*

Please refer to the chapter titled “**Terms of the Issue**” on page no. 193 of this Letter of Offer.

## GENERAL INFORMATION

Pursuant to the resolution passed by our Board at its meeting held on 11<sup>th</sup> July, 2024, our Company has been authorized to make the following Rights Issue to the Equity Shareholders of our Company.

Issue of upto [•]<sup>#</sup> Fully Paid-up Equity shares of face value of Rs. 10.00/- each for cash at a price of Rs. [•] per Equity share (including a share premium of Rs. [•] each) aggregating upto Rs. 37,00,00,000/- on a rights basis to the existing equity shareholders of our Company in the ratio of [•] Rights Equity share for every [•] fully paid-up equity share held by the eligible equity shareholders on the record date, i.e. [•]. The issue price is [•] times of face value of the Equity shares.

*#Assuming full subscription of the Issue*

For further details, please refer to the chapter titled “**Terms of the Issue**” on page no. 193 of this Letter of Offer.

## REGISTERED OFFICE OF OUR COMPANY

### **Narmada Agrobases Limited**

613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, Mahesana, Gujarat, India, 384421

**Contact No.:** +91-9426088802

**Email id:** [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com)

**Website:** <https://www.narmadaagrobases.com/>

**CIN:** L15494GJ2013PLC073468

**Registration No.:** 073468

Our Corporate office is situated at 401, Silicon Tower, Above Freezeland Restaurant, Nr. National Handloom, Law Garden, Ellisbridge, Ahmedabad – 380 009, Gujarat.

## BOARD OF DIRECTORS

The following table sets out the current details regarding our Board of Directors as on the date of filing of this Letter of Offer:

Name of the Director	Designation	DIN	Other Directorship
Mr. Neeraj Sureshchandr Agarwal	Chairman cum Managing Director and Chief Financial Officer	06473290	Nil
Mr. Suresh Chand Kalyanmal Gupta	Whole-time Director	06473269	Nil
Mr. Ganesh Bhavarlal Prajapati	Independent Director	08014721	<ul style="list-style-type: none"><li>Samor Reality Limited</li><li>V Team Advisors LLP</li></ul>
Ms. Nidhi Dineshbhai Patel	Independent Director	08014773	Nil
Mr. Gaurav Dineshkumar Agarwal	Independent Director	09627363	Nil
Ms. Pooja Aidasani	Independent Director	09627366	<ul style="list-style-type: none"><li>Norseman Oilfield Technologies (Assam) Private Limited</li></ul>

For further details of our Board of Directors, see “**Our Management**” on page no. 104 of this Letter of Offer.

## THE REGISTRAR OF COMPANIES

Our Company is registered with the ROC, Ahmedabad, Gujarat which is situated at the following address:

### **Registrar of Companies, Gujarat**

ROC Bhavan, Opp Rupal Park Society,

Behind Ankur Bus Stop, Naranpura,

Ahmedabad – 380 013, Gujarat.

**Contact No.:** + 079-27438531

**Email id:** [roc.ahmedabad@mca.gov.in](mailto:roc.ahmedabad@mca.gov.in)



## COMPANY SECRETARY AND COMPLIANCE OFFICER

### Ms. Nidhi Agrawal

**Address:** 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, Mahesana, Gujarat, India, 384421

**Contact No.:** +91-9426088802

**Email id:** [infonarmadaagrobase@gmail.com](mailto:infonarmadaagrobase@gmail.com)

Investors may contact Compliance Officer or Registrar to the Issue for any pre-issue/ post-issue related matters such as non-receipt of letters of allotment/ share certificates/ refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs for grievances related to ASBA, giving full details such as name, address of the applicant, e-mail id of the first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA account number and the Designated Branch of the SCSBs where the plain paper application was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For further details on the ASBA process, please refer to the section titled “**Terms of the Issue**” on page no. 193 of this Letter of Offer.

## REGISTRAR TO THE COMPANY

### KFIN TECHNOLOGIES LIMITED

*(Formerly known as KFin Technologies Private Limited)*

Selenium Building, Tower-B, Plot No 31 & 32, Financial District,

Nanakramguda, Serilingampally, Hyderabad, Rangareddi,

Telangana India - 500 032.

**Contact No.:** +91-40-67162222/1800-309-4001

**Email id:** [narmada.rights@kfintech.com](mailto:narmada.rights@kfintech.com)

**Investor Grievance Email id:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Website:** <https://www.kfintech.com/>

**Contact Person:** Mr. M Murali Krishna

**SEBI Registration No.:** INR000000221

**CIN:** L72400TG2017PLC117649

## REGISTRAR TO THE ISSUE

### CAMEO CORPORATE SERVICES LIMITED

Subramanian Building, 1 Club House Road, Chennai - 600 002

**Tel:** +91-4440020700

**Email:** [rights@cameoindia.com](mailto:rights@cameoindia.com)

**Investor Grievance Email id:** [investor@cameoindia.com](mailto:investor@cameoindia.com)

**Website:** <https://cameoindia.com/>

**Contact Person:** Ms. K. Sreepriya

**SEBI Registration No:** INR000003753

**CIN:** U67120TN1998PLC041613

## STATUTORY AUDITORS OF OUR COMPANY

### M/s. Jain Kedia & Sharma

**Chartered Accountants**

1001-1002, 10<sup>th</sup> Floor, Abhijeet-III, Nr. Mithakhali Six Road,

Law Garden, Ahmedabad – 380 006, Gujarat.

**Contact No.:** 079-26449920, 079-26449930, 079-40032023

**Email id:** [clients@jainkediasharma.com](mailto:clients@jainkediasharma.com)

**Contact Person:** Mr. Ajaykrishna Sharma

**Membership No.:** 035075

**Firm Registration No.:** 103920W

## BANKERS TO THE COMPANY

### STATE BANK OF INDIA

SME Chhatral Branch (63748)

Shop No. 18 to 21 & 45 to 48 D DK Complex, 1<sup>st</sup> Floor,

Phase-4, Gidc Chhatral, Mehsana Highway,

Chhatral, Tal. Kalol, Dist. Gandhinagar – 382 729

**Contact No.:** +91-9909041750

**Website:** <https://www.sbi.co.in/>

[•]

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY

**LEGAL ADVISORS TO THE ISSUE:****J Mukherjee & Associates**

Advocates &amp; Solicitors

**Mobile No.:** 9830640366**Address:** D-1, MMS Chambers, 1<sup>st</sup> Floor 4A,  
Council House Street, Kolkata – 700001, West Bengal**Email:** [jmukherjeeandassociates@gmail.com](mailto:jmukherjeeandassociates@gmail.com)**Experts**

Except for the reports of the Auditor of our Company on the Audited Financial Information and Statement of Tax Benefits, included in the Letter of Offer, our Company has not obtained any expert opinions.

**Designated Intermediaries****Self-Certified Syndicate Bankers**

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

For further details on the ASBA process, please refer to the details given in ASBA form and to the chapter titled “**Terms of the Issue**” on page no. 193 of this Letter of Offer.

**Investor grievances**

Investors may contact the Compliance Officer for any pre-issue/ post-issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ refund orders, etc.

Investors are advised to contact the Registrar to the Issue or Compliance Officer for any pre-issue or post-issue related problems such as non-receipt of Abridged Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder was submitted by the ASBA Investors through ASBA process.

**Credit Rating**

This being an issue of Equity shares, no credit rating is required.

**Inter-se allocation of Responsibilities for the Issue**

The Company has not appointed any merchant banker to the Issue (except for the purpose of obtaining pricing certificate, as may be required,) and hence there is no inter-se allocation of responsibilities.

**Debenture Trustees**

This being an issue of Equity Shares, the appointment of Debenture Trustees is not required.

**Monitoring Agency**

As the Issue size is less than Rs. 10,000 Lakhs, under the SEBI ICDR Regulations, the Company is not required to appoint a Monitoring Agency pertaining to this Issue.

## Underwriting Agreement

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

## Appraising Entity

None of the purposes for which the Issue Proceeds are proposed to be utilized have been financially appraised by any Bank or Financial Institution.

## Minimum Subscription

In accordance with Regulation 86 of the SEBI ICDR Regulations, for this Issue the minimum subscription which is required to be achieved is of at least 90% of the Issue. Our Company does not fall under the exemption to Regulation 86(1) which has been inserted by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020.

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (Four) days from the Issue closing date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are “officers in defaults” shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

## Changes in Auditors during the last three years

M/s. Jain Kedia & Sharma, Chartered Accountants, (FRN: 103920W) had been appointed as the Statutory Auditor of the Company from F.Y. 2021-22 to F.Y. 2025-26 for the second term of 5 years till AGM to be held in 2026-27, by the Shareholders in the Annual General Meeting held on 30<sup>th</sup> September, 2021 at a remuneration plus GST & other expenses if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor.

## Issue Schedule

Last date for credit of Rights Entitlements	[•]
Issue Opening Date	[•]
Last date for On-market renunciation of rights/ Date of closure of trading of Rights Entitlements <sup>#</sup>	[•]
Issue Closing Date*	[•]
Finalising the basis of allotment with the Designated Stock Exchange (on or about)	[•]
Date of Allotment (on or about)	[•]
Date of Credit (on or about)	[•]
Date of Listing (on or about)	[•]

<sup>#</sup>Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

\*\*Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/ or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.

## Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees Ten Crores to Rupees Fifty Crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with National Stock Exchange of India Limited (‘NSE’) & BSE Limited (‘BSE’) and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with National Stock Exchange of India Limited (‘NSE’) & BSE Limited (‘BSE’).

## CAPITAL STRUCTURE

Our Company's share capital, as on the date of this Letter of Offer, is set forth below:

**(Amount in Lakhs except share data)**

Sr. No.	Particulars	Aggregate value at Face value	Aggregate value at Issue Price
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>		
	3,80,00,000 Equity shares of face value of Rs. 10.00/- each*	3800.00	N.A.
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE</b>		
	1,35,48,714 Equity Shares of face value of Rs. 10.00/- each	1354.87	N.A.
<b>C</b>	<b>PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS LETTER OF OFFER<sup>(1)</sup></b>		
	Upto [•] <sup>#</sup> Rights Equity Shares of face value of Rs. 10.00/- each for cash at a price of Rs. [•] per Equity share	[•]	[•]
<b>D</b>	<b>ISSUED SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE<sup>(2)</sup></b>		
	[•] Fully Paid-up Equity Shares of Rs. 10.00/- each	[•]	[•]
<b>E</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before this Issue		0.00
	After the Issue <sup>(3)</sup>		[•]

<sup>(1)</sup>This Issue has been authorised by a resolution passed by our Board at its meeting held on 11<sup>th</sup> July, 2024, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013.

<sup>(2)</sup>Assuming full subscription for and Allotment of the Rights Entitlements.

<sup>(3)</sup>Assuming full subscription and allotment with respect to the Rights Equity Shares.

\*Resolution for increase in Authorised Share Capital upto Rs. 38.00 Crores has been approved by the Shareholders in the Annual General Meeting held on 18<sup>th</sup> July, 2024.

\*\*Assuming full acceptance and subject to finalization of Basis of Allotment, Allotment and deduction of Issue Expenses.

### Notes to the Capital Structure:

1. Our Company does not have any employee stock option scheme or employee stock purchase scheme.
2. Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity shares, as on the date of this Letter of Offer, which would entitle the holders to acquire further Equity Shares.
3. All the Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity shares outstanding as on the date of this Letter of Offer. For further details on the terms of the Issue, please see the chapter titled “**Terms of the Issue**” on page no. 193 of this Letter of Offer.

### A. Shareholding of Promoter and Promoter Group:

The details of Equity shares held by the Promoter and Promoter Group including the details of lock-in, pledge and encumbrance on such Equity shares as on 30<sup>th</sup> June, 2024 are set forth below:

Sr. No.	Name of the Promoter & Promoter Group	Number of fully paid-up Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Details of Equity Shares pledged / encumbered		Details of Equity Shares locked-in	
				No. of Equity Shares	% of total shares held	No. of Equity Shares	% of total shares held
1.	Anjana Devi	64,304	0.47	-	-	-	-
2.	Neerajkumar S Agarwal	33,96,420	25.07	-	-	-	-
3.	Suresh Chandra Gupta	17,66,030	13.03	-	-	-	-
4.	Monika Neeraj Agarwal	5,84,450	4.31	-	-	-	-
5.	Abhishek S Agarwal	8,49,000	6.27	-	-	-	-

6.	Raxita Abhishek Agrawal	7,95,050	5.87	-	-	-	-
7.	Monika N Agrawal	2,13,250	1.57	-	-	-	-
8.	Nitinkumar Sureshchandra Agrawal	1,44,010	1.06	-	-	-	-
9.	Shweta Agrawal	0	0.00	-	-	-	-
10.	Naman Agrawal	0	0.00	-	-	-	-
11.	Nandkishore Agrawal	0	0.00	-	-	-	-
12.	Ganga Devi Agrawal	0	0.00	-	-	-	-
13.	Harikishan Agrawal	0	0.00	-	-	-	-
14.	Asha Agrawal	0	0.00	-	-	-	-
15.	Sonika Agrawal	0	0.00	-	-	-	-
16.	Ghanshyam Agrawal	0	0.00	-	-	-	-
17.	Shanti Devi	0	0.00	-	-	-	-
18.	Late Bhagwati Devi	0	0.00	-	-	-	-
19.	Pushpa Devi	0	0.00	-	-	-	-
20.	Naresh Garg	0	0.00	-	-	-	-
21.	Late Nirmala Devi	0	0.00	-	-	-	-
22.	Lalita Devi	0	0.00	-	-	-	-
23.	Bharti Devi	0	0.00	-	-	-	-
24.	Neeraj Agrawal HUF	0	0.00	-	-	-	-
25.	Narmada Agro Industries	0	0.00	-	-	-	-
	<b>Total</b>	<b>78,12,514</b>	<b>57.66</b>				

None of the Equity shares held by our Promoter and Promoter Group are pledged with any bank or institution, or otherwise encumbered.

**B. Details of Equity Shares acquired by Promoter or Promoter Group in the last one year**

None of the Equity Shares are acquired by our Promoters and Members of Promoter Group in the last one year.

**C. Intention and extent of participation in the Issue by the Promoter and Promoter Group**

Except, Mr. Suresh Chandra Gupta and Ms. Anjana Devi, all the Promoters and members of the Promoter Group of our Company have indicated their intention to subscribe jointly and/or severally to the full extent of their Rights Entitlement and any Rights Entitlement renounced in their favour by any other Promoter(s) or member(s) of the Promoter Group of our Company.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

- D.** The ex-rights price per Equity share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is [●].
- E.** At any given time, there shall be only one denomination of the Equity Shares.
- F.** The details of the promoter and promoter group's shareholding of the Company as on 30<sup>th</sup> June, 2024 are as under:

Sr. No.	Name of Promoter and Promoter Group	No. of Equity shares held	% of Total Share Capital
1.	Anjana Devi	64,304	0.47
2.	Neerajkumar S Agarwal	33,96,420	25.07
3.	Suresh Chandra Gupta	17,66,030	13.03
4.	Monika Neeraj Agarwal	5,84,450	4.31
5.	Abhishek S Agarwal	8,49,000	6.27
6.	Raxita Abhishek Agrawal	7,95,050	5.87
7.	Monika N Agrawal	2,13,250	1.57

8.	Nitinkumar Sureshchandra Agrawal	1,44,010	1.06
9.	Shweta Agrawal	0	0.00
10.	Naman Agarwal	0	0.00
11.	Nandkishore Agrawal	0	0.00
12.	Ganga Devi Agrawal	0	0.00
13.	Harikishan Agrawal	0	0.00
14.	Asha Agrawal	0	0.00
15.	Sonika Agrawal	0	0.00
16.	Ghanshyam Agrawal	0	0.00
17.	Shanti Devi	0	0.00
18.	Late Bhagwati Devi	0	0.00
19.	Pushpa Devi	0	0.00
20.	Naresh Garg	0	0.00
21.	Late Nirmala Devi	0	0.00
22.	Lalita Devi	0	0.00
23.	Bharti Devi	0	0.00
24.	Neeraj Agrawal HUF	0	0.00
25.	Narmada Agro Industries	0	0.00
	<b>Total</b>	<b>78,12,514</b>	<b>57.66</b>

**G.** Shareholding Pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:

- Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange, i.e., as on 30<sup>th</sup> June, 2024 is available on the websites of **BSE** at <https://www.bseindia.com/stock-share-price/narmada-agrobase-ltd/narmada/543643/shareholding-pattern/> and **NSE** at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=NARMADA&tabIndex=equity>
- Statement showing holding of the Equity Shares of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon as on 30<sup>th</sup> June, 2024 can be accessed on the websites of **BSE** at <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=543643&qtrid=122.00&QtrName=June%202024> and **NSE** at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=NARMADA&tabIndex=equity>
- The statement showing holding of Equity Shares belonging to the category “Public” including the details of lock-in, pledge of and encumbrance thereon as on 30<sup>th</sup> June, 2024, can be accessed on the websites of **BSE** at <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=543643&qtrid=122.00&QtrName=June%202024> and **NSE** at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=NARMADA&tabIndex=equity>
- Statement showing shareholding pattern of the Non Promoter - Non Public shareholder of our Company as on 30<sup>th</sup> June, 2024 can be accessed on the websites of **BSE** at <https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=543643&qtrid=122.00&QtrName=June%202024> and **NSE** at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=NARMADA&tabIndex=equity>

## SECTION – V PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

Our Company intends to utilize the proceeds raised through the Issue (“**Gross Proceeds**”) after deducting the Issue related expenses (“**Net Proceeds**”) for the following objects (collectively, referred to as the “**Objects**”):

1. To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries;
2. Incremental Working Capital Requirements; and
3. General Corporate Purpose.

The main objects clause and objects incidental or ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

### ISSUE PROCEEDS

The details of Issue proceeds and its utilization are as under:

Particulars	Estimated Amount (in Lakhs)
<b>Gross Proceeds to be raised through the Issue*</b>	<b>3700.00</b>
Less: Issue related expenses	[•]
<b>Net Proceeds to be raised through the issue</b>	<b>[•]</b>
Utilization of the net proceeds	
(a) To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries	770.00
(b) Incremental working capital requirements	1787.00
(c) General Corporate Purpose**	[•]
<b>Net Proceeds</b>	<b>[•]</b>

\*Assuming full subscription and allotment with respect to the Rights Equity Shares.

\*\*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

### UTILISATION OF NET ISSUE PROCEEDS

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (Rs. in Lakhs)	Estimated deployment in FY 2024-25 (Rs. in Lakhs)	Estimated deployment in FY 2025-26 (Rs. in Lakhs)
1.	To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries	770.00	770.00	-
2.	Incremental Working Capital Requirements	1787.00	1787.00	-
3.	General Corporate Purpose**	[•]	[•]	-
	<b>Net Proceeds*</b>	<b>[•]</b>	<b>[•]</b>	<b>-</b>

^Any portion of the Net Proceeds not deployed for the stated objects in FY 2024-25 will be deployed by our Company in FY 2025-26.

\*Assuming full subscription and allotment with respect to the Rights Equity Shares.

\*\*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The above fund requirements are based on our current business plan, internal management estimates and have not been appraised by any Bank or Financial Institution. The deployment of funds raised through this Issue is at the discretion of the Management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. In view of the competitive environment of the industry in which we operate, we may have to revise our business plan from time to time and consequently, our funding requirements may also change. Our historical funding requirements may not be reflective of our future funding plans. We may have to revise our funding requirements, and deployment from time to time on account of various factors such as economic and business conditions, increased competition and other external factors which may not be within our control. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

In case of any increase in the actual utilization of funds earmarked for any of the Objects of the Issue or a shortfall in raising requisite capital from the Net Proceeds, such additional funds for a particular activity will be met by means available to us, including by way of incremental debt and/ or internal accruals. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with applicable law.

### **Means of Finance**

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised to be issue and through existing identifiable accruals.

As we operate in a competitive environment, our Company may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling & revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “**Risk Factors**” beginning on page no. 25 of this Letter of offer.

### **DETAILS OF USE OF ISSUE PROCEEDS**

The details of the Objects of the Issue are set out below:

#### **1. To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries**

As on date of this Letter of Offer, our existing manufacturing unit is situated at Revenue Block. 613, of Village IJ Pura (Jethaji) Tal. Jotana. Dist Mehsana Gujarat India, admeasuring the total area of 14973 sq.mt, where we are manufacturing and exporting cotton seed meal, guar meal, delinted cotton seed, organic fertilizers and cattle feed under own brand name of “**Ladoo**”, “**Narmada**”, “**Narmada Kala Sona**”, “**Narmada Super**”, “**Super Narmada**” “**Churma**” and “**Gaay Chhaap**”. Our Company has a flagship brand which commands a high reputation worldwide for quality products, efficient services and level of reliability as a stable supplier of quality products in Cattle Feed Industries. The products offered by us are processed using quality ingredients sourced from the selected vendors of the market. Before packaging and distributing, the raw material is inspected by Quality Assurance team after properly graded and processed. Our range is appreciated for their features such as hygiene, accurate composition and easy to use. The Products are processed under Quality certified manufacturing unit and supplied in air tight & hygienic packs which makes our Products in accurate composition, precise pH value, effectiveness and longer shelf life.

We have annual manufacturing installed capacity of 50400 MT per annum of Cotton Seed and Cattle Feed, 24 hours base.

We intend to set up an Oil Mill Plant in Jotana, Mehsana, Gujarat. We have proposed to utilize upto Rs. 770.00 Lakhs out of Issue proceeds to finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for setting up of an Oil Mill Plant, as described herein are based on our current business plan, current and valid quotations from suppliers, other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution or any other independent agency.



Following are the details of estimated cost for setting up the manufacturing facility:

Sr. No.	Particulars	Amount (In. Lakhs)
1.	Acquisition of Land	124.00
2.	Construction of Oil Mill Plant and other civil works	170.00
3.	Purchase of Plant & Machinerics	476.00
	<b>Total</b>	<b>770.00</b>
	<b>To be financed from Rights Issue Proceeds</b>	<b>770.00</b>

#### **Details of New Manufacturing Facilities**

**Estimated Production Capacity:** Presuming 360 operating days in a year working basis, the installed production capacity of the unit would be manufacturing 12300 tons p.a. Cotton Seed Oil Cake and 1700 tons p.a. Cotton Seed Oil, which would likely to be increased in the subsequent years. Utilisation of installed production capacity shall be as follows:

Sr. No.	Year of Operation(s)	%
1.	First Year of operation	50.00 %
2.	Second Year of operation	60.00 %
3.	Third Year of operation	65.00 %
4.	Fourth Year of operation	75.00 %
5.	Fifth Year & onwards years of operation:	100.00 %

#### **Raw Material**

The Major Raw Material is Cotton Seed and other raw materials such as Jute/ Plastic bags are used as packaging materials.

#### **Commencement of Production**

The plant will become operational in the financial year 2025-26.

**Products to be manufactured at the New Plant are Cotton Seed Oil Cake and Cotton Seed Oil.**

The detailed breakup of the above-mentioned object is as under:

##### **i. Acquisition of Land**

We have identified an Industrial Land measuring 8000 sq. ft. situated at Jotana, Mehsana, Gujarat, for setting up the Oil Mill Plant for Manufacturing of Cotton Seed Oil Cake and Cotton Seed Oil. Total Approximate Cost of Land is Rs. 125.00 Lakhs.

Our Company had executed conveyance deed dated 04<sup>th</sup> July, 2024 with Mr. Neerajkumar S Agarwal and Mr. Suresh Chandra Gupta, Promoters and Directors of the Company, for sale of land admeasuring approx. 7473 for consideration of Rs. 1,25,00,000/-. Our Company has paid Rs. 100,000/- as an advance (Rs. 50000/- on July 04, 2024 vide cheque no. 261876 and Rs. 50000/- through vide cheque no. 261877 on July 04, 2024). The said land proposed to be acquired is free from all encumbrances and has a clear title and will be registered in the name of the Company. We will apply all the approvals pertaining to land once registered in our name.

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

Sr. No.	Nature of License/ Approval/ NOCs	Name of such License/ Approval/ NOCs	Name of Authority	Timeline for making Application
1.	Registered deed	Registry/ Sale Deed	Sub - Registrar Jotana	As per agreement between Issuer Co. and Vendor, i.e. by December 2024
2.	Layout Plan from MDA for Construction of Building on the said land	Verification required from master plan of the Dist - Mehsana	Town Planning Department Mehsana	It is free hold property, hence not required to be taken
3.	Electrical load 600 kva	Uttar Gujarat Vij Co. Ltd. Mehsana	Uttar Gujarat Vij Co. Ltd. Mehsana	6 Months Post Registry

**ii. Construction of Oil Mill Plant and other civil works**

Oil Mill Plant and civil works for the Project mainly includes PEB structure work. The total estimated cost for construction including civil works is Rs. 170.00 Lakhs. The detailed break-up is hereunder:

Name of Work	Specification of Work	Amount (In. Lakhs)
Pre-Engineered Building (“PEB”) Complete Structure	Pre-Engineered Building (“PEB”) complete structure with civil work including brick wall, 20' cladding, plaster, emulsun paint, 100 mm Floor RCC etc. measuring about 8,000 sq. ft.	170.00
<b>Total</b>		<b>170.00</b>

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

Sr. No.	Nature of License/ Approval/ NOCs	Applicable Laws	Name of Authority	Expected timeline to make the Application
1.	License to work a factory at Gujarat	Factories Act, 1948	Director Industrial Safety & Health Gujarat State, Ahmedabad	License No. 36432
2.	License to prohibition and excise department M-2 License	Prohibition and Excise Department	Office of the Industries Commissioner, Gandhinagar	M-2 License no. 2/2016-19
3.	ISO CERTIFICATE	AQC MIDDLE EAST LLC	AQC MIDDLE EAST LLC	CERTIFICATE NO. 22IQK037
4.	Certificate of Import Export Code (IEC)	The Foreign Trade (Development & Regulation) Act.1992	Director General of Foreign Trade Ministry of Commerce and Industry	0813018447
5.	NOC from Fire Department	Factories Act, 1948	Chief Fire Officer, Mehsana Nagar Seva Sadan, Gujarat	4961/2017-18
6.	Self - Sealing Permission	CBEC Circular No. 26/2017- Customs dated July 1, 2017	Office of Principal Commissioner of Customs	Within 90 days from establishment of New Plant

**iii. Purchase of Plant & Machineries**

Our Company proposes to acquire plant and machineries at an estimated cost of Rs. 476.00 Lakhs. Our Company has identified the type of plant and machineries to be purchased for the proposed manufacturing unit and obtained quotation from vendor M/s. Ferro Oiltek Private Limited but we are yet to place order for 100% of the plant and machineries. The detailed list of plant & machineries to be acquired by our Company is provided below:

Date of Quotation/ Performa Invoice	Name of Plant & Machinery	Name of Supplier	No. of Machines	Date of placement of order	Date or expected date of supply	Amount (In. Lakhs)	Validity of Quotation
May 11, 2024	Expelling Section	M/s. Ferro Oiltek Private Limited	1	Order not placed	6 months from the date of receipt of confirmed order along with advance	476.00	12 months
<b>Total</b>						<b>476.00</b>	

*As per quotation received from Supplier*

**Notes:**

- a. Quotation received from the vendor mentioned above is valid as on the date of this Letter of Offer. However, we have not entered into any definitive agreements with any of the vendor and there can be no assurance that the same vendor would be engaged to eventually civil work and supply the Plant & Machineries or at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see ***“Risk Factor– “If there are delays in setting up the Proposed Facilities or if the costs of setting up and the possible time or cost overruns related to the Proposed Facilities or the purchase of plant and machinery for the Proposed Facilities are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth”*** on page no. 25 of this Letter of Offer.
- b. The Plant & Machinery models and quantity to be purchased and Building & Civil works are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/ addition/ deletion) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipments or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment’s and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
- c. We are not acquiring any second-hand machinery.
- d. The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, exchange rate fluctuations, custom duty etc. Such cost escalation would be met out of our internal accruals.

**Other confirmations relating to the proposed expansion:**

Any escalation in Building & Civil Work along with escalation in the cost of plant and machineries to be purchased, will be met from Internal Accruals of our Company.

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

The proposed Schedule of Implementation for setting up of a new manufacturing unit is as follows:

Particulars	Estimated month of	
	Commencement	Completion
Land	September, 2024	September, 2024
Building and Civil Works (includes plumbing, paint work, tiles etc.)	September, 2024	December, 2024
Order of Plant & Machineries	September, 2024	September, 2024
Delivery of Plant & Machinery	January, 2025	
Installation of Plant & Machinery	April, 2025	
Trial Run	April, 2025	
Commercial Operation	April, 2025	

**2. Incremental working capital requirements**

Our business is working capital intensive. We finance our working capital requirement from our internal accruals and bank finance. Considering the existing and future growth, the incremental working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach Rs. 1787.00 Lakhs.

We intend to meet our working capital requirements to the extent of Rs. 1787.00 Lakhs from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

## Basis of estimation of working capital

Particulars	Projected amount (in lakhs)
<b>(A) Current Assets</b>	
Current Investment	0.00
Closing stock	1549.83
Debtors	1823.31
Advance paid to creditors and advances	200.00
Other current assets	120.00
Cash & cash equivalents	144.95
<b>Total Current Assets (A)</b>	<b>3838.09</b>
<b>(B) Current Liabilities</b>	
Sundry Creditors	14.91
Short term borrowings	650.00
Statutory Liabilities	7.46
<b>Total Current Liabilities (B)</b>	<b>672.37</b>
<b>Working Capital requirement (A-B)</b>	<b>3165.72</b>
<b>Sourced by internal accruals</b>	<b>1378.72</b>
<b>Sourced by rights issue</b>	<b>1787.00</b>

### A. Detailed Assessment of Working Capital:

The details of our Company's composition of working capital as at March 31, 2024 and March 31, 2025 based on the Financial Statements. Further, the source of funding of the same are as set out in the table below:

Particulars	(Rs. in Lakhs)					
	2021-22 (Aud.)	2022-23 (Aud.)	2023-24 (Aud.)	2024-25 (Proj.)	2025-26 (Proj.)	2026-27 (Proj.)
<b>1. Income</b>						
(i) Sales-Domestic	3497.37	5002.6	5032.07	6290.09	11484.89	11714.59
(ii) Other Operating Income	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Other Income	6.04	5.03	7.15	10	12	12
<b>TOTAL</b>	<b>3503.41</b>	<b>5007.63</b>	<b>5039.22</b>	<b>6300.09</b>	<b>11496.89</b>	<b>11726.59</b>
2. Net Income	3503.41	5007.63	5039.22	6300.09	11496.89	11726.59
3. Percentage of rise/ fall in Net income	N.A.	42.94	0.63	25.02	82.49	2.00
4. Cost of Sales						
(i) Purchase	2967.16	4329.35	4353.47	5441.84	10111.1	10113.32
(ii) Power and Fuel	53.18	58.81	70.12	84.14	176.69	185.52
(iii) Labour	116.77	173.53	141.99	170.39	304.15	319.36
(iv) Other Manufacturing Expenses	0.00	0.00	0.00	0.00	0.00	0.00
(v) Depreciation	36.57	31.61	27.62	27.75	109.34	91.47
<b>(vi) Sub-total (i to vi)</b>	<b>3173.68</b>	<b>4593.3</b>	<b>4593.2</b>	<b>5724.12</b>	<b>10701.28</b>	<b>10709.67</b>

(vii) Cost of Production	0.00	0.00	0.00	0.00	0.00	0.00
(viii) Add : Op. stocks of F.G.	96.69	116.55	115.14	157.52	196.9	365.85
<b>Sub-Total</b>	<b>96.69</b>	<b>116.55</b>	<b>115.14</b>	<b>157.52</b>	<b>196.9</b>	<b>365.85</b>
(ix) Deduct : Closing stocks of F.G.	116.55	115.14	157.52	196.9	365.85	365.93
(x) Cost of Sales	3153.82	4594.71	4550.82	5684.74	10532.33	10709.59
5. Selling, General and Adm. Expenses	180.86	237.67	257.11	321.39	586.82	598.56
6. Subtotal (4 + 5)	3334.68	4832.38	4807.93	6006.13	11119.15	11308.15
7. Operating Profit before Interest (3 - 6)	343.55	407.89	481.25	605.35	952.56	1005
8. Other Financial Charges	81.56	86.24	95.98	64.3	81.23	54.15
<b>Total Financial Charges</b>	<b>81.56</b>	<b>86.24</b>	<b>95.98</b>	<b>64.3</b>	<b>81.23</b>	<b>54.15</b>
9. Operating Profit after Interest ( 7 – 8 )	261.99	321.65	385.27	541.05	871.33	950.85
10. Profit before Tax/ Loss	87.17	89.01	135.31	229.66	296.51	364.29
11. Statutory Liabilities	26.41	23.79	33.37	57.80	74.63	91.68
<b>12. Net Profit [10 – 11]</b>	<b>60.76</b>	<b>65.22</b>	<b>101.94</b>	<b>171.86</b>	<b>221.88</b>	<b>272.61</b>
13. Retained Profit	60.76	65.22	101.94	171.86	221.88	272.61
14. Retained Profit/ Net Profit (% age)	100.00	100.00	100.00	100.00	100.00	100.00
<b>Current Liabilities:</b>						
01 Short Term Borrowings from Banks						
(i) From other banks (Secured)	923.81	952.5	958.95	650	900	600
(ii) From related parties	3.24	53.37	8.91	0.00	0.00	0.00
<b>Sub - Total (A)</b>	<b>927.05</b>	<b>1005.87</b>	<b>967.86</b>	<b>650</b>	<b>900</b>	<b>600</b>
02 Sundry Creditors	81.39	85.85	75.12	14.91	27.7	27.71
03 Statutory Liabilities	18.2	15.93	29.78	7.46	74.63	91.68
04 Advance from customers	0.00	0.00	0.00	0.00	0.00	0.00
05 Other C.L. & Provisions (Specify Major Items)	100.12	36.14	33.58	0.00	0.00	0.00
<b>Sub - Total (B)</b>	<b>199.71</b>	<b>137.92</b>	<b>138.48</b>	<b>22.37</b>	<b>102.33</b>	<b>119.39</b>
<b>06 Total Current Liabilities</b>	<b>1126.76</b>	<b>1143.79</b>	<b>1106.34</b>	<b>672.37</b>	<b>1002.33</b>	<b>719.39</b>
07 Unsecured Loans from Banks / Directors	0.00	0.00	0.00	0.00	0.00	0.00

08 Secured borrowings	0.00	0.00	0.00	0.00	0.00	0.00
09 Other Term Liabilities (Q.E.)	0.00	0.00	0.00	0.00	0.00	0.00
<b>10 Total Term Liabilities (Total of 07 to 09)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
11 Total outside Liabilities (06 + 10)	1126.76	1143.79	1106.34	672.37	1002.33	719.39
12 Paid-Up Capital	1354.87	1354.87	1354.87	3793.63	3793.63	3793.63
13 Reserves and Surplus	107.35	168.11	233.33	1554.66	1576.86	1798.74
14 Surplus (+) or Deficit (-) in Profit and Loss account	60.76	65.22	101.95	22.20	221.88	272.61
15 Net Worth (Total of 12 to 14)	1522.98	1588.2	1690.15	5370.49	5592.37	5864.98
<b>16 Total Liabilities (11 + 15)</b>	<b>2649.74</b>	<b>2731.99</b>	<b>2796.49</b>	<b>6042.86</b>	<b>6594.70</b>	<b>6584.37</b>
17 Cash and Bank Balances	65.16	55.04	77.02	144.95	35.49	53.19
18 (I) Receivables other than deferred & Exports including B.P./B.D. by Bank	1440.65	1322.43	1331.88	1823.31	3146.55	3209.48
(iii) Finished Goods & Raw Material	626.77	901.48	999.86	1549.83	2322.23	2322.74
19 Advances to suppliers of Raw mate. stores/spares	1.17	2.58	1.12	200.00	0.00	0.00
20 Other Current Assets						
(i) Current Investment	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Loans & advances	0.00	0.0	0.00	0.00	0.00	0.00
(iii) Others	46.42	45.69	42.84	120.00	40.00	40.00
<b>21 Total Current Assets</b>	<b>2180.17</b>	<b>2327.22</b>	<b>2452.72</b>	<b>3838.09</b>	<b>5544.27</b>	<b>5625.41</b>
22 Gross Block (incl. work in progress)	661.77	661.77	663.17	1253.17	1483.17	1483.17
23 Depreciation to-date	286.42	318.03	345.65	373.40	482.74	574.21
<b>24 Net Block (22 - 23)</b>	<b>375.35</b>	<b>343.74</b>	<b>317.52</b>	<b>879.77</b>	<b>1000.43</b>	<b>908.96</b>
(a) Investment in group Cos.	0.00	0.00	0.00	0.00	0.00	0.00
(b) Others	94.22	61.03	26.25	625.00	50.00	50.00
(c) Advances to suppliers of capital goods	0.00	0.00	0.00	700.00	0.00	0.00
<b>25 Total Other Non-Current Assets (a + b)</b>	<b>94.22</b>	<b>61.03</b>	<b>26.25</b>	<b>1325.00</b>	<b>50.00</b>	<b>50.00</b>
<b>26 Total Assets (Total of 21, 24 &amp; 25)</b>	<b>2649.74</b>	<b>2731.99</b>	<b>2796.49</b>	<b>6042.86</b>	<b>6594.70</b>	<b>6584.37</b>
27 Tangible Net Worth	1522.98	1588.2	1690.15	5370.49	5592.37	5864.98

28 Net Working Capital	1053.41	1183.43	1346.38	3165.72	4541.94	4906.02
29 Current Ratio C.R. (Excluding Term Loan Instalment)	1.93	2.03	2.22	5.71	5.53	7.82
<b>30 Total outside Liabilities/ Tangible Net Worth (TOL/ TNW)</b>	0.74	0.72	0.65	0.13	0.18	0.12
31 Additional working capital requirement	NA	NA	NA	NA	NA	NA
32 Sourced by Rights Issue	NA	NA	NA	1787.00	NA	NA
33 Internal accrual	NA	NA	NA	1378.72	NA	NA

**B. Assumptions for working capital requirements:**

Particulars	No. of outstanding or holding level for the following period (in Months)						Justification for Holding
	2021-22 (Aud.)	2022-23 (Aud.)	2023-24 (Aud.)	2024-25 (Proj.)	2025-26 (Proj.)	2026-27 (Proj.)	
Inventory	12	61	76	82	89	90	In financial year ending 2022, 2023 and 2024 our Inventory holding period was 12 DAYS, 61 DAYS AND 76DAYS. We are estimating to maintain the Inventory holding period at levels of 82, 89 and 90 days for financial year ending 2025, 2026 and 2027 respectively as per our projected financials and market condition. We are estimating the increase in inventory holding period as to able to deliver goods faster to increase the sales with the support of funds raised.
Trade Receivables	75	101	96	102	105	110	In financial year ending 2022, 2023 and 2024 our holding period was 75 DAYS, 101 DAYS AND 96 DAYS. We are estimating to maintain the holding period at levels of 102, 105 and 110 days for financial year ending 2025, 2026 and 2027 respectively as per our projected financials and market condition.  We are estimating the increase in Trade Receivables holding period as to attract more customers with the support of funds raised.
Trade Payables	5	7	2	1	1	1	In financial year ending 2022, 2023 and 2024 our holding period was 5 DAYS, 7 DAYS AND 2 DAYS. We are estimating to maintain the holding period at levels of 1 day for financial year ending 2025, 2026 and 2027 respectively as per our projected financials and market condition to avail better pricing and reducing the cost of purchase.

### 3. General Corporate Purpose

We intend to deploy Rs. [•] from Gross Proceeds of the Rights Issue towards General Corporate purposes. The General Corporate purposes for which our Company proposes to utilize issue proceeds include but not restricted to entering into brand building exercises and strengthening our marketing capabilities, general maintenance, partnerships, tie-ups or contingencies in ordinary course of business which may not be foreseen or any other purposes as approved by our Board of Directors. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds ear marked for General Corporate purposes. Further, the amount for General Corporate purposes, as mentioned in this Letter of Offer, shall not exceed 25% of the amount raised by our Company through this Issue.

#### ISSUE EXPENSES

The total expenses of the Issue are estimated to be approximately [•]\*. The expenses of the Issue include among others, fees of the Registrar to the Issue, fees of the other advisors, printing and stationery expenses, advertising, marketing expenses and other expenses.

The Estimated Issue Expenses are as under:

Particulars	Expenses (in Lakhs)	% of Estimated Issue Size	% of the Issue Expenses
Fees of Banker to the Issue, Registrar to the Issue, Auditor's Fees, etc. including out of pocket expenses	[•]	[•]	[•]
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	[•]	[•]	[•]
Advertising, Printing and Distribution	[•]	[•]	[•]
Other expenses (including miscellaneous expenses and stamp duty)	[•]	[•]	[•]
<b>Total</b>	<b>[•]</b>	<b>[•]</b>	<b>[•]</b>

*\* Subject to finalization of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards Issue Expenses/general corporate purpose. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.*

#### APPRAISAL OF THE OBJECTS

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

#### INTERIM USE OF FUNDS

Pending utilization for the purposes described above, we intend to deposit the Net Proceeds only in scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or in any such other manner as permitted under the SEBI ICDR Regulations or as may be permitted by SEBI. Our Company confirms that pending utilization of the Net Proceeds shall not be utilized for any investment in the equity markets, real estate or related products.

#### BRIDGE LOAN

Our Company has not raised any bridge loans from any Bank or Financial Institution as on the date of this Letter of Offer, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument pending receipt of the Net Proceeds.

#### MONITORING UTILIZATION OF FUNDS FROM ISSUE

As this is an Issue for an amount less than Rs. 10,000 Lakhs, there is no requirement for the appointment of a monitoring agency. The Board or its duly authorized committees will monitor the utilization of the proceeds of the Issue. Our Company will disclose the utilization of the Issue Proceeds, including interim use, under a separate head along with details, for all such Issue Proceeds that have not been utilized. Our Company will indicate investments, if any, of unutilized Issue Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the listing.



We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in this Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only until all the Issue Proceeds have been utilized in full. The statement shall be certified by our Statutory Auditor. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement including deviations and variations, if any, in the utilization of the Issue Proceeds from the Objects of the Issue as stated above.

#### **STRATEGIC AND FINANCIAL PARTNERS TO THE OBJECTS OF THE ISSUE**

There are no strategic or financial partners to the Objects of the Issue.

#### **KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE**

No additional provisions of any acts, regulations, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

#### **OTHER CONFIRMATIONS**

Except consideration for acquisition of Land from Promoters and Directors of the Company, mentioned in detail under 'Objects of the Issue', no part of the Net Proceeds will be paid by us as consideration to our Promoters and Promoter Group, our Directors, Associates or Key Managerial Personnels and in the normal course of business and in compliance with the applicable laws.

#### **VARIATION IN OBJECTS**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

To  
**The Board of Directors,**  
**Narmada Agrobases Limited**  
613/P-1, IJ Pura (Jethaji) Dhanpura Road,  
Tal. Jotana, Mahesana, Gujarat – 384 421.

Dear Sir,

**Reference – Rights Offer of Equity Shares by Narmada Agrobases Limited**  
**Subject - Statement of possible tax benefits (“the statement”) available to Narmada Agrobases Limited (“the Company”) and its shareholders.**

1. We hereby confirm that the enclosed Annexure 1 and 2 (together “**the Annexures**”), prepared by **Narmada Agrobases Limited (“the Company”)**, provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 (“**the Act**”) as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26. the Central Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26 (“**the Indirect Tax Act**”), presently in force in India (together, the “**Tax Laws**”), several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
3. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Letter of Offer/ Offer Documents in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.
4. The statement showing the current position of special tax benefits available to the Company and the shareholders of the Company as per the provisions of Income-tax Act 1961 (“IT Act”) and Indirect Tax Regulations (which are together, the “Tax laws”) as amended by Finance Act, 2024, i.e. applicable for the assessment year AY 2024-25 relevant to the financial year 2023-24 for inclusion in the Letter of Offer (“LOF”) for the issue of rights shares is annexed herewith.
5. These possible special tax benefits are dependent on the Company, its Certain Material Subsidiaries and the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the corresponding Tax laws. Hence, the ability of the Company, its Certain Material Subsidiaries and the shareholders of the Company to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives, the Company and its Certain Material Subsidiaries may face in the future and accordingly, the Company, its Certain Material Subsidiaries and the shareholders of the Company may or may not choose to fulfill. Further, certain tax benefits may be optional and it would be at the discretion of the Company or its Certain Material Subsidiaries or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax laws.
6. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure I and Annexure II are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws. We are neither suggesting nor are we advising the investor to Invest money or not to invest money based on this statement.

7. We do not express any opinion or provide any assurance whether:

- (i) The Company or its Certain Material Subsidiaries or the shareholders of the Company will continue to obtain these benefits in future;
- (ii) The conditions prescribed for availing the benefits have been/would be met;
- (iii) The revenue authorities/courts will concur with the views expressed herein.

The statement is intended solely for information and the inclusion in the Letter of Offer in connection with the rights issue of equity shares of the Company and is not be used, referred to or distributed for any other purpose, without our prior consent, provided the below statement of limitation is included in the Offer Letter.

**Limitation**

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

**For, Jain Kedia & Sharma,  
Chartered Accountants  
FRN: 103920W**

**Ajaykrishna Sharma  
Partner  
Membership No.: 035075  
UDIN: 24035075BJZZQ15075**

**Date:** 11<sup>th</sup> July, 2024

**Place:** Ahmedabad

## ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice.

### **A. Special Tax Benefits to the Company**

- (i) Lower Corporate tax rate under section 115BAA

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 (“the Amendment Act, 2019) w.e.f. April 1, 2020. Section 115BAA grants an option to domestic company to be governed by the section from a particular assessment year. If company opts for section 115BAA, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge 10% plus education cess 4%). Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their book profits under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions/ incentives under the IT Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The tax expense are recognized in the Statement of Profit and Loss of the Company for the year ended March 2024 by applying the tax rate as prescribed in Section 115BAA of the IT Act.

### **B. Special Tax Benefits to the Shareholder**

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

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

**For, Jain Kedia & Sharma,  
Chartered Accountants  
FRN: 103920W**

**Ajaykrishna Sharma  
Partner  
Membership No.: 035075  
UDIN: 24035075BJZZQ15075**

**Date:** 11<sup>th</sup> July, 2024  
**Place:** Ahmedabad

## ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Goods and Services Tax Act, presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice.

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.**

### **A. Special Tax Benefits to the Company**

#### **(i) Input Tax Credit availment:**

Under the Central Goods and Service Tax Act, 2017 and Rules framed thereunder and Integrated Goods and Service Tax Act, 2017 and Rules framed thereunder (collectively “GST regime”), the company is eligible to adjust the amount of tax paid at the time of purchase with the amount of output tax and balance liability has to be paid to the Government.

ITC can be claimed by a person registered under GST only if he fulfills all the conditions as prescribed:

1. The dealer should be in possession of tax invoice.
2. The said goods/services have been received
3. Returns have been filed by the supplier.
4. The tax charged has been paid to the government by the supplier.
5. When goods are received in installments ITC can be claimed only when the last lot is received.
6. No ITC will be allowed if depreciation has been claimed on tax component of a capital good.

### **B. Special Tax Benefits to The Shareholder**

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

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant GST law benefits and does not cover any direct tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Letter of Offer/ Offer Documents.

This statement is solely prepared in connection with the Rights Issue under the Regulations as amended.

**For, Jain Kedia & Sharma,  
Chartered Accountants  
FRN: 103920W**

**Ajaykrishna Sharma  
Partner  
Membership No.: 035075  
UDIN: 24035075BJZZQ15075**

**Date:** 11<sup>th</sup> July, 2024  
**Place:** Ahmedabad

## 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, 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 Letter of Offer, including the information in the sections ‘Risk Factors’ and ‘Financial Information’ on page nos. 25 and 112 respectively, of this Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section ‘Risk Factors’ on page no. 25 of this Letter of Offer. Accordingly, investment decisions should not be based on such information.*

### GLOBAL ECONOMIC OUTLOOK

#### **Macro Overview of Global GDP:**

Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than-expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.

With disinflation and steady growth, the likelihood of a hard landing has receded, and risks to global growth are broadly balanced. On the upside, faster disinflation could lead to further easing of financial conditions. Looser fiscal policy than necessary and than assumed in the projections could imply temporarily higher growth, but at the risk of a more costly adjustment later on. Stronger structural reform momentum could bolster productivity with positive cross-border spillovers. On the downside, new commodity price spikes from geopolitical shocks—including continued attacks in the Red Sea—and supply disruptions or more persistent underlying inflation could prolong tight monetary conditions. Deepening property sector woes in China or, elsewhere, a disruptive turn to tax hikes and spending cuts could also cause growth disappointments.

*(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>)*

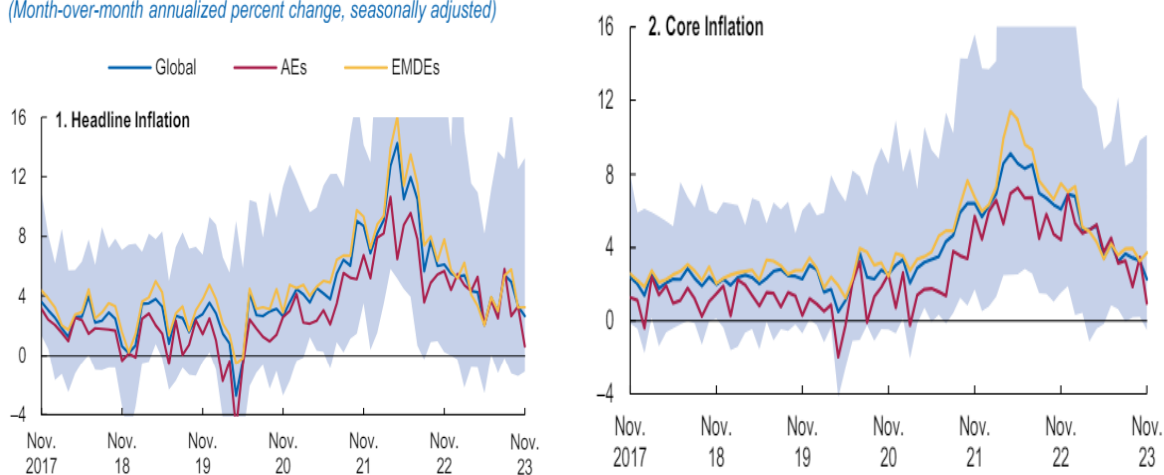
#### **Forces shaping the outlook:**

The global economic recovery from the COVID-19 pandemic, Russia’s invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply-side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

*Growth resilient in major economies.* Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight—though easing—labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business investment. Low-income economies continue to experience large output losses compared with their pre-pandemic (2017–19) paths amid elevated borrowing costs.

*Inflation subsiding faster than expected.* Amid favorable global supply developments, inflation has been falling faster than expected, with recent monthly readings near the prepandemic average for both headline and underlying (core) inflation (Figure 1). Global headline inflation in the fourth quarter of 2023 is estimated to have been about 0.3 percentage point lower than predicted in the October 2023 WEO on a quarterover-quarter seasonally adjusted basis. Diminished inflation reflects the fading of relative price shocks— notably those to energy prices—and their associated pass-through to core inflation. <sup>1</sup> The decline also reflects an easing in labor market tightness, with a decline in job vacancies, a modest rise in unemployment, and greater labor supply, in some cases associated with a strong inflow of immigrants. Wage growth has generally remained contained, with wage-price spirals—in which prices and wages accelerate together—not taking hold. Near-term inflation expectations have fallen in major economies, with long-term expectations remaining anchored.

**Figure 1. Global Inflation: Rise and Fall**  
(Month-over-month annualized percent change, seasonally adjusted)



*High borrowing costs cooling demand.* To reduce inflation, major central banks raised policy interest rates to restrictive levels in 2023, resulting in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment. Commercial real estate has been especially under pressure, with higher borrowing costs compounding postpandemic structural changes. But with inflation easing, market expectations that future policy rates will decline have contributed to a reduction in longer-term interest rates and rising equity markets (Box 1). Still, long-term borrowing costs remain high in both advanced and emerging market and developing economies, partly because government debt has been rising. In addition, central banks' policy rate decisions are becoming increasingly asynchronous. In some countries with falling inflation—including Brazil and Chile, where central banks tightened policy earlier than in other countries—interest rates have been declining since the second half of 2023. In China, where inflation has been near zero, the central bank has eased monetary policy. The Bank of Japan has kept short-term interest rates near zero.

*Fiscal policy amplifying economic divergences.* Governments in advanced economies eased fiscal policy in 2023. The United States, where GDP had already exceeded its prepandemic path, eased policy more than did euro area and other economies in which the recovery was incomplete. In emerging market and developing economies, in which output has on average fallen even further below the prepandemic trend, on average the fiscal stance is estimated to have been neutral. The exceptions include Brazil and Russia, where fiscal policy eased in 2023. In low-income countries, liquidity squeezes and the elevated cost of interest payments—averaging 13 percent of general government revenues, about double the level 15 years ago—crowded out necessary investments, hampering the recovery of large output losses compared with prepandemic trends. In 2024, the fiscal policy stance is expected to tighten in several advanced and emerging market and developing economies to rebuild budgetary room for maneuver and curb the rising path of debt, and this shift is expected to slow growth in the near term.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>)

## **INDIAN ECONOMIC OUTLOOK**

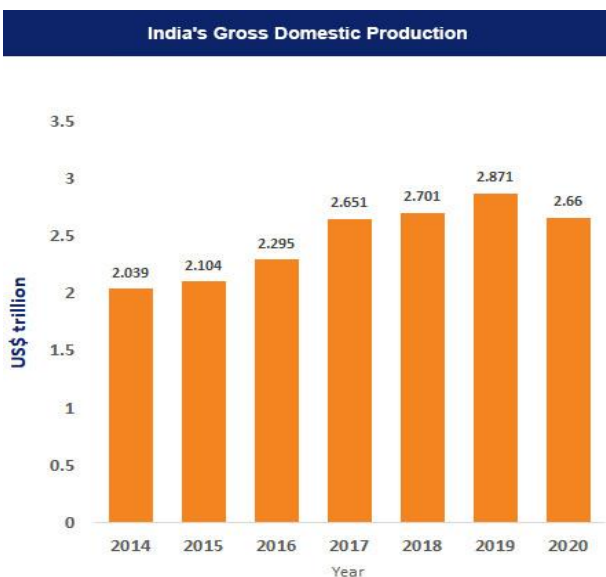
### ***Introduction:***

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

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.

### ***Market Size:***



Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. 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 period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

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.



### ***Recent Developments:***

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 8.06 billion) in India during January-April 2024.
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

### ***Government Initiatives:***

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

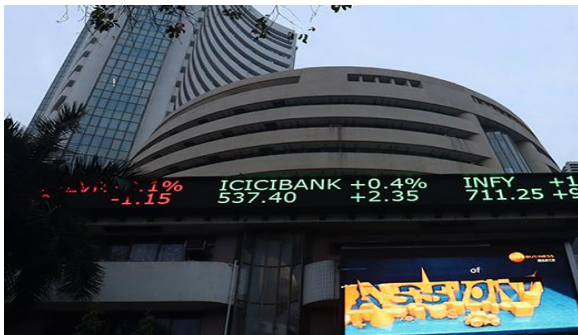
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.

- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.

- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.

- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

### Road Ahead:



In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

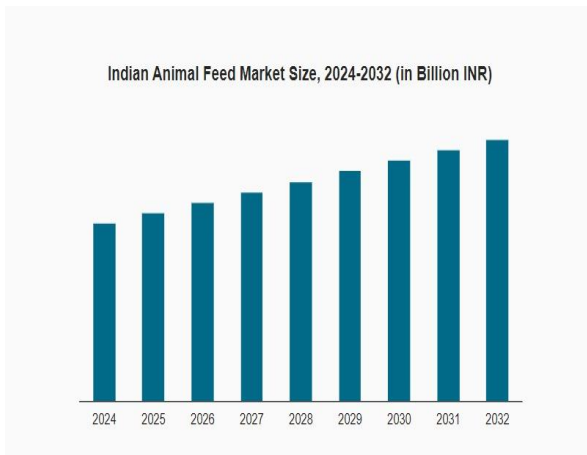
**Note:** Conversion rate used for January 2024 is Rs.1 = US\$ 0.012

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

## **INDIAN ANIMAL FEED MARKET GROWTH**

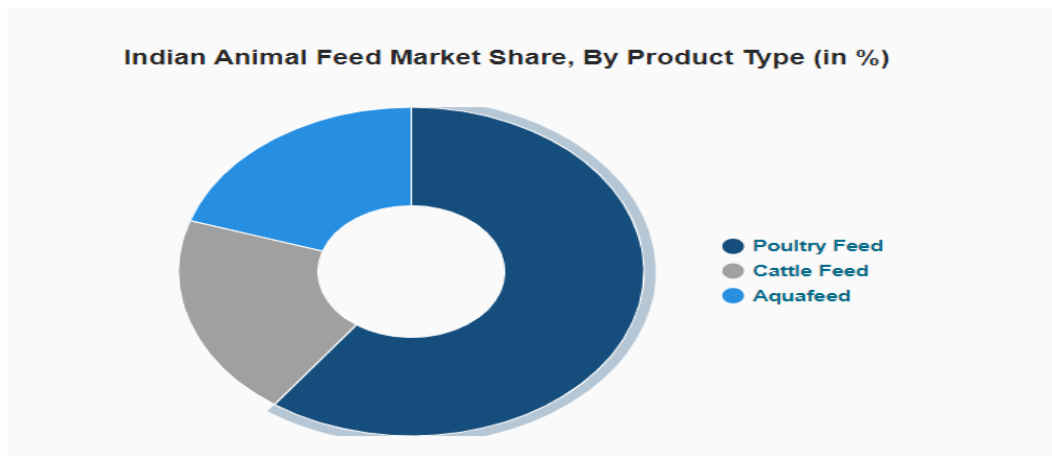
India currently represents one of the largest feed producers in the world. Animal feed includes various raw, processed and semi-processed products that are fed to livestock. Some of the most common feeds include pasture grasses, cereal grains, hay and silage crops, and other by-products of food crops, such as brewers' grains, pineapple bran and sugar beet pulp. These products are carefully formulated with the help of nutritional additives, like vitamins and minerals, to maintain the overall health of animals and improve the quality of various end-products, including eggs, meat and milk. In this country, there has been a rise in public concern regarding the safety of animal-origin food products due to the prevalence of food-borne bacterial infections, bovine spongiform encephalopathy (BSE) and dioxin contamination. These concerns have prompted regulatory organizations to inspect and improve feeding practices in the country.

### ***Market Trends:***



Recently, it was noted that raw materials used in the production of animal feed, like soybean meal, sorghum and maize, are being diverted for the consumption of humans, leading to a shortage in the feed industry. Furthermore, the expensive nature, and price and supply volatility of these raw materials is encouraging industry players to switch to sustainable and lower-cost ingredients for livestock production. Some of these novel ingredients include insect meal and Distiller's dried grain with solubles (DDGS). Besides this, currently has a separate set of livestock policies that focus on increasing the overall productivity. Some of the schemes that are acting in favor of the animal feed market include E-Pashu Haat, Livestock Insurance Scheme, Rashtriya Gokul Mission, and National Livestock Mission.

### ***Breakup by Product Type:***



(Source: <https://www.imarcgroup.com/indian-animal-feed-market>)

The Indian animal feed market is projected to witness a compound annual growth rate of 2.68% to grow to US\$13,353.235 million by 2026, from US\$11,098.868 million in 2019.

The market is expected to surge in the country due to the rising food demand, increasing disposable income, and growth in the dairy sector. The growing demand for animal protein derived from the livestock and poultry sector has been fueling the demand for animal feed products. According to the data given by the Department of Animal Husbandry and Dairy, the total livestock population was at 535.78 million in the country in the year 2019, showing a surge of 4.6% over the Livestock census in 2012. The total number of cattle in the country was 192.49 million in the year 2019. The population of poultry was at 851.81 million in 2019.

The rising dairy industry is also expected to play a major role in the market growth, in the coming years. According to the National Dairy Development Board, India produced 187.7 million tonnes of milk in FY2019. Major companies and associations have been making significant developments in the market, in the past few years. For instance, in August 2021, The Poultry Breeders Association had sent a recommendation to the Ministry of Fisheries, Animal Husbandry, and Dairying, intending to allow them to import 15 lakh tonnes of soybean meal to meet the demand for the raw material in the country. Soybean meal is an imperative material for shrimp, fish, poultry, cattle, and dairy farmers in the country. According to the data given by the Indian government, the country has been importing around 5 lakh tonnes of oil meals and around 3 lakh tonnes of oilseeds from non-GM origins, in the past few years. These trends and developments are expected to play a major role in the market growth, in the coming years.

#### ***Increasing demand for animal-based food is expected to drive market growth:***

The market is expected to surge in the coming years, due to the rise in the demand for animal-based food, such as meat, chicken, and others in the country. According to the data given by the Department of Animal Husbandry and Dairying, there were over 9.06 million pigs in the country, and around 851.81 million poultry in 2019, with a significant increase from the last census in 2012. The country had over 1.3 billion people, and even a tiny per capita per consumption has the potential to surge the demand for animal feed in the country.

According to the data given by the Indian Council of Food and Agriculture, the country's per capita consumption of poultry meat has been around 3.1 kg per annum. The country's per capita consumption of meat has been around 5.6 kg, per annum. Moreover, according to the trends given by the Food and Agriculture Organization, the demand for poultry meat is expected to increase by 850% by the year 2040, from around 1.05 million tonnes to 9.92 million tonnes, per annum. The rise in meat and chicken consumption is expected to increase the demand for high-quality animal feed products.

(Source: <https://www.businesswire.com/news/home/20211230005114/en/Indian-Animal-Feed-Market-Growth-Forecasts-to-2026-Increasing-Demand-for-Animal-Based-Food---ResearchAndMarkets.com>)

#### ***India Compound Feed Market Analysis:***

The India Compound Feed Market size is estimated at USD 27.23 billion in 2024, and is expected to reach USD 36.60 billion by 2029, growing at a CAGR of 6.10% during the forecast period (2024-2029).

- The increased purchasing power of the populace, as well as favorable demographics in the country, from rural to urban areas, are also contributing largely to the compound feed market in the country. People are eating more animal products, such as dairy products, meat, fish, and eggs, as their disposable budgets rise in cities, necessitating more high-quality feed. This is a significant component that is fueling expansion in the compound feed industry.
- In 2021, the Department of Animal Husbandry and Dairy, Government of India, employed production agendas to guarantee food security and economic development, along with improving animal health. Improving the livestock sector's entrepreneurial development envisages supporting animal husbandry infrastructure and implementing the One Health framework. The aim of improving animal health is anticipated to support the growth of the compound feed market in the country.
- The poultry segment dominates the market due to growing meat consumption, which leads to a higher demand for poultry feed. Cargill Inc., Archer Daniels Midland, Charoen Pokphand, Godrej Agrovet Limited, Nutreco NV, Trouw Nutrition, and Alltech Inc. are some of the leading players in the market.

#### ***India Compound Feed Market Trends:***

This section covers the major market trends shaping the India Compound Feed Market according to our research experts:

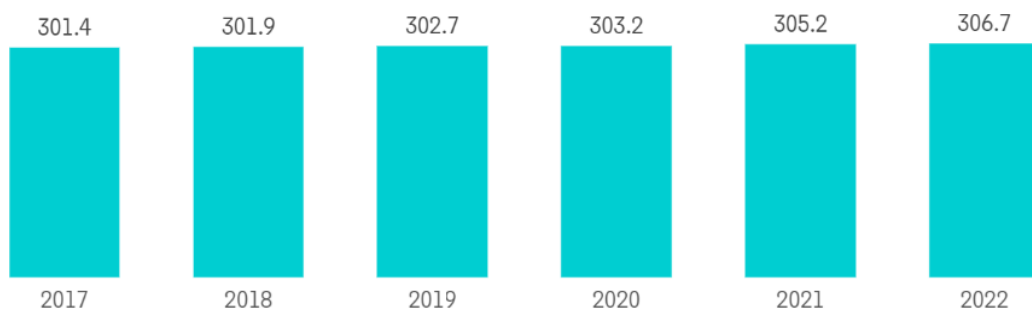
##### ***Rising Consumption of Meat and Dairy Products:***

In terms of absolute numbers, India has the world's largest live cattle herd, followed by Brazil and China. The national cow herd consists of bovine dairy cattle and Asian domestic water buffalo, both of which contribute significantly to the compound feed market's growth. According to the United States Department of Agriculture, from 2017 to 2022, the cattle population in India has risen from 301.4 million to 306.7 million. The increase is owed to government initiatives that have complemented the cattle industry as well as the compound feed industry's developments.

Since India is most highly dominated by Hindu culture, where bovine animals are sacred, the cattle are reared for their milk. Increased milk consumption in India is enabled by high production quantities. India's per capita milk consumption in 2020 will stand at 406 g/day, already surpassing the global average of 305 g/day. Hence, increasing demand for milk is anticipated to benefit the market for compound feed during the forecast period. Apart from rearing cattle for milk, some parts of India, such as Assam, Kerala, and certain parts of south India, have seen beef consumption gradually increase.

According to a report by the Department of Animal Husbandry and Dairying India, poultry production in India has taken a big leap in the previous four decades, transitioning from traditional agricultural techniques to a commercial production system using cutting-edge technology. According to the 20th Livestock Census, the country's total poultry population is 851.81 million, and egg output is approximately 122.05 billion in 2020-21. During 2020-21, per capita availability will be about 90 eggs per year, and the increasing awareness of the nutritive value of meat and meat products has also been benefiting the poultry market, which is likely to increase demand for compound feed in the poultry sector.

India Compound Feed Market : Cattle Population, in Millions, 2017-2022



(Source: <https://www.mordorintelligence.com/industry-reports/india-compound-feed-market>)



*The following information is qualified in its entirety by, and should be read together with the more detailed financial and other information included in the Letter of Offer, including the information contained in the section titled “Risk Factors” on page no. 25 of the Letter of Offer. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “Narmada Agrobases Limited”, “NARMADA” and “Our” refers to our Company. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian Accounting Policies set forth in the Letter of Offer.*

### **COMPANY’S BACKGROUND**

Our Company Narmada Agrobases Limited is an ISO 9001:2015 certified Company which is engaged in manufacturing & processing of cotton seed meal cake, cattle feeds and soya bean meal. The products manufactured by our Company are used for feeding of cattle which provides high amount of proteins and other nutrients required by them. Also the By-products of our Products is used in Textile Industry, Consumer Goods Industry and Paper Industry. We operate from our Registered Office and Factory situated at 613/P-1 IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana – 384421, Gujarat, India.

In the year 2013, Mr. Neerajkumar Sureshchandra Agarwal, Mr. Suresh Chandra Gupta and Mr. Vimal Jain incorporated the Company in the name of Narmada Agrobases Private Limited. In the year 2013, Mr. Vimal Jain had resigned from the Company as on 14<sup>th</sup> June, 2013. At present, the Promoters of the Company are Mr. Suresh Chandra Gupta and Mr. Neerajkumar Sureshchandra Agarwal, who have overall experience of three decades in cattle feed, cotton seed meal cake and soya bean meal manufacturing business. The vast experience of the Promoters has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters & senior management team and their experience of over a decade in the industry in which our Company operates.

We are manufacturer and exporter of cotton seed meal, guar meal, delinted cotton seed, organic fertilizers and cattle feed under own brand name of “Ladoo”, “Narmada”, “Narmada Kala Sona”, “Narmada Super”, “Super Narmada” “Churma” and “Gaay Chhaap”. Our Company has a flagship brand which commands a high reputation worldwide for quality products, efficient services and level of reliability as a stable supplier of quality products in Cattle Feed Industries. The products offered by us are processed using quality ingredients sourced from the selected vendors of the market. Before packaging and distributing, the raw material is inspected by Quality Assurance team after properly graded and processed. Our range is appreciated for their features such as hygiene, accurate composition and easy to use. The Products are processed under Quality certified manufacturing unit and supplied in air tight & hygienic packs which makes our Products in accurate composition, precise pH value, effectiveness and longer shelf life.

Our Plant is highly sophisticated with modern pulverization and Pneumatic system with additional essential equipments having blenders directly communicated with plant of capacity 125 Metric Tons in a day to provide homogeneous qualities. The manufacturing process is totally automatic, continuous without manual touch and finished goods directly go into the bags. Our quality products have several uses like meal can be used for fertilizers and animal feed, Cotton linters which is by product cotton seed which can be used in various industries like furniture, paper, yarns, absorbent cotton etc. Our progressive management and cutting-edge production technology contribute to our ability to provide our customers with exceptional value in a highly competitive industry. Also our manufacturing facilities are equipped with modern infrastructure and sophisticated machines backed by untiring efforts in the field of research & development and high-quality consciousness

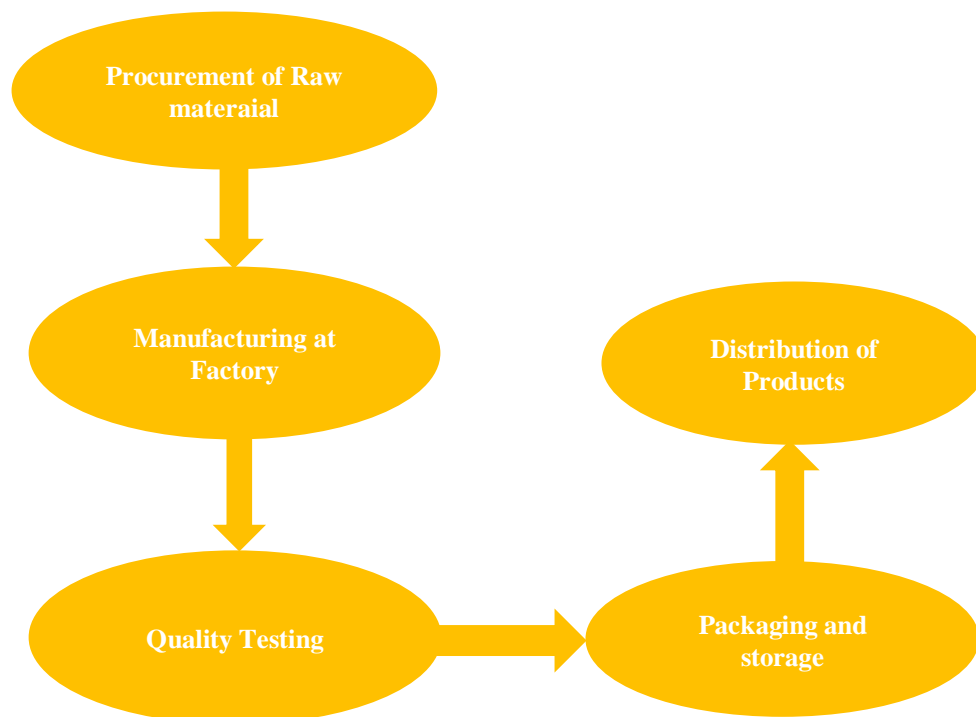
Our Company is maintaining Quality Assurance Department to ensure that the product is in conformity with Current Good Manufacturing Procedures (CGMP), Sanitary Standard Operation Procedures (SSOP) and ISO Standards. The scientific testing of random samples is being carried out at every intermediate stage of processing. After getting approval from Quality Assurance department the intermediate products are used for further processing and final packaging. For processing, the material is selected on the principle of first in, first out basis. The stringent care and hygienic conditions that are maintained throughout the processing period, and the fumigation conducted before packing the material cannot be contaminated.

At present, the Board of the Company have 6 (Six) Directors, Mr. Neeraj Sureshchandr Agarwal, Chairman cum Managing Director and Chief Financial Officer is in charge of the affairs of the Company and he is ably assisted by Mr. Suresh Chand Kalyanmal Gupta, Whole-time Director. The Company has 4 (Four) Independent Directors, Mr. Ganesh Bhavarlal Prajapati, Ms. Nidhi Dineshbhai Patel, Mr. Gaurav Dineshkumar Agarwal and Ms. Pooja Aidasani.



## OUR PROCESS

Our process is summarized as under:



## STEPS INVOLVED IN OUR MANUFACTURING PROCESS

- 1. Raw Material Procurement** - The principal raw material used in the manufacture of products comprises of cotton seed, rice brand-oil cake, cotton seed cake, mollasses, guwar churi and oil seed cake. We procure all of our raw materials from local available sources and store in our factory.
- 2. Manufacturing at factory** - Mechanical delinting requires more energy than acid delinting, but it does not use any chemicals and can produce a small quantity of usable low grade lint as a by-product. Mechanical delinting is usually accomplished by high speed rotating sharp saws or abrasive surfaces to cut or rub the fibers off from the hull. The advantage of this type operation is that the fibers are not degraded during the operation and can be sold for various purposes. Also, since the seeds are to be subsequently crushed for oil or meal, the damage sustained by the seeds is not detrimental to their further use. The delinter machine also provides for the recovery of the lint after separation from the cottonseed. The movement and travel path of the cottonseeds during delinting process is controlled to ensure a high degree of efficiency in the removal of the lint.
- 3. Quality Testing** – We have a dedicated in-house Testing and Quality Control Team which undertakes rigorous testing and quality management. We have dedicated semi-automatic and manual testing machines. Our Testing and QC team coupled with our testing equipment’s ensure the quality of raw material dispensed in the production process.
- 4. Packaging and Storing** - All goods are packed in Jut Bag/ Plastic bags in fixed weight as per demand of customer. Mostly all goods are stored in the premises in quality wise stack.
- 5. Distribution of Products** – The Products are distributed in fully loaded trucks on the instruction of Customer and we also arrange to provide transportation facility to customers for smooth functioning of business.

## OUR PRODUCTS


Our Cattle Feed products are created with a deep understanding of Indian feeding practices and the breed and milk production levels of cows and buffaloes. They contain proteins, metabolic energy, minerals, fibre, amino acids and vitamins to meet the nutritional requirements of dairy cattle.

We offer a variety of Cattle Feeds to enhance milk production, reproductive ability and the overall health of cattle.

Experienced Nutritionist help us in formulating cattle feed through which we seek to increase the profitability of farmers and dairy farms.

Particulars	Cows (400 kg body wt.)	Buffaloes (500 kg body wt.)
For Maintenance	1.5- 2.0 kg	2.0-2.5 kg
For Milk Production (Per Liter)	400 grams	500 grams
For Pregnancy	2.0 kg (last two months)	2.0 – 2.5 kg (last two months)

Our Products are categorised as per the below mentioned table:

	<p><b>Delinted Cotton Seed:</b></p> <p>Delinted Cotton Seed is seed which has been processed by removing the linters and all impurities. Cotton seeds are delinted using mechanical method for removing linters which usually leaves about 1-5% residual linters on the seeds.</p> <p><b>Key Highlights:</b></p> <ul style="list-style-type: none"> <li>• The essential nutrients are intact during the process of delinting.</li> <li>• Whole cottonseed has high protein (23%), high energy in the form of fat (20%), and crude fiber (24%) on a dry matter basis.</li> <li>• Our delinted cottonseeds carries high proteins and vitamins which helps cattle to remain healthy for longer period of time.</li> <li>• Vitamins are the most important nutrients for cattle nutrition. It is the one that normally must be added to cattle diets.</li> <li>• The energy (fat) content of whole cotton seed makes it a valuable addition for cows under heat stress who may have a reduced appetite.</li> <li>• Adding Delinted Cotton Seed to the diet of early-lactation dairy cows usually increases total energy intake, which often boosts milk yields.</li> <li>• Feeding approx 5 kg of Delinted cotton seed per cattle per day is generally regarded as economical, effective, and safe.</li> <li>• Increases milk yield and fat in multiple ratio.</li> <li>• Our seed kernels are white (non heated) in color which enhances the cattle health and increases the milk production. However the heated cotton seed reduces the health of the cattle which affects milk production.</li> <li>• It's Perfect blend of glucose.</li> <li>• The yield for farmers increases as per unit cost is less compared to others due to more production.</li> <li>• The Product is available in 40-70 kg Jute and Digital PP Bags.</li> </ul>														
	<table border="1"> <thead> <tr> <th colspan="2">Nutritional Value</th> <th>Our Brands</th> </tr> </thead> <tbody> <tr> <td>Proteins</td> <td>20-25%</td> <td>• Narmada Super Feed</td> </tr> <tr> <td>Fat</td> <td>15-20%</td> <td>• Kala Sona</td> </tr> <tr> <td>Metabolic energy</td> <td>2300-3000 kcal per kg</td> <td>• Kesar Shri</td> </tr> <tr> <td>Colour of kemels</td> <td>White (non heated)</td> <td>• Janta</td> </tr> </tbody> </table>	Nutritional Value		Our Brands	Proteins	20-25%	• Narmada Super Feed	Fat	15-20%	• Kala Sona	Metabolic energy	2300-3000 kcal per kg	• Kesar Shri	Colour of kemels	White (non heated)
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**Cotton Seed Meal:**

Cotton Seed Meal is a high protein by-product from the extraction of oil from whole cottonseed. There are two different processing methods used to extract the oil from the cottonseed, and they differ in the amount of oil (fat) they leave in the meal. The amount of oil left in the meal affects its energy value.

Cotton Seed meal is used as a protein supplement and can replace all of the soybean meal in the ration.

**Key Highlights:**

- Our cotton seed meal carries high proteins and vitamins which helps cattle to remain healthy for longer period of time.
- Vitamins are the most important nutrients for cattle nutrition. It is the one that normally must be added to cattle diets.
- Adding cotton seed meal to the diet of early-lactation dairy cows usually increases total energy intake, which often boosts milk yields.
- Increases milk yield and fat in multiple ratio.
- Perfect blend of glucose
- Rich in nutrition, contains tryptophan, methionine and high-content vitamin.
- Method of feeding: The best use of the product is to soak it in water before one hour of feeding to increase the content of Fat and to enrich the product with proteins.
- The yield for farmers increases as per unit cost is less compared to other due to more production.
- The Product is available in 50-70 kg Jute and Digital PP Bags.

Nutritional Value	
Proteins	20-38%
Fat	5-20%
Metabolic energy	2300-3000 kcal per kg



**Cattle Feed (Mesh)**

Cattle feed mesh (Pashu Aahar) is the mixture of quality grains, oil cakes/ meals, brans, molasses, minerals and vitamins, to create a highly palatable appetizer for cattles with balanced source of essential nutrients required for body maintenance, growth and milk production.

**Key Highlights:**

- Rich in vitamins B complex, amino acids and minerals which is the most important nutrients for cattle nutrition. It is the only one that normally must be added to cattle diets. It is necessary for bone development, sight, and maintenance of healthy epithelial tissues
- It enhances milk production
- Protect from heat stress due to cooling content of de-oiled cake and grains like barley
- Faster recoveries for calves
- Improves fertility

**The ingredients of cattle feed mesh includes:**

• Grains	• De-oiled Rice Bran
• Rich Polish Fine	• Various types of broken grains and cereals
• Molasses	• Mineral Mixture
• Grounded Salt	• Vitamins
• Oil seed extracts like Soya, Palm, Sal, Mustard Cotton Seed, Shea	• Many other agricultural ingredients
	• The product is available in 50-70 kg Jute and Digital PP Bags

Nutritional Value		Our Brands
Proteins	12-25%	• Kaju Katri
Fat	2-4%	• Kesar Shri
Metabolic energy	2200-3500 kcal per kg	• Gopala



**Maize Meal:**

It is manufactured from fresh maize of good quality, free from foreign materials, substances hazardous to health, excessive moisture, insect damage and fungal contamination and shall comply with all relevant national food laws and standards.

**Key Highlights:**

- The product is rich in minerals, amino acids, vitamins and crude fibres which enhances the health of cattles.
- Our product contains Maize: 99.98 % by weight
- It contains fat 2-2.5%
- It contains protein approx. 8 %
- It is used as a source of metabolic energy of approx. 3300 kcal for the cattle.
- Beneficial for poultry feeding
- Improves immunity status of cattles and poultry
- Improves metabolism
- Available in 50kg in Digital PP bags

Our Brands	
•	Narmada Maize Meal



**Cotton Seed Oil Cake:**

Cotton seed oil cake is made after extracting oil from cotton seed. This way it is residual part of cotton seed with available of oil content. An expeller press is a machine that squeezes oil through a cotton seed, using continuous pressure and friction. Cotton seed oil cake is generally used as wholesome food supplement for cattle feed for the healthy growth and development of cattles.

**Key Highlights:**

- Cotton seed oil cake is very useful for as a feed for cattle
- Cotton seed oil cake is majorly used as cattle feed since it has around 35% protein content in it.
- It is good source of nutrition for cattle
- Cotton Seed Oil Cake contains a large amount of protein, oil which makes it highly desirable for animal feed
- Slight content of oil enhances the productivity and the fat content of the milk.
- Better growth & enhances milk yield
- Available in 50 kgs in digital PP bags

Nutritional Value	
Proteins	20-22%
Oil content	7-8%
Fiber	12-14%
Color	Natural Green
Metabolic energy	2500-3000 kcal



**Maize Oil Cake:**

Maize Oil Cake ("MOC") is very rich in nutrition and provides the cattle with the required amount of proteins and fat for their everyday diet. MOC also contains calcium, dietary fiber, and various other nutrients. It is also an excellent feed for buffalo, goat, horse and camels.

**Key Highlights:**

- Our Maize oil cake also contains dietary fiber, and various other nutrients.
- Enhances the milk fat%.
- Maize Cake contains higher amounts of unsaturated fatty acids which increases animal fertility.
- Maize Cake is free from chemicals/pesticides or any additives; this helps in boosting overall health and immunity of the cattle.
- It has excellent digestibility as the unrefined fiber material is only 8-10%.
- The dietary fiber is around 80-90 % of total fibre
- Maize oil cake is enriched with Vitamin E that is highly beneficial in the reproduction process of dairy Cattle.
- Maize Cake contains approximately 8-12% oil and 18- 22% protein which helps in increasing the milk yield as well as boosts physical strength of cattle.



	<ul style="list-style-type: none"> <li>• Maize oil cake improves the animal health and resistant power against the diseases.</li> <li>• It is easily digestive with low fat and high protein value.</li> <li>• Feeding Maize Cake increases fat level in the milk</li> <li>• Maize Oil Cake is Excellent feed for cow, buffalo, goat, horse and camel</li> <li>• Available in 50 kgs Digital PP bags.</li> </ul>										
	<table border="1"> <thead> <tr> <th colspan="2">Nutritional Value</th> </tr> </thead> <tbody> <tr> <td>Proteins</td> <td>18-22%</td> </tr> <tr> <td>Oil content</td> <td>8-10%</td> </tr> <tr> <td>Metabolic energy</td> <td>2500-3000 kcal</td> </tr> <tr> <td>Color</td> <td>Yellowish</td> </tr> </tbody> </table>	Nutritional Value		Proteins	18-22%	Oil content	8-10%	Metabolic energy	2500-3000 kcal	Color	Yellowish
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	<p><b>Multi Grain Meal High Protein:</b></p> <p>Multi Grain Meal is highly rich in calcium, protein and fibres. This is free from any foul smell and highly suitable for poultry feeding as well. This feed is best for the development for the improve health of the cattle. The minerals, vitamins and protein in the Multi Grain Cattle Feed are enough for their good health.</p> <p><b>Key Highlights:</b></p> <ul style="list-style-type: none"> <li>• It contains Barley, wheat, millets, sorghams, maize, soya bean, oats, Soyabean DOC Like soya, palm, sal, mustard cotton seed, shea</li> <li>• Perfect blend of amino acids, glucose</li> <li>• Enhances cattle health and simultaneous milk production.</li> <li>• Available in 50 kgs digital PP bags</li> </ul>								
	<table border="1"> <thead> <tr> <th colspan="2">Nutritional Value</th> </tr> </thead> <tbody> <tr> <td>Proteins</td> <td>12-40%</td> </tr> <tr> <td>Fat</td> <td>02-05%</td> </tr> <tr> <td>Metabolic energy</td> <td>2500-3500 kcal</td> </tr> </tbody> </table>	Nutritional Value		Proteins	12-40%	Fat	02-05%	Metabolic energy	2500-3500 kcal
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	<p><b>Compound Cattle Feed:</b></p> <p>Our cattle feed pellet is an all-in-one pellet form feed made by feed pellet mill through great pressure. Our Cattle feed Pellet is a kind of feed that is not only for oxen, cows, cattle but also for sheep, and goat reared for their milk and meat. It contains protein, minerals, and other nutrients which are useful for beef and milk production and survival of the animals.</p> <p><b>Key Highlights:</b></p> <ul style="list-style-type: none"> <li>• High in energy and balanced for vitamins, proteins, and minerals,</li> <li>• It contains 75% total digestive elements</li> <li>• Helps an animal to build strong immunity,</li> <li>• It leads to improving their health</li> <li>• The blend of all Ingredients and nutrition feed can satisfy the development of cattle,</li> <li>• Improve the digestion system</li> <li>• Enhance the overall performance of livestock.</li> <li>• It enhances milk production as well as fat content of milk.</li> <li>• Keep animals in positive energy balance</li> <li>• Growing animals should be fed 1 to 1.5 kg of compound cattle feed daily.</li> <li>• Perfect blend of glucose</li> <li>• Available in 40 kg to 70 kg in Jute and Digital PP Bags.</li> </ul>															
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**Cotton Linter:**

Cotton Linters are usually obtained by delinting ginned seeds. This cotton is the fuzz on cotton seeds which have been combed out of the long fiber cotton used for cloth. This fuzz or linters is cut off the seeds before the seeds are made into cottonseed oil. It is used in higher grades of cotton batting. Although very resilient, First Shear cotton Linters, by itself, is not very stable in a futon. It is best used in combination with staple cotton. Second Shear linter cotton is a lower quality cotton that is cut from cotton seeds at a cottonseed oil mill.

Our production is based on mill cut cotton linter. It is used in higher grades of cotton batting.

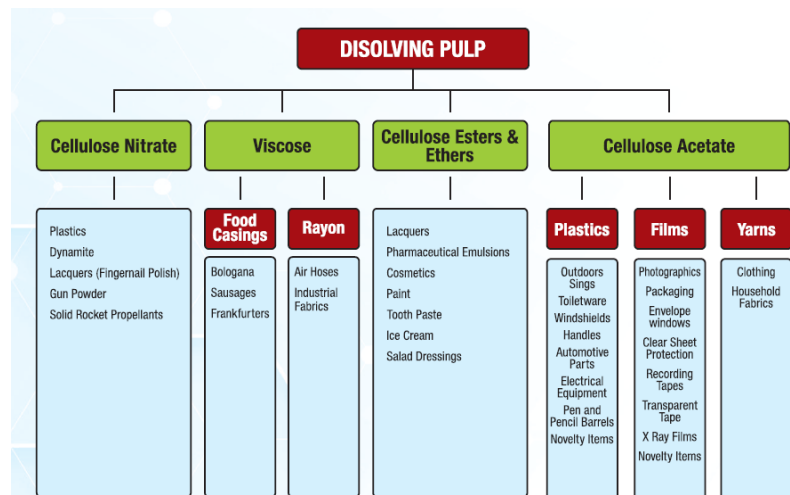


**Bleached Cotton Linter:**

Bleached Cotton Linters (“BCL”)/ Cellulose Pulp is a high viscose fluffy high value fiber consists of highest proportion of cellulose with minimum amounts of non-cellulosic material as compared to other source of Cellulose like Wood Pulp. Bleach Cotton Linter has a wide range of applications including:

**Key Highlights of our Cotton seed meal:**

- Enriched with Alpha/ nitrocellulose.
- Cotton linters pulp with medium to low viscosity used for manufacturer of Propellant Grade Nitrocellulose
- BCL Pulp with high brightness used for production of specialty Papers, Boards & Pads.
- Very high to medium Viscosity Bleached cotton linters are used for manufacture of Cellulose Ethers such as CMC, PAC etc.
- Purified cellulose for production of Industrial Nitrocellulose, Cellulose Acetate & Specialty Papers.




**Gwar Karma:**

It is the hull part of the guar seed which is split from the seed. The hull is grounded and then roasted in natural ways without the addition of any chemicals. It is low in lignin which is good for ruminants and high in protein, dietary fiber and energy that makes it perfect to be used in animal feed. It is available in powder form and its protein content is 38%.

Guar meal karma is primarily used as an important raw material in the production of animal feeds, especially for cattle, fish, poultry, swine, etc. The processed form of this product is suitable to feed animals and it suits better than the one in unprocessed condition. It helps to fatten cattle in short time period. Before processing it carries a different odor not much pleasant. But in purified condition, it becomes without any foul smell and stays completely consumable. In earlier days soya meal had been in usage in the food preparation of animals, while considering the cost factor, guar meal karma remains one of the cost effective and fruitful alternatives for farmers in India and many of them have shifted their preference to this merchandise.

This product suits best for routine feed for dairy cattle and the quantity of feed can gradually be increased day by day depending on how the animals accept. It is preferred because of its excellent nutritive value and good source of protein content, amino acid, etc. Adding up to 10% of karma with usual animal feed is the safe consumption level.

**Key Highlights:**

	<ul style="list-style-type: none"> <li>• It is basically the germ part of the guarseed and is obtained after the guar gum is extracted from the seeds</li> <li>• To increase its digestibility Guar Karma is toasted to make it palatable and more nutritious</li> <li>• The roasted Guar Karma is free of anti-nutritive elements, such as antitrypsin inhibitor</li> <li>• Excellent replacement of Soyabean Meal with highest protein value and lower cost advantage</li> <li>• Provides high digestibility</li> <li>• Contains desirable amount of amino acid</li> <li>• Contains comparatively high percentage of energy content than soya meal, for example 4050 Kcal/ Kg is the energy content of karma</li> <li>• It is composed of high digestible fiber</li> <li>• Available in 50kg to 70kg in Jute and Digital PP Bags.</li> </ul>																																
	<p><b>Poultry Feed:</b></p> <p>Poultry feeds are special food for domesticated Poultry that keeps their body health and improves the quality of their products. Each type of poultry has its own category of feed which contain all the essential nutrients required for their wellbeing. Poultry with necessary nutrients to meet their requirements for maintenance, growth, to reduce the risks of Poultry health and to minimize excretions and emissions into the environment, the processed Poultry feed are required.</p> <p>We are dealing in all 0-72 weeks of layers and pre-starter to finisher broiler with nutrient value as indicated below:</p> <p><b>Energy sources of our poultry feed are:</b></p> <ul style="list-style-type: none"> <li>• Grains and seeds</li> <li>• Milling by-products</li> <li>• Molasses</li> <li>• Roots and tubers</li> </ul> <table border="1" data-bbox="596 987 1390 1171"> <thead> <tr> <th colspan="8">Nutrients Composition</th> </tr> <tr> <th>Composition</th> <th>Pre - starter</th> <th>Starter</th> <th>Finisher</th> <th>Chicks</th> <th>Grower</th> <th>Layer I</th> <th>Layer II</th> </tr> </thead> <tbody> <tr> <td>Crude Protein</td> <td>23</td> <td>22</td> <td>20</td> <td>20</td> <td>16</td> <td>18</td> <td>16</td> </tr> <tr> <td>Metabolic Energy (kcal)</td> <td>3000</td> <td>3100</td> <td>3200</td> <td>2800</td> <td>2500</td> <td>2600</td> <td>2400</td> </tr> </tbody> </table>	Nutrients Composition								Composition	Pre - starter	Starter	Finisher	Chicks	Grower	Layer I	Layer II	Crude Protein	23	22	20	20	16	18	16	Metabolic Energy (kcal)	3000	3100	3200	2800	2500	2600	2400
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## **OUR COMPETITIVE STRENGTHS**

- **Quality Assurance and Standards:**

We believe in providing our customers the best possible quality by products and our Company is ISO 9001:2015 certified. Quality standards followed right from the beginning are very stringent, and adhere during the manufacturing and processing process. We are very particular and stringent about hygiene and fumigation throughout the processing process. Our dedicated efforts towards the quality of products, processes and inputs have helped us gain a competitive advantage over others. We believe that our quality products have earned us a goodwill from our customers, which has resulted in repeat services orders from many of them.

- **Experienced Management Team:**

Our promoters are experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Our Company started its operations in the year 2012-13 and since then we have witnessed consistent and stable growth. Our Promoters have significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

- **Extensive distribution network:**

Our distribution network ensures our product availability to our customers translating into efficient supply chain, focused customer service and short turnaround times for product delivery. Our delivery base is supported by an efficient sub dealer and distribution network and sales team and making our products available on the shelf across most places at all times thereby reducing dealer stock levels and increased annual sales.

- **Cost Effective sourcing and Strategic Location of Manufacturing Unit:**

We believe that our cost efficient manufacturing and supply chain management results in a significant reduction in our operational costs. With our experience, we are able to gauge our procurement of raw materials in timely manner. Further, our manufacturing units, situated within the state of Gujarat are ensured with sufficient raw material supply which is locally procured. The location of our current manufacturing facilities gives us a significant competitive cost advantage in terms of raw material sourcing manufacturing and labour costs and enables us to address the western markets efficiently.

## **OUR BUSINESS STRATEGIES**

- **Product Innovation and Diversification:**

**Invest in R&D:** Focus on developing innovative and nutrient-rich feed formulations that cater to the specific needs of different livestock and poultry segments. Utilize advanced technologies and ingredients to create high-performance feeds.

**Expand Product Range:** Introduce new products tailored for various animal categories, including specialty feeds for aquaculture, pet foods, and organic feed options. This diversification helps mitigate risks and capture a broader market.

- **Strengthen supply chain and procurement:**

**Build Strategic Partnerships:** Establish alliances with local and international suppliers to ensure a stable and cost-effective supply of raw materials. Consider vertical integration by investing in raw material production facilities.

**Enhance Logistics:** Optimize logistics and distribution networks to improve efficiency and reduce costs. Implement advanced supply chain management systems to ensure timely delivery and minimize wastage.

- **Expand market presence:**

**Geographical Expansion:** Explore new markets both within India and internationally. Focus on regions with high growth potential, such as Southeast Asia and the Middle East, to increase export revenues.

**Local Penetration:** Strengthen presence in underserved domestic markets by establishing regional distribution centers and leveraging local marketing strategies to enhance brand recognition and customer loyalty.

- **Leverage Digital Technologies**

**Adopt Digital Solutions:** Implement digital tools for better farm management, including mobile apps for farmer education, real-time monitoring of animal health, and feed usage. Utilize big data and analytics to optimize feed formulations and improve animal performance.

**E-commerce Platforms:** Develop e-commerce platforms for direct sales to farmers, reducing intermediary costs and improving profit margins. Provide online advisory services to assist farmers in selecting the right feed products.

- **Focus on sustainability:**

**Sustainable Sourcing:** Ensure sustainable sourcing of raw materials by adopting eco-friendly practices and promoting the use of by-products such as DDGS (Distillers Dried Grains with Solubles) from the ethanol industry.

**Environmental Stewardship:** Implement measures to reduce the environmental impact of feed production, such as reducing greenhouse gas emissions, optimizing water usage, and promoting recycling and waste management practices.



- **Customer Relationship Management:**

**Farmer Education Programs:** Conduct regular training and awareness programs for farmers to educate them on the benefits of using high-quality feed and best practices in animal husbandry. Build long-term relationships by providing value-added services.

**Feedback Mechanisms:** Establish robust feedback mechanisms to gather insights from customers, helping to continuously improve products and services. Use this feedback to drive innovation and enhance customer satisfaction.

- **Regulatory compliance and advocacy:**

**Compliance:** Ensure strict adherence to all local and international regulatory standards to maintain product quality and avoid legal issues. Regular audits and certifications can help in maintaining high standards.

**Policy Advocacy:** Engage with policymakers to advocate for favorable regulations and support for the feed industry. Participate in industry associations to influence policy decisions and stay updated on regulatory changes.

### **SWOT ANALYSIS**

<p><b>Strengths</b></p> <ul style="list-style-type: none"> <li>○ Diversified Product Range</li> <li>○ Established Distribution Network</li> <li>○ Focus on Innovation</li> <li>○ Strong Export Market</li> </ul>	<p><b>Weakness</b></p> <ul style="list-style-type: none"> <li>○ Volatility in Raw material prices</li> <li>○ Regulatory challenges</li> <li>○ Fragmented Market</li> <li>○ Limited awareness and adoption of Innovations</li> </ul>
<p><b>Opportunities</b></p> <ul style="list-style-type: none"> <li>○ Growing demand for Animal Protein</li> <li>○ Government support and policies</li> <li>○ Technological advancements</li> <li>○ Expansion in export markets</li> </ul>	<p><b>Threats</b></p> <ul style="list-style-type: none"> <li>○ Price competition and margins</li> <li>○ Climate change and environmental issues</li> <li>○ Disease outbreaks</li> <li>○ Dependency on Imports</li> </ul>

### **COMPETITION**

We face the competition in our business from other existing traders and manufacturers of same products. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products. Our industry is highly competitive while being unorganized and fragmented. This market is not governed directly by any regulations or any governmental authority. The players in the informal education market are mostly small and unrecognized. We face competition from both organized and unorganized players in the market and more specifically from different players for different sections to which we offer our Products.

### **SALES & MARKETING**

Our success lies in the strength of our relationship with our customers. Our Chairman cum Managing Director & Chief Financial Officer and Whole-time Director, through their vast experience and good rapport with customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, we regularly interact with them and focus on gaining an insight into their other additional needs and requirements. Our Company has good marketing network and good customer base for cattle feed. We have already well established market and the Company has very good reputation among its customers and suppliers. Further the Company is into B2B segment, products are sold through a network of commission agents, brokers, distributors spread across Gujarat, Madhya Pradesh and Rajasthan. The Company has a long association with these intermediaries. These intermediaries in turn sell the products to retailers & direct consumers.

### **MARKETING STRATEGY**

In future, we intend to focus on following marketing strategies:

- Focus on existing markets and increasing our customer base;
- Continuously holding markets trends;
- Supply of quality products; and
- Timely fulfillment of order quantity.

## INSURANCE

We maintain a range of insurance policies to cover our assets, risks and liabilities. Substantially all of our insurance policies related to our factory and our movable property provide appropriate coverage in relation to fire, explosions, floods, inundations, earthquakes, landslides. 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. We have Burglary and Standard Fire Policy.

Following are the list of policies taken by the Company:

Sr. No.	Name of the Policy	Policy No.	Insurance Company	Coverage amount	Expiry Date
1.	Fire Basic Cover (Building, Plant & Machinery, Furniture Fixture & Fittings and Stock in process), Burglary Insurance (Stocks)	300200112310000417	National Insurance Company Limited	Rs. 18,50,00,000/-	30/09/2024

## LAND AND PROPERTIES

Sr. No.	Type of Property	Description of Property	Area	Vendors Details	Purchase Consideration (In Rs.)	Date of Purchase	Title	Activity
1.	Commercial	Revenue Block. 613, of Village Ij pura (Jethaji) Tal. Jotana. Dist Mehsana Gujarat India	7500 sq.mt	Babulal Shree Ram Agarwal & Shailesh Babulal Patel	Rs. 32,00,000/-	August 26, 2013	Owned by Narmada Agrobases Limited	Registered Office and Factory

The following are the properties taken on lease/ rent:



Sr. No.	Location of the Property	Document and Date	Licensor/ Lessor	Lease Rent/ License Fee	Lease/ License period		Activity
					From	To	
1.	Old Revenue Survey No. 613, New Revenue Survey No. 194, IJPURA (Jethaji), Dhanpura Road, Jotana, Dist. Mehsana, Gujarat.	Leave and License Agreement entered on December 13, 2017 between Neeraj Sureshchandra Agrawal along with Sureshchandra Kalyanmal Gupta and Narmada Agrobases Limited for period of 25 years	Neeraj Sureshchandra Agrawal along with Sureshchandra Kalyanmal Gupta	Rs. 5000/- per month	January 01, 2018	December 31, 2042	Building/ Plant/ Structure for Cotton seed factory & all other business and warehouse purpose
2.	Cabin area situated at 401 Silicon Tower, Nr. Samartheshwar Mahadev	Leave and License Agreement entered on June 03, 2022 between	Abhishek Sureshchandra Agrawal	Rs. 3,000/- per month	01/06/2022	01/05/2032	Building/ Plant/ Structure for Cotton seed factory & all other business

Temple, Law Garden, Navrangpura, Ahmedabad – 380009, Gujarat	Abhishek Sureshchandra Agrawal and Narmada Agrobases Limited for period of 9 years and 11 months					and warehouse purpose
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## INTELLECTUAL PROPERTY


- TRADE MARKS ACT, 1999**

Our Company has a registered a brand name under Trade Marks Act 1999, details of which are as under:

Sr. No.	Logo/ Brand	Certificate no.	Trademark no.	Certificate date
1.		1564368	3374089	September 28, 2016
2.		2519417	4102427	February 28, 2019

Further, our Company has applied for registration of new brand names under Trade Marks Act 1999. The details of our application are as under:

Sr. No.	Logo	Date of Application	Application No.	Class	Current Status
1.		22/10/2021	5184300	31	Opposed
2.		22/10/2021	5184301	31	Opposed
3.		22/10/2021	5184302	31	Opposed
4.		07/01/2023	5755057	31	Objected
5.		07/01/2023	5755055	31	Objected
6.		07/01/2023	5755056	31	Objected
7.		07/01/2023	5755054	31	Objected

8.		07/01/2023	5755058	31	Objected
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- **COPYRIGHT ACT, 1957**

Our Company has a registered a brand name under Trademarks Act 1999, details of which are as under:

Sr. No.	Class and description of work	Registration No.	Title of work	Date	Status
1.	Artistic work label of NARMADA KALA SONA WITH DEVICE OF COW	A-152221/2024	NARMADA KALA SONA	31/08/2023	Published

The following description is a summary of certain sector-specific statutes, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to us in order to carry out our business and operations in India. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The description set out below is only intended to provide general information to the investors and may not be exhaustive and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled **“Government and other Approvals”** on page no. 184 of this Letter of Offer.

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled **“Government and other Approvals”** on page no. 184 of this Letter of Offer.

## APPLICABLE LAWS AND REGULATIONS

### I. BUSINESS/ TRADE RELATED LAWS/ REGULATIONS

- **Food Safety and Standards Act, 2006**

The Food Safety and Standards Act, 2006 is a comprehensive legislation that consolidates various laws related to food safety and establishes the Food Safety and Standards Authority of India (FSSAI) to regulate the food industry. The Act aims to ensure the availability of safe and wholesome food for human consumption by laying down science-based standards for articles of food and regulating their manufacture, storage, distribution, sale, and import. While FSSAI primarily oversees food safety for human consumption, it also sets standards and regulations for animal feed to ensure the overall safety and quality of food products derived from animals, such as milk, meat, and eggs. The rationale is that the quality of animal feed directly impacts the safety of the food products consumed by humans. FSSAI has established specific standards for various types of animal feed, including cattle feed, to ensure they are free from contaminants and of high nutritional value. Manufacturers of animal feed, including cattle feed, must obtain the necessary licenses and registrations from FSSAI. This helps in maintaining a controlled and monitored supply chain. There are stringent labeling requirements for animal feed products. Labels must provide detailed information about the ingredients, nutritional content, and usage instructions to ensure transparency and safety. FSSAI mandates adherence to Good Manufacturing Practices for animal feed manufacturers to ensure the production process is hygienic and meets safety standards. Regular inspections and audits are conducted by FSSAI to ensure compliance with the established standards and regulations. Non-compliance can lead to penalties or suspension of licenses. The regulations emphasize rigorous quality control measures, including testing for contaminants like aflatoxins, heavy metals, pesticides, and other harmful substances. FSSAI regulations play a crucial role in the cattle feed industry by ensuring the feed is safe, nutritious, and free from harmful substances, ultimately contributing to the safety of animal-derived food products for human consumption.

- **Prevention of Food Adulteration Act, 1954**

The Prevention of Food Adulteration Act, 1954 is a significant legislation in India aimed at preventing the adulteration of food items to ensure the safety and quality of food consumed by the public. Enacted on September 29, 1954, this Act defines adulteration and outlines various scenarios where an article of food can be deemed adulterated. It covers instances where food sold does not meet the standards expected by the consumer, contains harmful substances, is processed under unhygienic conditions, or includes elements unfit for human consumption like diseased animal parts or poisonous ingredients. The Act extends to the entire country and has been pivotal in setting standards to combat food adulteration, ensuring that food products meet specified quality and purity criteria. The Act has evolved over time through amendments in 1964, 1976, and 1986, reflecting the ongoing efforts to enhance food safety regulations in India.

The Prevention of Food Adulteration Act, 1954, primarily addresses the adulteration of food meant for human consumption. However, the principles of this act can indirectly apply to the cattle feed industry because the quality of cattle feed directly impacts the safety and quality of animal-derived food products consumed by humans. Ensuring the cattle feed is free from adulterants and contaminants is essential for the health of the animals and the safety of the food products they produce. Therefore, while the act may not directly govern cattle feed, its objectives support the regulation of feed quality to prevent food adulteration at the source.

- **Bureau of Indian Standards**

The Bureau of Indian Standards (BIS) extends its applicability to the food color industry in India, where it plays a crucial role in ensuring quality and safety standards. BIS develops Indian Standards for various products, including food colors, making certification from BIS mandatory for certain food colors to be sold in the country. Manufacturers, both domestic and foreign, are required to obtain a BIS license to use the ISI mark on their food color products, with the certification process involving adherence to relevant Indian Standards, license application, and scrutiny through audits and sample testing by BIS before approval is granted. Selling food colors without the ISI mark is deemed illegal and can result in criminal charges, imprisonment, and fines, while imported food colors lacking a BIS license will face customs restrictions from July 1, 2023. This stringent certification framework ensures that food colors in the market meet specified quality and safety criteria, aligning with BIS's overarching objective of safeguarding consumer health and promoting product excellence in the food industry.

- **The Legal Metrology Act 2009**

The Legal Metrology Act, 2009 (“LMA”) provides for establishing uniform standards of weights and measures regulate trade in weights, and other goods which are sold or distributed by weight, measure or number. Every manufacturer, repairer and seller shall have to obtain a license from the respective 148 Controller. The Act allows Govt. approved test centers to verify weights and measures.

- **The Registration, Evaluation, Authorization, and Restriction of Chemicals (REACH)**

The Registration, Evaluation, Authorization, and Restriction of Chemicals (REACH) Regulation is a European Union regulation that addresses the production and use of chemical substances and their potential impacts on human health and the environment. The main goals of REACH are to improve the protection of human health and the environment from the risks posed by chemicals, while enhancing the competitiveness of the EU chemicals industry. Key aspects of REACH include registration, where companies must register chemical substances manufactured or imported into the EU in quantities exceeding 1 metric ton per year, and registrations are submitted to the European Chemicals Agency (ECHA) through the IUCLID website. Evaluation involves ECHA evaluating individual registrations for compliance, and EU Member States evaluating selected substances to clarify initial concerns for human health or the environment. Authorization allows substances of very high concern to be subject to authorization to ensure risks are adequately controlled or justified by socio-economic grounds, and by March 2019, authorizations had been granted 185 times, with no eligible request ever having been rejected. Restriction enables authorities to restrict the use of hazardous substances if their risks are unmanageable, and restrictions can be introduced across the European Community where shown to be necessary. REACH places the burden of proof on companies to identify and manage risks linked to the substances they manufacture and market in the EU, and it impacts a wide range of companies across many sectors, even those not directly involved with chemicals.

- **The Customs Act, 1962**

The Customs Act, 1962 is an Act of the Parliament of India that consolidates and amends the law relating to customs. It was enacted on December 13, 1962, and came into force on February 1, 1963. The Act is administered by the Ministry of Finance, Department of Revenue, and is responsible for regulating the import and export of goods into and out of India. Key provisions include the power of customs officers to search and inspect persons and places, summon witnesses, and require the production of documents, as well as the disposal of seized goods. The Act has undergone several amendments, including making offenses under the Act bailable in 2012 and substituting the term "Principal Commissioner of Customs" for "Commissioner of Customs" in several sections in 2014.

- **The Gujarat Cotton Seeds (Regulation of Supply, Distribution, Sale and Fixation of Sale Price) Act, 2008**

The Gujarat Cotton Seeds (Regulation of Supply, Distribution, Sale and Fixation of Sale Price) Act, 2008, is a state-specific law enacted to regulate the supply, distribution, sale, and fixation of sale prices of cotton seeds in the state of Gujarat. The Act defines various terms, appoints a Cotton Seeds Controller to regulate the supply, distribution, and sale of cotton seeds, and empowers the Controller to issue orders, direct sales, and ensure compliance with quality standards. It also requires vendors to obtain a license, establishes seeds testing laboratories, provides for compensation to farmers if seeds fail to meet expected agronomic performances, and appoints Seeds Inspectors and Seeds Analysts. The Act repeals the Gujarat Cotton Seeds (Regulation of Supply, Distribution, Sale and Fixation of Sale Price) Ordinance, 2008, and ensures the quality and authenticity of cotton seeds sold to farmers, thereby protecting their interests. The Ikhedut Gujarat system is a portal that provides various services related to agriculture, including the issuance and renewal of licenses for

fertilizers, seeds, and pesticides. This system is managed by the Gujarat government and aims to streamline the process of obtaining these licenses, making it more efficient and accessible for farmers and other stakeholders involved in the agricultural sector.

- ***The Gujarat Essential Commodities and Cattle (Control) Act, 2005***

The Gujarat Essential Commodities and Cattle (Control) Act, 2005, regulates the production, supply, and distribution of essential commodities, including cattle feed, in Gujarat to ensure availability, fair pricing, and quality. It mandates licensing for producers and sellers, prevents hoarding and black marketing, enforces quality control, and prescribes penalties for non-compliance, thereby supporting the agricultural sector and ensuring the safety of animal-derived food products.

- ***The Gujarat Fertilizer Control Order, 1985***

The Gujarat Fertilizer Control Order, 1985, is a regulation that governs the distribution and sale of fertilizers in the state of Gujarat. It requires all dealers, including manufacturers, pool handling agencies, wholesale dealers, retail dealers, and industrial dealers, to register with the registering authority and obtain a certificate of registration. The order specifies the standards and specifications for different types of fertilizers, lays down requirements for laboratory facilities in manufacturing units, and allows the Central Government to fix maximum prices for fertilizers. Dealers must display stock positions and price lists, issue cash or credit memoranda to purchasers, and comply with the order's provisions, which are enforced by registering authorities and inspectors who must possess specific qualifications.

## **II. ENVIRONMENTAL LAWS**

- ***The Environment (Protection) Act, 1986 (“EPA”), Environment Protection Rules, 1986 (the “EP Rules”) and the Environmental Impact Assessment Notification, 2006 (“EIA Notification”)***

The EPA has been enacted for the protection and improvement of the environment. EPA empowers the government to take all measures to protect and improve the quality of environment, such as by laying down standards for emission and discharge of pollutants, providing for restrictions regarding areas where industries may operate and laying down safeguards for handling hazardous substances, amongst others. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. It is also in the form of an enabling law, which delegates wide powers to the executive to enable bureaucrats to frame necessary rules and regulations.

Further, the EP Rules specifies, inter alia, the standards for emission or discharge of environmental pollutants, prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EPA or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

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

The Water Pollution Act aims to prevent and control water pollution. This legislation provides for the constitution of a central pollution control board and state pollution control boards. The functions of the central board include Coordination of activities of the state boards, collecting data relating to water pollution and measures for the prevention and control of water pollution and prescription of standards for streams or wells. The state pollution control boards are responsible for planning for programmes for prevention and control of pollution of streams and wells, collecting and disseminating information relating to water pollution and its prevention and control; inspection of sewage or trade effluents, works and plants for their treatment and reviewing of the specifications and data relating to plants set up for treatment and purification of water; laying down or annulling the effluent standards for trade effluents and for the quality of the receiving waters; and laying down standards for treatment of trade effluents to be discharged. If the required standards and conditions are not complied with, the relevant SPCB may serve a notice on the concerned person and cause the local magistrate to pass an injunction to restrain the activities of such person and impose fines.

The Water Pollution Act prohibits any person from establishing any industry, operation or process or any treatment and disposal system, which is likely to discharge trade effluent into a stream, well or sewer without taking prior consent of the state pollution control board. Under section 25 of the Water Pollution Act, the state board may give its consent for the establishment of the industry subject to conditions that it may impose and for a duration that it may specify. Having given consent, it can review its consent or the conditions imposed and revoke or alter any of them. Subject to the other provisions of the legislation, the state board may issue directions for the closure, prohibition or regulation of any industry.

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

Pursuant to the provisions of the Air Act, as amended, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Boards required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the provisions of the Air Act include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. If an area is declared by the state government to be an air pollution control area, then, no industrial plant may be operated in that area without the prior consent of the State Pollution Control Board. Under the Air Act, the Central Pollution Control Board has powers, inter alia, to specify standards for quality of air, while the State Pollution Control Boards have powers, inter alia, to inspect any control equipment, industrial plant or manufacturing process, to advise the state government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

- ***Environment Impact Assessment Notifications***

The Environment Impact Assessment Notification S.O.60(E), issued on January 27, 1994 (—1994 Notification) under the provisions of the Environment Act, as amended, prescribes that for the construction of certain power projects specified in the 1994 Notification, in the case of new projects, if the investment is more than `1,000 million and in the case of expansion or modernization projects, if the investment is more than `500 million the prior environmental clearance of the Ministry of Environment and Forest (—MoEF) is required. The environmental clearance must be obtained from the MoEF according to the procedure specified in the 1994 Notification. No construction work, preliminary or other, relating to the setting up of a project can be undertaken until such clearance is obtained. The application to the MoEF is required to be accompanied by a project report which should include, inter alia, an Environmental Impact Assessment Report and an Environment Management Plan. The Impact Assessment Authority evaluates the report and plan submitted. Such assessment is required to be completed within a period of 90 days from receipt of the requisite documents from the project developer / manager. Thereafter, a public hearing has to be completed and a decision conveyed within thirty days. The clearance granted is valid for a period of five years from the commencement of the construction or operation of the project. The project developer / manager concerned are required to submit a half yearly report to the Impact Assessment Authority to enable it to effectively monitor the implementation of the recommendations and conditions subject to which the environmental clearance has been given. If no comments from the Impact Assessment Authority are received within the time limits specified above, the project will be deemed to have been approved by the project developer / manager. On September 14, 2006, the Environmental Impact Assessment Notification S.O. 1533 (—2006 Notification) superseded the 1994 Notification. Under the 2006 Notification, the environmental clearance process for new projects consists of four stages – screening, scoping, public consultation and appraisal. After completion of public consultation, the applicant is required to make appropriate changes in the draft Environment Impact Assessment Report and the Environment Management Plan. The final Environment Impact Assessment Report has to be submitted to the concerned regulatory authority for appraisal. The regulatory authority is required.

- ***The Public Liability Insurance Act, 1991***

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.



- **National Environmental Policy, 2006**

This 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 the National Environmental Policy:

- Conservation of Critical Environmental Resources;
- Intra-generational Equity: Livelihood Security for the Poor;
- Integration of Environmental Concerns in Economic and Social Development;
- Efficiency in Environmental Resource Use;
- Environmental Governance & Inter-generational Equity; and
- Enhancement of resources for Environmental Conservation.

- **Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Wastes Rules”)**

The Hazardous Waste Rules define the term “hazardous waste” and any person who has control over the affairs of a factory or premises or any person in possession of the hazardous or other waste is classified as an “occupier”. In terms of the Hazardous Waste Rules, occupiers have been, inter alia, made responsible for safe and environmentally sound handling of hazardous wastes generated in their establishments and are required to obtain license/ authorisation from the respective State PCB for generation, processing, treatment, package, storage, transportation, use, collection, destruction, conversion, offering for sale, transfer or similar activities in relation to hazardous waste. The Hazardous Waste Rules also prescribe the hierarchy in the sequence of priority of prevention, minimization, reuse, recycling, recovery and co-processing. Further, State PCBs are mandated to prepare an inventory of the waste generated, waste recycled, recovered and utilized including co-processed, re-exported and disposed, based on annual returns received from occupiers and operators, and submit it to the Central Pollution Control Board on an annual basis.

- **The Manufacture, Storage and import of Hazardous Chemical Rules, 1989 (“Rules”)**

The Rules are formulated under the Environment (Protection) Act, 1986. The Rules are applicable to an industrial activity in which a hazardous chemical which satisfies certain criteria as listed in the schedule thereto, and to an industrial activity in which there is involved a threshold quantity of hazardous chemicals as specified in the schedule thereto. The occupier of a facility where such industrial activity is undertaken has to provide evidence to the prescribed authorities that he has identified the major accident hazards and that he has taken steps to prevent the occurrence of such accident and to provide to the persons working on the site with the information, training and equipment including antidotes necessary to ensure their safety. Where a major accident occurs on a site or in a pipe line, the occupier shall forthwith notify the concerned authority and submit reports of the accident to the said authority. Furthermore, an occupier shall not undertake any industrial activity unless he has submitted a written report to the concerned authority containing the particulars specified in the schedule to the Rules at least 3 months before commencing that activity or before such shorter time as the concerned authority may agree.

### **III. LAWS RELATING TO EMPLOYMENT**

- **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (I) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees’ and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

➤ **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them.

The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

➤ **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

➤ **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

➤ **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

• **Industrial Relations Code, 2020**

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows:

➤ **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a lab or court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

➤ **Trade Unions Act, 1926**

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

➤ **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressed for workmen in different.

• **Code on Social Security, 2020**

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

➤ **Employee’s Compensation Act, 1923**

The Employees’ Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees’ Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees’ Act also lays down the duties/ obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees’ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/ serious bodily injury.

➤ **Employee’s State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and ‘employment injury’ and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

➤ **Employee’s Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

➤ **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, 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; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

➤ **Payment of Gratuity Act, 1972**

The Act 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 Employees' Pension Scheme, 1995**

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

• **Employees' Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

• **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013 (the "Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

- **Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”)**

The “CLPR Act” seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

- **Fire Prevention Laws and the National Building Code of India, 2016**

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance. The National Building Code (NBC) promulgates legal provisions governing the safety of individuals within specific categories of structures, encompassing public, residential, industrial buildings and others as stated within categories provided therein. These provisions encompass a wide array of critical aspects, including but not limited to fire safety, disaster management and precautions, as well as accessibility.

- **The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996**

The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996 were introduced by the Central Government of India to address chemical accidents. These rules define a chemical accident as an unintended incident involving hazardous chemicals that leads to exposure, injury, or damage. Hazardous chemicals are identified based on specific toxicity criteria or inclusion in designated schedules. The rules establish Central, State, District, and Local Crisis Groups responsible for preventing, preparing for, and responding to chemical accidents. The Central Crisis Group oversees post-accident situations, analyzes incidents, reviews emergency plans, and addresses inquiries. State Crisis Groups support state governments in planning and response efforts, while District Crisis Groups coordinate at the local level, monitor accidents, and ensure information dissemination. Local Crisis Groups focus on industrial site emergencies, developing local plans, training personnel, educating the public, conducting drills, and handling inquiries. Overall, these rules create a structured framework for managing chemical accident risks across different levels of governance in India.

- **The Gujarat Fire Prevention and Life Safety Measures Act, 2006**

The Gujarat Fire Prevention and Life Safety Measures Act, 2006 aims to ensure fire safety measures in various types of buildings across the state. The Act requires owners or occupiers of buildings to provide fire prevention and life safety measures, including minimum firefighting installations, and maintain them in good repair and efficient condition. It empowers the State Government to appoint a Fire Officer or Fire Supervisor in certain buildings and to make rules for the implementation of the Act. The Act also provides for the constitution of a special fund and the imposition of fees for fire services. Additionally, it requires buildings above 30 meters in height to fulfill specific fire safety requirements and permits the use of temporary structures for temporary and ceremonial occasions.

- **Certain other laws and regulations that may be applicable to our Company in India include the following:**

- Public Liability Insurance Act, 1991 (“PLI Act”)
- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Payment of Gratuity Act, 1972.
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Equal Remuneration Act, 1976 (“ER Act”)
- Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition)
- Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 (“Maternity Act”)
- Industrial Employment Standing Orders Act, 1946
- The Employees Compensation Act, 1923 (“EC Act”) and the rules framed thereunder
- Minimum Wages Act, 1948 (“MWA”) and the rules framed thereunder.

#### **IV. INTELLECTUAL PROPERTY LAWS**

- ***The Trade Marks Act, 1999 (the "Trade Marks Act")***

The Trade Marks Act provides for the application, registration and protection of trademarks in India. The Trade Marks Act provides exclusive rights to the use of trademarks such as, brands, labels and headings that have been registered and to provide relief in case of infringement of such marks. The Trade Marks Act prohibits any registration of deceptively similar trademarks. The Trade Marks Act also provides for penalties for infringement and for falsifying and falsely applying trademarks and using them to cause confusion among the public.

Our Company has obtained and applied for trademark registrations for the various brands and logos used in our business which are subject to the provisions of the Trade Marks Act, 1999.

- ***The Copyright Act, 1957,***

The Copyright Act, 1957, provides copyright protection in India for original literary, dramatic, musical, and artistic works, as well as cinematograph films and sound recordings. It confers copyright protection in two forms: economic rights, including the right to reproduce, issue copies, perform in public, make cinematograph films or sound recordings, and make translations or adaptations, and moral rights, including the right to claim authorship and prevent distortion, mutilation, or modification. The author of a work is generally considered the first owner of the copyright, unless created in the course of employment, in which case the employer is the first owner. The act provides administrative, civil, and criminal remedies for copyright infringement, and jurisdiction for suing for infringement is governed by the Supreme Court's judgement in Indian Performing Rights Society Ltd. vs. Sanjay Dalia.

#### **V. FOREIGN INVESTMENT LAWS**

- ***Foreign Investment Regulations***

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by 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 ("FDI Policy")), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian Company.

- ***Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder***

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

#### **VI. GENERAL CORPORATE COMPLIANCE**

- ***The Companies Act, 2013***

The consolidation and amendment in the law relating to the Companies Act, 1956 made way for the enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post-incorporation. The conversion of the private company into a public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, the 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 bank 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, The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified.

## **VII. OTHER RELEVANT LEGISLATIONS**

- ***The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")***

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("MSME"). 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 Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "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; "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; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

- ***The Indian Stamp Act, 1899***

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

- ***Municipality Laws***

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

- ***Shops and Establishments Legislations***

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

- ***Competition Act, 2002***

The Competition Act, 2002 came into effect on June 1, 2011, and has been enacted to "prohibit anti-competitive agreements, abuse of dominant positions by enterprises" and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

- ***The Arbitration and Conciliation Act, 1996***

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

- **The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

## **VIII. TAX RELATED LEGISLATIONS**

- **Income-tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded 154 under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

- **Goods and Service Tax (GST)**

The Goods and Services Tax (“GST”) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 (“CGST”), relevant state’s Goods and Services Act, 2017 (“SGST”), Union Territory Goods and Services Act, 2017 (“UTGST”), Integrated Goods and Services Act, 2017 (“IGST”), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

- **The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976**

The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 is a legislation that aims to impose a tax on professions, trades, callings, and employments in the state of Gujarat. The Act extends to the whole of Gujarat and is applicable to all persons engaged in any profession, trade, calling, or employment. The tax is levied on the gross income of such persons, and the rate of tax varies based on the class of persons and the type of profession. The Act also provides for the deduction of tax by employers from the salaries of their employees and for the payment of tax by employers on behalf of their employees. Additionally, the Act empowers the State Government to specify the class of persons other than those mentioned in Schedule I to whom entry 10 in that Schedule shall apply, and it provides for the assignment of tax collections to village panchayats. The Act has been amended several times to enhance its provisions and ensure better compliance.



## HISTORY AND CERTAIN CORPORATE MATTERS

Narmada Agrobases Limited bearing Corporate Identification Number L15494GJ2013PLC073468 was incorporated as “Narmada Agrobases Private Limited” under the provisions of the Companies Act, 1956 vide certificate of incorporation dated January 29, 2013 issued by Registrar of Companies, Gujarat bearing registration No. 073468. Later on the Company was converted into a Public Limited Company and fresh Certificate of Incorporation consequent to conversion was issued on December 11, 2017 by the Registrar of Companies, Gujarat and consequently the name of our Company was changed to “Narmada Agrobases Limited”. The Company was listed and admitted to dealings on the Emerge platform of National Stock Exchange of India Limited (‘NSE’) on April 19, 2018. Further, the Company was listed and admitted to dealings on the Capital Market Segment (Main Board) of National Stock Exchange of India Limited (‘NSE’) pursuant to migration from SME Emerge platform and on Main Board of BSE Limited (‘BSE’) pursuant to Direct Listing from Emerge Platform of NSE to BSE Main Board platform.

Our Company Narmada Agrobases Limited is an ISO 9001:2015 certified Company which is engaged in manufacturing & processing of cotton seed meal cake, cattle feeds and soya bean meal. The products manufactured by our Company are used for feeding of cattle which provides high amount of proteins and other nutrients required by them. Also the By-products of our Products is used in Textile Industry, Consumer Goods Industry and Paper Industry. We operate from our Registered Office and Factory situated at 613/P-1 IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana – 384421, Gujarat, India.

In the year 2013, Mr. Neerajkumar Sureshchandra Agarwal, Mr. Suresh Chandra Gupta and Mr. Vimal Jain incorporated the Company in the name of Narmada Agrobases Private Limited. In the year 2013, Mr. Vimal Jain had resigned from the Company as on 14<sup>th</sup> June, 2013. At present, the Promoters of the Company are Mr. Suresh Chandra Gupta and Mr. Neerajkumar Sureshchandra Agarwal, who have overall experience of three decades in cattle feed, cotton seed meal cake and soya bean meal manufacturing business. The vast experience of the Promoters has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters & senior management team and their experience of over a decade in the industry in which our Company operates.

We are manufacturer and exporter of cotton seed meal, guar meal, delinted cotton seed, organic fertilizers and cattle feed under own brand name of “Ladoo”, “Narmada”, “Narmada Kala Sona”, “Narmada Super”, “Super Narmada” “Churma” and “Gaay Chhaap”. Our Company has a flagship brand which commands a high reputation worldwide for quality products, efficient services and level of reliability as a stable supplier of quality products in Cattle Feed Industries. The products offered by us are processed using quality ingredients sourced from the selected vendors of the market. Before packaging and distributing, the raw material is inspected by Quality Assurance team after properly graded and processed. Our range is appreciated for their features such as hygiene, accurate composition and easy to use. The Products are processed under Quality certified manufacturing unit and supplied in air tight & hygienic packs which makes our Products in accurate composition, precise pH value, effectiveness and longer shelf life.

For further details of our Company, please refer to the chapter titled “General Information” and “Our Business” on page nos. 44 and 76 respectively of this Letter of Offer.

### REGISTERED OFFICE\*:

The Registered Office of the Company is presently situated at 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, Gujarat, India, 384421.

The Registered office of our Company has been changed from time to time since incorporation, details of which are given hereunder:

Date of Change of Registered office	Registered Office	
On Incorporation	311, Sudarshan Complex, Near Mithakhali Underbridge, Ahmedabad - 380009, Gujarat	
	Changed from	Changed to
December 18, 2017	311, Sudarshan Complex, Near Mithakhali Underbridge, Ahmedabad - 380009, Gujarat	613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana - 384421, Gujarat

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

### 1. Change of Name:

The name of the Company has not been changed since its inception.

### 2. Authorized Share Capital:

The following changes have been made in the Memorandum of Association of our Company since its inception:

Date of Amendment	Particulars
January 07, 2014	Increase in authorized share capital from Rs. 75.00 Lakhs to Rs. 125.00 Lakhs
March 01, 2016	Increase in authorized share capital from Rs. 125.00 Lakhs to Rs. 185.00 Lakhs
September 27, 2017	Increase in authorized share capital from Rs. 185.00 Lakhs to Rs. 520.00 Lakhs
November 21, 2017	Increase in authorized share capital from Rs. 520.00 Lakhs to Rs. 800.00 Lakhs
February 12, 2020	Increase in authorized share capital from Rs. 800.00 Lakhs to Rs. 13.60 Crores
July 18, 2024*	Increase in authorized share capital from Rs. 13.60 Crores to Rs. 38.00 Crores

*\*Resolution for increase in Authorised Share Capital upto Rs. 38.00 Crores has been approved by the Shareholders in the Annual General Meeting held on 18<sup>th</sup> July, 2024.*

### 3. Object Clause:

The object clause in the Memorandum of Association of our Company has not been changed since its inception.

## MAJOR EVENTS

The major events of the Company since its inception in the particular year are as under:

Financial Year	Events
2013	Incorporation of the Company in the name and style of “Narmada Agrobases Private Limited”.
2017	Converted into Public Limited Company vide fresh certificate of incorporation dated December 11, 2017.

### Holding/ Subsidiary/ Associate Company and Joint Venture of the Company

Our Company does not have any Holding/ Subsidiary/ Associate Company and Joint Venture.

### Raising of capital in form of Equity

For details of increase in Equity share capital of our Company, please refer section “Capital Structure” on page no. 48 of this Letter of Offer.

### Injunction and restraining order

Our Company is not under any injunction or restraining order, as on date of filing of this Letter of Offer.

### Managerial Competence

For Managerial Competence, please refer to the section “Our management” on page no. 104 of this Letter of Offer.

### **Acquisitions/ Amalgamations/ Mergers/ Revaluation of assets**

There is no acquisition/ amalgamations/ mergers/ revaluation of assets in relation to our Company.

### **Total number of Shareholders of our Company**

As on the date of filing of this Letter of Offer, the total number of Equity shareholders are 8,454. For more details on the shareholding, please see the section titled “**Capital Structure**” at page no. 48 of this Letter of Offer.

### **Main Object as set out in the Memorandum of Association of the 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 objects for which our Company is established are:

*To carry on the business as producers, planters, processors, grower, cultivators, developers, traders, buyers and sellers, dealers, agents, importers, exporters, consultants, wholesalers, retailers, storekeepers, stockiest, licensee, distributors, grinders, ginning, crushing, delinting, pressing and millers, researchers, cleaners, inventors, breeders, food processors, flouring, packers, market surveyor and researchers for any ordinary or specialized seeds, seed products, vegetables, medicinal herbs, cash crops, foodgrains, pulses, cereals products, tea, coffee, chinchona, rubber, spices, tea plantations, flora, and all types and description of agricultural inputs and outputs, agricultural equipments, pesticides and fertilizers using all agro techniques and carry on business of acquiring, utilizing, growing, planting, cultivating, exploiting and developing any land, estate for floriculture, agro frosty, tissue culture, plant propagation, bio-technology, agriculture, horticulture, plantation, sericulture, cultivation, farming and agro industries and cattle feed projects.*

### **Shareholders’ Agreements**

Our Company has not entered into any shareholders agreement as on the date of filing this Letter of Offer.

### **Other Agreements**

Our Company has not entered into any agreement as on the date of filing this Letter of Offer.

### **Strategic Partners**

Our Company is not having any strategic partner as on the date of filing this Letter of Offer.

### **Financial Partners**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Letter of Offer.

• **BOARD OF DIRECTORS**

The Articles of Association require our Board to have at least 3 (Three) Directors and not more than 15 (Fifteen) Directors. Our Board presently comprises of 6 (Six) Directors, which consists of 2 (Two) Executive Director and 4 (Four) Non - Executive and Independent Directors.

The following table sets forth details regarding the Board of Directors of our Company as on the date of filing the Letter of Offer:

Name of the Director	Designation	DIN	Other Directorship
Mr. Neeraj Sureshchandr Agarwal	Chairman cum Managing Director & Chief Financial Officer	06473290	Nil
Mr. Suresh Chand Kalyanmal Gupta	Whole-time Director	06473269	Nil
Mr. Ganesh Bhavarlal Prajapati	Independent Director	08014721	<ul style="list-style-type: none"> <li>• Samor Reality Limited</li> <li>• V Team Advisors LLP</li> </ul>
Ms. Nidhi Dineshbhai Patel	Independent Director	08014773	Nil
Mr. Gaurav Dineshkumar Agarwal	Independent Director	09627363	Nil
Ms. Pooja Aidasani	Independent Director	09627366	<ul style="list-style-type: none"> <li>• Norseman Oilfield Technologies (Assam) Private Limited</li> </ul>

**FAMILY RELATIONSHIP BETWEEN OUR DIRECTORS**

Mr. Neeraj Sureshchandr Agarwal (Managing Director) is Son of Mr. Suresh Chand Kalyanmal Gupta (Whole-time Director). Except, Mr. Neeraj Sureshchandr Agarwal and Mr. Suresh Chand Kalyanmal Gupta, None of the Directors are related to each other.

• **Promoter and Promoter Group**

The following are Promoters and Members of Promoter Group as on date of this Letter of Offer:

**A. Individual Promoters:**

1. Mr. Neerajkumar S Agarwal
2. Mr. Suresh Chandra Gupta

**B. Individual Members of Promoter Group:**


1. Ms. Anjana Devi
2. Ms. Monika Neeraj Agarwal
3. Mr. Abhishek S Agarwal
4. Ms. Raxita Abhishek Agrawal
5. Ms. Monika N Agrawal
6. Mr. Nitinkumar Sureshchandra Agrawal
7. Ms. Shweta Agrawal
8. Mr. Naman Agarwal
9. Mr. Nandkishore Agrawal
10. Ms. Ganga Devi Agrawal
11. Mr. Harikishan Agrawal
12. Ms. Asha Agrawal
13. Ms. Sonika Agrawal
14. Mr. Ghanshyam Agrawal
15. Ms. Shanti Devi
16. Late Ms. Bhagwati Devi
17. Ms. Pushpa Devi
18. Mr. Naresh Garg
19. Late Ms. Nirmala Devi
20. Ms. Lalita Devi


21. Ms. Bharti Devi
22. M/s. Neeraj Agrawal HUF

**C. Non-Individual Promoters/ Members of Promoter Group:**

1. M/s. Narmada Agro Industries

The brief details of Promoters is as follows:

	<p>Mr. Neerajkumar Sureshchandra Agrawal, 47 years is Chairman cum Managing Director &amp; Chief Financial Officer and also the Promoter of our Company. He is qualified Chartered Accountant. He was appointed on the Board on January 29, 2013 and further designated as the Chairman cum Managing Director &amp; Chief Financial Officer of the Company on December 18, 2017 for a period of 5 years not liable to retire by rotation.</p> <p>He is looking after core management of the Company and active and enthusiastic in business activities. He has been instrumental in taking major policy decision of the Company. He has experience of 20 years in our industry. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company.</p>
<b>Date of Birth</b>	24 <sup>th</sup> September, 1976
<b>Address</b>	C-13, Orchid Green, Near Girdhar Nagar, Shahibaugh, Ahmedabad 380004 Gujarat, India
<b>Qualification</b>	Chartered Accountant (CA)
<b>Experience</b>	He has experience of 20 years in our industry.
<b>Occupation</b>	Business
<b>Permanent Account Number</b>	AAVPA0113D
<b>Voter Identification Card Number</b>	XON2047975
<b>Driving License Number</b>	GJ01/019673/09
<b>Passport Number</b>	T6374839
<b>Aadhaar Number</b>	4967 6426 9156
<b>No. of Equity Shares held in [% of Shareholding]</b>	33,96,420 Equity Shares representing 25.07 % of the Paid-up Equity Share Capital
<b>Other Interests</b>	Neeraj Agrawal HUF

	<p>Mr. Suresh Chandra Gupta, aged 71 years is the Whole-time Director of our Company. He holds a degree of Bachelor of Commerce and LLB. He was originally appointed on the Board on January 29, 2013 and further designated as the Whole-time Director of the Company on December 18, 2017 liable to retire by rotation.</p> <p>He has a profound experience of more than 45 years in cattle feed manufacturing industries. He has vast experience and knowledge in manufacturing industry and has displayed strong entrepreneur skills and management capabilities by building up this industry. He is involved in the business right from conceptualization stage to execution stage like planning, monitoring all the activities. He looks after Administration, HR &amp; Finance.</p>
<b>Date of Birth</b>	10 <sup>th</sup> November, 1952
<b>Address</b>	D-103, Cloud-9, Oppo. Paraskunj Society, Near Statue of Jhansi Ki Rani, Ambawadi, Ahmedabad - 380015 Gujarat, India
<b>Qualification</b>	Bachelor of Commerce and LLB
<b>Experience</b>	He has a profound experience of more than 45 years in cattle feed manufacturing industries.
<b>Occupation</b>	Business
<b>Permanent Account Number</b>	AAYPG6342F

<b>Voter Identification Card Number</b>	XON0962043
<b>Driving License Number</b>	RJ22/DLC/13/47894
<b>Passport Number</b>	N.A.
<b>Aadhaar Number</b>	5288 7468 2021
<b>No. of Equity Shares held in [% of Shareholding]</b>	17,66,030 Equity Shares representing 13.03% of the Paid-up Equity Share Capital
<b>Other Interests</b>	Narmada Agro Industries Partnership Firm

## **INTEREST OF OUR PROMOTERS**

Our Promoters are not interested to the extent of their directorship and shareholding except Narmada Agrobases Limited.

## **PAYMENT OR BENEFIT TO PROMOTERS OF OUR COMPANY**

Except as disclosed herein and as stated in the section titled “**Financial Statements**” on page no. 120 of this Letter of Offer, there has been no amount paid or benefits granted by our Company to our Promoters or any of the members of the Promoter Group in the preceding two years nor is there any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Letter of Offer.

## **OTHER CONFIRMATIONS**

No material guarantees have been given to third parties by our Promoter(s) with respect to Equity Shares of our Company.

Our Promoter(s) have not been declared as wilful defaulter by the Reserve Bank of India (RBI) or any other Governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.

Our Promoter(s) and Members of Promoter Group have not been debarred or prohibited from accessing or operating in Capital Market under any order or direction passed by SEBI or any other regulatory or Governmental authority. Our Promoter(s) are not and have never been a Promoter, Director or Person in control of any other Company which is debarred or prohibited from accessing or operating in Capital Market under any order or direction passed by SEBI or any other regulatory or Governmental authority.

None of the Promoter Group Companies have made any public issue in the preceding three years. None of Promoter Group Companies fall under the definition of a Sick Company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, as amended or have been declared insolvent or bankrupt under the provisions of the Insolvency and Bankruptcy Code, 2016, as amended or have any insolvency or bankruptcy proceedings initiated against any of them and is not under winding up.

For details on litigations and disputes pending against the Promoter(s), please refer to the section titled “**Outstanding Litigations and Material Development**” on page no. 179 of the Letter of Offer.

## **DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) OF THE ABOVE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/ WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGES, DURING HIS/ HER TENURE.**

None of our Directors is or was a Director of any Company listed on any Stock Exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Letter of Offer, during the term of his/her directorship in such Company.

## **DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) OF THE ABOVE DIRECTORS IN LISTED COMPANIES WHICH HAVE BEEN/ WERE DELISTED FROM THE STOCK EXCHANGE(S), DURING HIS/ HER TENURE.**

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 term of his/ her directorship in such Company.



## CORPORATE GOVERNANCE

### ➤ Audit Committee

Our Company has formed the Audit Committee 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 also to comply with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Gaurav Dineshkumar Agarwal	Chairman	Independent Director
Mr. Ganesh Bhavarlal Prajapati	Member	Independent Director
Mr. Neeraj Sureshchandr Agarwal	Member	Chairman & Managing Director

The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

- A. Tenure:** The Audit Committee shall continue to be in function as a Committee of the Board until otherwise resolved by the Board to carry out the functions of the Audit Committee as approved by the Board.
- B. Meetings of the Committee:** The Committee shall meet at least 4 (Four) times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the Committee, whichever is higher but there shall be presence of at least one Independent Director at each meeting.
- C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:
- i. Recommendation for appointment, remuneration and terms of appointment of Internal and Statutory Auditors' of the Company;
  - ii. Review and monitoring of the Auditors' independence and performance, an effectiveness of the Audit process;
  - iii. Review and examination of the, the quarterly, half yearly and yearly financial statements and report of the Auditors' thereon;
  - iv. Overview of the Company's financial reporting process and the disclosure of its Financial Information to ensure that financial information is correct, sufficient and credible;
  - v. Reviewing, with the management, financial statements before submission to the board for approval, with particular reference to:
    - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause 134 of the Companies Act, 2013;
    - b. Changes, if any, in accounting policies and practices and reasons for the same;
    - c. Major accounting entries involving estimates based on the exercise of judgment by management;
    - d. Significant adjustments made in the financial statements arising out of audit findings;
    - e. Compliance with listing and other legal requirements relating to financial statements;
    - f. Disclosure of any related party transactions; and
    - g. Qualifications in the audit report.
  - vi. Approval or any subsequent modification of transaction of the Company with the related parties;
  - vii. Scrutiny of Inter corporate loans and investments;
  - viii. Valuation of the undertakings or assets of the Company, wherever it is necessary;
  - ix. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - x. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
  - xi. 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;

- xii. 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;
- xiii. To recommend and review the functioning of the vigil mechanism/ Whistle Blower mechanism;
- xiv. To recommend the appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- xv. To obtain outside legal or other professional advice wherever required;
- xvi. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

➤ **Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'). The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Neeraj Sureshchandr Agarwal	Member	Chairman & Managing Director
Mr. Gaurav Dineshkumar Agarwal	Member	Independent Director
Mr. Ganesh Bhavarlal Prajapati	Chairman	Independent Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at least once a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be minimum 2 (Two) members, out of which at least 1 (One) shall be an Independent Director.
- C. Scope and Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
  - i. To ensure effective and efficient system for transfer, transmission, dematerialization, re-materialization, splitting and consolidation of shares and other securities;
  - ii. To ensure effective and efficient system for time attendance and resolution to the grievances of all securities holders of the Company and resolve all the grievances of securities holders of the Company;
  - iii. To monitoring the transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by the Company;
  - iv. To issue of duplicate/ split/ consolidated share and other securities certificates;
  - v. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers; and
  - vi. To attend to any other responsibility as may be entrusted by the Board within the terms of Reference.

➤ **Nomination and Remuneration Committee**

Our Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'). The Nomination and Remuneration Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Ms. Nidhi Dineshbhai Patel	Chairperson	Independent Director
Mr. Gaurav Dineshkumar Agarwal	Member	Independent Director
Mr. Ganesh Bhavarlal Prajapati	Member	Independent Director



The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

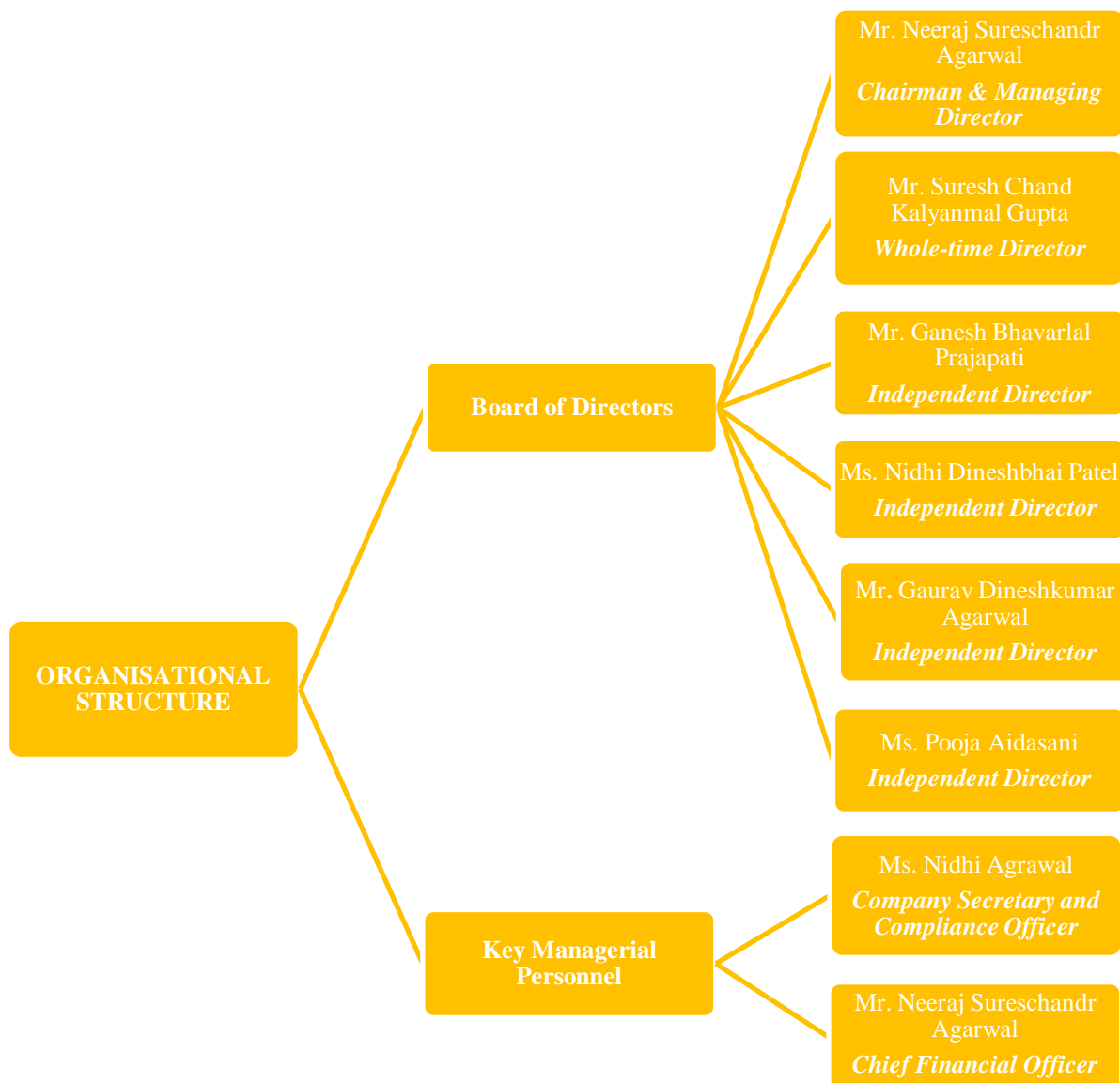
- A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings:** The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the Annual General Meeting, to answer the shareholders' queries; however, it shall be up to the Chairperson to decide who shall answer the queries.
- C. Scope and Terms of Reference:**
- i. To ensure formal and transparent procedures for the selection and appointment of new directors and succession plans;
  - ii. To identified and lay down the criteria and procedures for appointment of senior management and in accordance with the criteria laid down, recommend to the Board their appointment and removal;
  - iii. To formulate the criteria and policies for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for Directors, KMPs and other employees;
  - iv. To recommend to the Board, the appointment and remuneration for Managing/ Joint Managing/ Deputy Managing/ Whole-time/ Executive Directors and other KMP(s) from time to time;
  - v. To implement supervise and administer any share or stock option scheme of the Company;
  - vi. To formulate and implement the policies for evaluation of the performance of the Members of the Board and other KMP(s); and
  - vii. To attend to any other responsibility as may be trusted by the Board within the terms of reference.

#### Composition of Board of Directors

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of the Director	Designation	DIN
1.	Mr. Neeraj Sureshchandr Agarwal	Chairman cum Managing Director and Chief Financial Officer	06473290
2.	Mr. Suresh Chand Kalyanmal Gupta	Whole-time Director	06473269
3.	Mr. Ganesh Bhavarlal Prajapati	Independent Director	08014721
4.	Ms. Nidhi Dineshbhai Patel	Independent Director	08014773
5.	Mr. Gaurav Dineshkumar Agarwal	Independent Director	09627363
6.	Ms. Pooja Aidasani	Independent Director	09627366

## ORGANIZATIONAL STRUCTURE



### Details of Key Managerial Personnels (KMPs)

Following are the Key Managerial Personnels (KMPS) of our Company as on the date of this Letter of Offer:

Sr. No.	Name of Person	Designation
1.	Mr. Neeraj Sureshchandr Agarwal C/o Narmada Agrobases Limited 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, Mahesana, Gujarat, India, 384421 Contact No.: +91-9426088802	Chairman cum Managing Director (MD) & Chief Financial Officer (CFO)
2.	Mr. Suresh Chand Kalyanmal Gupta C/o Narmada Agrobases Limited 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, Mahesana, Gujarat, India, 384421 Contact No.: +91-9426088802	Whole-time Director
3.	Ms. Nidhi Agrawal C/o Narmada Agrobases Limited 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana, Mahesana, Mahesana, Gujarat, India, 384421 Contact No.: +91-9426088802	Company Secretary & Compliance Officer (CS)

### BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL(S) (KMPS)

Our Company does not have any bonus or profit-sharing plan for our Key Managerial Personnel(s) (KMPS).

## DIVIDEND POLICY

The declaration and payment of final dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. The dividend, if any, will depend on a number of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into finance our fund requirements for our business activities.

The Board of Directors of your Company has approved and adopted the Dividend Distribution Policy of the Company on voluntary basis as per SEBI (LODR) Regulations, 2015. The Dividend Distribution Policy is available on the website of the Company and our Company has not declared any Dividend in the last three financial years.

Dividends are payable within thirty days of approval by the Equity Shareholders at the Annual General Meeting of our Company and in case of interim dividend within thirty days of declaration by the Board of Directors. When dividend is declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "Record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

**SECTION VII: FINANCIAL INFORMATION**

Sr. No.	Particulars	Page Nos.
1.	The Audited Financial Results along with Independent Auditor's Report for the quarter and year ended on 31 <sup>st</sup> March, 2024.	113-119
2.	The Audited Financial Statements along with Independent Auditor's Report for the year ended on 31 <sup>st</sup> March, 2024.	120-168

*[The remainder of this page has been intentionally left blank]*

**Narmada Agrobase Limited**  
**Registered office - Ahmedabad**  
**Website - 613/P-1, IJ PURA (JETHAJI) DHANPURA ROAD, TAL. JOTANA ,MAHESANA**  
**Email: - infonarmadaagrobase@gmail.com**  
**Website: www.narmadaagrobase.com**  
**CIN-L15494GJ2013PLC073468**

**STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2024**

(In Lakhs except EPS)

Particulars	For the Quarter Ended			Year ended	Year ended
	March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
	Audited	Unaudited	Audited	Audited	Audited
Revenue from operations	1874.64	1221.91	1826.07	5032.07	5002.60
Other Operating Income					
Other Income	0.29	02.21	01.16	07.15	05.03
<b>Total Revenue [I]</b>	<b>1874.94</b>	<b>1224.12</b>	<b>1827.23</b>	<b>5039.22</b>	<b>5007.63</b>
<b>Expenses</b>					
Cost of Material Consumed	1701.29	1038.01	1560.31	4353.47	4329.35
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	-68.98	-01.40	-04.12	-42.38	01.41
Employee benefits expense	40.75	35.57	36.30	141.99	173.53
Finance costs	25.87	23.41	25.36	95.98	86.24
Depreciation and amortisation expense	06.95	06.93	07.93	27.62	31.61
Other Expenses	86.65	104.88	88.14	327.23	296.48
<b>Total expenses [II]</b>	<b>1792.52</b>	<b>1207.39</b>	<b>1813.91</b>	<b>4903.92</b>	<b>4918.62</b>
<b>Profit/ (loss) before exceptional items and tax [I-II]</b>	<b>82.41</b>	<b>16.72</b>	<b>13.32</b>	<b>135.31</b>	<b>89.01</b>
Exceptional Items [Income / (Expense)]					0.00
<b>Profit before tax [III=I-II]</b>	<b>82.41</b>	<b>16.72</b>	<b>13.32</b>	<b>135.31</b>	<b>89.01</b>
<b>Tax expense</b>					
Current tax	22.05	04.16	03.06	35.01	21.66
Deferred tax	-0.65	-0.17	0.47	-01.55	02.13
Tax Expense Earlier Year	0.00	-0.10	0.00	-0.10	
<b>Total tax expense [IV]</b>	<b>21.40</b>	<b>03.88</b>	<b>03.53</b>	<b>33.37</b>	<b>23.79</b>
<b>Profit for the year [V=III-IV] [A]</b>	<b>61.02</b>	<b>12.84</b>	<b>09.79</b>	<b>101.94</b>	<b>65.22</b>
<b>Other comprehensive income [B]</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total comprehensive income for the year, net of tax [A+B]</b>	<b>61.02</b>	<b>12.84</b>	<b>09.79</b>	<b>101.94</b>	<b>65.22</b>
Paid-up equity share capital (Face Value of the Share Rs. 10/ each)	1354.87	1354.87	1354.87	1354.87	1354.87
Profit for the year attributable to: Equity holders of the parent Non-controlling interest					
Total comprehensive income attributable to: Equity holders of the parent Non-controlling interest					
Earning per equity share of Rs.10/- each (Amount in Rs.)					
Basic	0.45	0.09	0.07	0.75	0.48
Diluted	0.45	0.09	0.07	0.75	0.48

- This statement has been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 Accounting Standards Rules, 2015 (as amended).
- These results have been reviewed and recommended for adoption by the Audit Committee in its meeting held on May 16th, 2024, and approved by the Board of Directors at its meeting held on May 16th, 2024. The Statutory Auditors of the Company have carried out "Limited review" of the above result pursuant to Regulation 33 of the SEBI (Listing Obligation & Discloser Requirements) Regulation, 2015, as amended, and have issued on unmodified conclusion.
- The Indian accounting standard 108 "Operating Segment" disclosures are not applicable, as there is only one segment being agriculture produces.
- The previous year's figures have been regrouped and/or rearranged wherever considered necessary.
- The figures of the quarter ended 31st March, 2024 are the balancing figures between audited figures in respect of year ended on 31st March, 2024 and the audited published year-to-date figures upto 31st March, 2023, being the date of the end of the fourth quarter of the financial year which were subjected to limited review.
- EPS is not annualized for the quarter ended March 31, 2024, December 31, 2023, and March 31, 2023.
- The above figures are available on the website of the company at [www.narmadaagrobase.com](http://www.narmadaagrobase.com) and stock exchange viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

For and on behalf of the Board of Directors  
**Narmada Agrobase Limited**

*Neeraj Agrawal*  
**Neeraj Agrawal**  
**DIN: 06473290**  
**Chairman & Managing Director**

Place : Ahmedabad  
Date : 16th May, 2024





**Narmada Agrobase Limited**  
Registered office - Ahmedabad  
Website - 613/P-1, IJ PURA (JETHAJI) DHANPURA ROAD, TAL. JOTANA ,MAHESANA  
Email: - infonarmadaagrobase@gmail.com  
Website: www.narmadaagrobase.com  
CIN-L15494GJ2013PLC073468

**STATEMENT OF AUDITED CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2024**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Cash flow from operating activities</b>		
<b>1. Profit before tax</b>	135.31	89.01
	<b>135.31</b>	<b>89.01</b>
<b>2. Adjustment for :</b>		
Preliminary Expense written off		-
Depreciation	27.62	31.61
Finance Cost	95.98	86.24
Interest/Dividend Income	(7.15)	(5.03)
<b>Operating profit before working capital changes (1+2)</b>	<b>251.76</b>	<b>201.83</b>
<b>3. Adjustments for working capital changes:</b>		
( Increase ) / Decrease in inventories	(98.39)	(274.71)
( Increase ) / Decrease in Trade receivables	(9.44)	118.22
( Increase ) / Decrease in Other Current assets	2.90	(0.69)
( Increase ) / Decrease in Other Non Current financial assets	6.97	1.55
Increase / (Decrease) in trade payables	(10.72)	4.46
Increase / (Decrease) in Other Current Financial Liabilities	(1.12)	(23.62)
Increase / (Decrease) in Other Current Liabilities	1.16	2.18
<b>Cash used in operations</b>	<b>143.12</b>	<b>29.21</b>
<b>4. Direct taxes paid</b>	<b>(21.07)</b>	<b>(23.94)</b>
<b>Net Cash generated from/(used in) operating activities (A)</b>	<b>122.06</b>	<b>5.28</b>
<b>Cash Flow from investing activities</b>		
Purchase of fixed assets	(1.40)	-
Proceeds from Long Term Loans & Advance	29.22	31.70
Proceeds from Non Current Investments	-	(0.03)
Interest/Dividend Received	7.15	5.03
<b>Net cash generated from/(used in) investing activities (B)</b>	<b>34.97</b>	<b>36.70</b>
<b>Cash flow from financing activities</b>		
Proceeds from long term borrowings, net	(44.46)	50.13
Proceeds from short term borrowings, net	5.40	(15.98)
Finance cost	(95.98)	(86.24)
<b>Net cash generated from/(used in) financing activities (C)</b>	<b>(135.05)</b>	<b>(52.08)</b>
<b>Net increase/(decrease) in cash &amp; cash equivalents (A+B+C)</b>	<b>21.98</b>	<b>(10.11)</b>
Cash & cash equivalents at the beginning of the year	55.04	65.16
<b>Cash &amp; cash equivalents at the end of the year</b>	<b>77.02</b>	<b>55.04</b>
<b>Notes:</b>		
<b>A) Components of cash &amp; cash equivalents</b>		
Cash on hand	46.09	26.67
Cheques on hand		-
Balances with banks		-
- In Current accounts	2.16	1.00
- In Deposits	28.78	27.38
<b>Total</b>	<b>77.02</b>	<b>55.04</b>
<b>B) Cash and cash equivalents not available for immediate use</b>		
Unclaimed dividend account		-
<b>Total</b>		-
<b>Cash &amp; cash equivalents as per Note 13 (A+B)</b>	<b>77.02</b>	<b>55.04</b>

- 1) The amendments to IND-AS 7 Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. This amendment has become effective from 1st April, 2021. There is no other impact on the financial statements due to this amendment.
- 2) The above cashflow statement has been prepared under the 'indirect method' as set out in the Indian Accounting Standard - 7 "Statement of Cash Flows".
- 3) The previous year's figures have been regrouped wherever necessary.

For and on behalf of the Board of Directors  
Narmada Agrobase Limited



Neeraj Agrawal  
DIN: 06473 290  
Chairman & Managing Director

Place : Ahmedabad  
Date : 16th May, 2024



**Narmada Agrobase Limited**  
**Registered office - Ahmedabad**  
**Website - 613/P-1, IJ PURA (JETHAJI) DHANPURA ROAD, TAL. JOTANA ,MAHESANA**  
**Email: - infonarmadaagrobase@gmail.com**  
**Website: www.narmadaagrobase.com**  
**CIN-L15494GJ2013PLC073468**

**STATEMENT OF AUDITED ASSETS & LIABILITIES AS AT 31ST MARCH 2024**  
**(Rs. In Lakhs)**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
<b>ASSETS</b>		
<b>I. Non-current assets</b>		
Property, plant and equipment	317.52	343.74
Non-current financial assets		
Investment	0.03	0.03
Trade receivables	0.01	0.01
Loans	0.00	29.22
Other non-current financial assets	24.78	31.76
Non-current tax assets	0.00	0.00
Other non-current assets	0.00	0.00
	<b>342.34</b>	<b>404.76</b>
<b>II. Current assets</b>		
Inventories	999.87	901.48
Current Financial Assets		
Trade receivables	1331.88	1322.43
Cash and cash equivalents	77.02	55.04
Loans	0.00	0.00
Other current financial assets	0.00	0.00
Other current assets	45.37	48.27
	<b>2454.14</b>	<b>2327.23</b>
<b>Total Assets</b>	<b>2796.49</b>	<b>2731.99</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	1354.87	1354.87
Other equity	335.27	233.33
	<b>1690.15</b>	<b>1588.21</b>
<b>LIABILITIES</b>		
<b>I. Non-current liabilities</b>		
Non-current financial liabilities		
Borrowings	08.91	53.37
Long-term provisions		0.00
Deferred tax liabilities	01.18	02.72
	<b>10.09</b>	<b>56.09</b>
<b>II. Current liabilities</b>		
Current financial liabilities		
Borrowings	958.95	953.56
Trade payables		
Total outstanding dues of		
a) Micro enterprises and Small enterprises	62.34	31.37
b) Creditors other than micro enterprises and small enterprises	12.78	54.48
Other current financial liabilities	22.52	23.64
Other current liabilities	09.88	08.72
Short-term provisions		0.00
Current tax liabilities	29.78	15.93
	<b>1096.25</b>	<b>1087.69</b>
<b>Total Equity and Liabilities</b>	<b>2796.49</b>	<b>2731.99</b>

For and on behalf of the Board of Directors  
Narmada Agrobase Limited



*Neeraj Agrawal*

**Neeraj Agrawal**  
**DIN: 06473290**  
Chairman & Managing Director

Place : Ahmedabad  
Date : 16th May, 2024





## Independent Auditor's Report

To,  
The Board of Directors  
Narmada Agrobases Limited  
Report on the Audit of the Standalone Financial Results

### Opinion

We have (a) audited the Standalone financial results of **Narmada Agrobases Limited** for the year ended March 31, 2024 and (b) reviewed the Standalone financial results of the Company for the quarter ended March 31, 2024 (refer "Other Matter" section below), which were subject to limited review by us, both included in the accompanying "Standalone financial results for the quarter and year ended March 31, 2024" of Narmada Agrobases Limited (the "Company") ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

#### (a) Opinion on Annual Financial Results

In our opinion and to the best of our information and according to the explanations given to us, the financial results for the year ended March 31, 2024:

- i. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the year then ended.

#### (b) Conclusion on Unaudited Standalone Financial Results for the quarter ended March 31, 2024

With respect to the Standalone financial results for the, for the quarter ended March 31, 2024, based on our review conducted and procedures performed as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Standalone financial results for the quarter ended, March 31, 2024, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including the manner in which it is to be disclosed, or that it contains any material misstatement.





## **Basis for Opinion on the Audited Standalone Financial Results for the year ended March 31, 2024**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in Auditor's Responsibilities paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone financial results for the year ended March 31, 2024 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion.

### **Management's Responsibility for the Financial Results**

This Statement which includes the financial results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The financial results for the year ended March 31, 2024 has been compiled from the related audited financial statements. This responsibility includes the preparation and presentation of the financial results for the quarter and year ended March 31, 2024 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Results**

#### **(a) Audit of the Standalone Financial Results for the year ended March 31, 2024**

Our objectives are to obtain reasonable assurance about whether the financial results for the year ended March 31, 2024 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered



material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the, annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances-but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial result or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the, annual financial results including the disclosures, and whether the annual financial results represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the annual Standalone financial results of the Company to express an opinion on the annual Standalone financial results.

Materiality is the magnitude of misstatements in the annual financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the annual financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the annual financial results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.





We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards

**(b) Review of the Standalone financial results for the quarter ended March 31, 2024**

We conducted our review of the standalone financial results for the quarter ended March 31, 2024 in accordance with the Standard on Review Engagements ("SRE") 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Other Matter**

The statement includes the financial results for the quarter ended 31<sup>st</sup> March 2024, being the balancing figures between the audited figures in respect of full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our report is not modified in respect of this.

Place: Ahmedabad  
Date: May 16, 2024



For Jain Kedia & Sharma  
Chartered Accountants  
FRN: 103920W

Digitally signed  
by Ajaykrishna  
Sharma  
Date: 2024.05.16  
18:07:30 +05'30'

Ajaykrishna Sharma  
Partner

Membership No: 035075  
UDIN: 24035075BJZZOG9757

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF NARMADA AGROBASE LIMITED**

**Report on the Audit of the Ind AS Financial Statements**

**Opinion**

We have audited the accompanying Financial Statements of Narmada Agrobases Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

**Key Audit Matters**

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the Financial Statements of the current period. This matter was addressed in the context of our audit of the Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on this matter.

**Other Matter Paragraph**

We draw attention to the fact that the company has not utilized accounting software equipped with the audit trail feature, as required by Section 143(3) Rule 11(g) of the Companies Act, 2013. This feature, designed to maintain the integrity of recorded transactions, should be operational throughout the year, with the audit trail preserved in accordance with statutory requirements for record retention.

It is important to note that this matter does not affect our opinion on the financial statements, and our opinion remains unmodified.



## **Information Other than the Financial Statements and Auditor's Report Thereon**

The Board of Directors of the Company is responsible for the other information. The other information comprises the information included in the letter to the shareholders, operational highlights, Directors' Report and its annexure, Management Discussion and Analysis, and performance trend, but does not include the Financial Statements and our Auditor's Report thereon. All reports that are part of the other information are expected to be made available to us after the date of this auditor's report.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the reports that are part of other information, if we conclude that there is a material misstatement therein, we are required to communicate to those charged with governance and to appropriate authority.

## **Management's Responsibility**

The Board of Directors of the Company is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Management is responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they can reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:



- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of use of the going concern basis of accounting by the Management and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the Financial Statements

Materiality is the magnitude of misstatements in the Financial Statements that individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in i) planning the scope of our audit work and in evaluating the results of our work and ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter must not be communicated in our report because the adverse consequences of doing so will reasonably be expected to outweigh the public interest benefits of such communication.



## Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv) a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (Intermediaries), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

- b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under Sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The Company has not declared and paid any dividend during the year under review.

As required by the Companies (Auditor's Report) Order, 2020 (the Order), issued by the Central Government in terms of Section 143(11) of the Act, we give in Annexure B, a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Jain Kedia & Sharma  
Chartered Accountants  
FRN: 103920W

Date: 16<sup>th</sup> May, 2024  
Place: Ahmedabad

Ajaykrishna Sharma  
Partner  
Membership Number: 035075  
UDIN:- 2403507513JZZ0U5230



**Annexure- A  
to Independent Auditor's Report**

Referred to in para 14(f) under 'Report on other legal and regulatory requirements' section of our report of even date

**Report on the internal financial controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the Act)**

We have audited the internal financial controls over financial reporting of Narmada Agrobases Limited (the Company) as of March 31, 2024, in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Control**

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the policies of the Company, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls of the Company over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

**Meaning of Internal Financial Controls over Financial Reporting**

The internal financial control over financial reporting of a company is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with the Generally Accepted Accounting Principles. Internal financial control over financial reporting of a Company includes those policies and procedures that



- i) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with the Generally Accepted Accounting Principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and
- iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the assets of the Company that can have a material effect on the Financial Statements.

#### **Inherent Limitations of Internal Financial Control over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For Jain Kedia & Sharma**  
**Chartered Accountants**  
**FRN: 103920W**

**Date: 16<sup>th</sup> May, 2024**  
**Place: Ahmedabad**

**Ajaykrishna Sharma**  
**Partner**  
**Membership Number: 035075**  
**UDIN:- 2403507513JZZ0U5230**



## Annexure B

### to the Independent Auditors' Report

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Financial Statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) in respect of the property, plant and equipment of the Company, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and capital work-in-progress.
- (b) The Company has a program of verification of property, plant and equipment and capital work-in-progress to cover all the items in a phased manner once over a period of three years which, in our opinion, is reasonable having regards to size of the Company and nature of its fixed assets. Pursuant to the program, certain fixed assets were due for verification this year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) With respect to immovable properties disclosed in the Financial Statements, according to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the Balance Sheet date.
- (d) The Company has not revalued any of its property, plant and equipment during the year ended March 31, 2024.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.
- (b) The Company has been sanctioned working capital limits in excess of Rs. 5 cr, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements, book debt statements and other stipulated financial information) filed by the Company with such banks or financial institutions are in agreement with Books of Accounts.
- (iii) (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not commented upon.
- (b) In our opinion, the investments made are, prima facie, not prejudicial to the Company's interest. Further, the Company has not granted any loans, during the year are, therefore, the question of any terms and conditions being prejudicial to the Company's interest does not arise.



- (c) In view of contents of (iii)(b) above the reporting about the schedule of repayment of principal and payment of interest does not arise.
- (d) In view of contents of (iii)(b) above the reporting about any amount being overdue from loans & advances given does not arise.
- (e) In view of contents of (iii)(b) above the reporting about any renewal or extension or fresh loans granted to settle the overdues of existing loans does not arise.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not commented upon.
- (vii) According to the information and explanations given to us, in respect of statutory dues
- (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have been regularly deposited by the company with the appropriate authorities in all cases during the year
- (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, customs duty, cess, goods and services tax and other material statutory dues in arrears as at March 31, 2024, for a period of more than six months from the date they became payable.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) The Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The company has not obtained any term loan during the year and hence reporting under clause (ix) (c) of the Order is not commented upon.
- (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, not been used during the year for long-term purposes by the Company.



- (e) The company has no subsidiary or joint venture and hence reporting under clause (ix) (e) of the Order is not commented upon.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary or joint venture company.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x) (a) of the Order is not commented upon.  
(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not commented upon.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.  
(b) No report under Sub-section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.  
(c) As represented to us by the Management, there were no whistleblower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under Clause (xii) of the Order is not commented upon.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
(b) We have considered, the internal audit reports issued to the Company during the year and till date in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its Directors or Directors of its subsidiary companies or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi) (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under Clause (xvi)(a), (b) and (c) of the order is not commented upon.  
(b) In our opinion, the company is not core investment company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) as part of the Group and accordingly reporting under clause (xvi)(d) of the Order is not commented upon.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the Statutory Auditors of the Company during the year.

- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Financial Statements and our knowledge of the Board of Directors and the Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion, provisions of section 135 are not applicable to the Company. Hence, reporting under Clause (xx)(a) and (b) of the order is not commented upon.
- (xxi) The company does not have any subsidiaries. Hence, reporting under Clause (xxi) of the order is not commented upon.

**For Jain Kedia & Sharma**  
**Chartered Accountants**  
**FRN: 103920W**

**Date: 16<sup>th</sup> May, 2024**  
**Place: Ahmedabad**

**Ajaykishna Sharma**  
**Partner**  
**Membership Number: 035075**  
**UDIN:- 2403507513JZZ0U5230**



**Narmada Agrobase Limited**  
**Standalone Balance Sheet as at March 31, 2024**

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>I. Non-current assets</b>			
Property, plant and equipment	5	317.52	343.74
Non-current financial assets			
Investment	6	0.03	0.03
Trade receivables	8	0.01	0.01
Loans	9	0.00	29.22
Other non-current financial assets	10	24.78	31.76
Non-current tax assets		0.00	0.00
Other non-current assets		0.00	0.00
		<b>342.34</b>	<b>404.76</b>
<b>II. Current assets</b>			
Inventories	7	999.87	901.48
Current Financial Assets			
Trade receivables	8	1331.88	1322.43
Cash and cash equivalents	11	77.02	55.04
Loans		0.00	0.00
Other current financial assets	10	01.41	0.00
Other current assets	12	43.96	48.27
		<b>2454.14</b>	<b>2327.23</b>
<b>Total Assets</b>		<b>2796.49</b>	<b>2731.99</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	13	1354.87	1354.87
Other equity	14	335.27	233.33
		<b>1690.15</b>	<b>1588.21</b>
<b>LIABILITIES</b>			
<b>I. Non-current liabilities</b>			
Non-current financial liabilities			
Borrowings	15	08.91	53.37
Long-term provisions		0.00	0.00
Deferred tax liabilities	19	01.18	02.72
		<b>10.09</b>	<b>56.09</b>
<b>II. Current liabilities</b>			
Current financial liabilities			
Borrowings	16	958.95	953.56
Trade payables			
Total outstanding dues of			
a) Micro enterprises and Small enterprises	16	62.34	31.37
b) Creditors other than micro enterprises and small enterprises	16	12.78	54.48
Other current financial liabilities	17	22.52	23.64
Other current liabilities	18	09.88	08.72
Short-term provisions		0.00	0.00
Current tax liabilities	19	29.78	15.93
		<b>1096.25</b>	<b>1087.69</b>
<b>Total Equity and Liabilities</b>		<b>2796.49</b>	<b>2731.99</b>

Notes forming part of financial statements (including significant accounting policies) (Notes 1-40)

In terms of our report of even date attached

For and on behalf of the Board of Direc

For, Jain Kedia & Sharma  
Chartered Accountants  
FRN : 103920W

Neeraj Agrawal  
DIN: 06473290  
Chairman &  
Managing Director

Sureshchandra Gupta  
DIN : 06473269  
Whole-Time Director

Ajaykrishna Sharma  
Partner  
Membership No. 035075

Neeraj Agrawal  
DIN: 06473290  
Chief Finance Officer

Nidhi Jain  
Mem No. 39141  
Company Secretary  
& Compliance Officer

Place : Ahmedabad  
Date : 16th May, 2024

Place : Ahmedabad  
Date : 16th May, 2024

**Narmada Agrobases Limited**  
**Statement of Profit and Loss for the year ended March 31, 2024**

(₹ in Lakhs)

Particulars	Notes	Year ended March 31, 2024	Year ended March 31, 2023
Sale of Products	20	5032.07	5002.60
Other Operating Income			
Revenue from operations		5032.07	5002.60
Other income	21	07.15	05.03
<b>Total Revenue [I]</b>		<b>5039.22</b>	<b>5007.63</b>
<b>Expenses</b>			
Cost of raw materials and components consumed			
Cost of Material Consumed	22	4353.47	4329.35
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	23	-42.38	01.41
Employee benefits expense	24	141.99	173.53
Finance costs	25	95.98	86.24
Depreciation and amortisation expense	26	27.62	31.61
Other Expenses	27	327.23	296.48
<b>Total expenses [II]</b>		<b>4903.92</b>	<b>4918.62</b>
<b>Profit/ (loss) before exceptional items and tax (I-II)</b>		<b>135.31</b>	<b>89.01</b>
<b>Exceptional items [Income / (Expense)]</b>		<b>0.00</b>	<b>0.00</b>
<b>Profit before tax [III=I-II]</b>		<b>135.31</b>	<b>89.01</b>
<b>Tax expense</b>			
Current tax		35.01	21.66
Deferred tax		-01.55	02.13
Tax Expense Earlier Year		-0.10	0.00
<b>Total tax expense [IV]</b>		<b>33.37</b>	<b>23.79</b>
<b>Profit for the year [V=III-IV] [A]</b>		<b>101.94</b>	<b>65.22</b>
<b>Other comprehensive income [B]</b>		<b>0.00</b>	<b>0.00</b>
<b>Total comprehensive income for the year, net of tax [A+B]</b>		<b>101.94</b>	<b>65.22</b>
Profit for the year attributable to:			
Equity holders of the parent			
Non-controlling interest			
Total comprehensive income attributable to:			
Equity holders of the parent			
Non-controlling interest			
Earning per equity share of Rs.10/- each (Amount in Rs.)			
Basic		0.75	0.48
Diluted		0.75	0.48

Notes forming part of financial statements (including significant accounting policies) (Notes 1-40)

In terms of our report of even date attached

For and on behalf of the Board of Directors

For, Jain Kedia & Sharma  
Chartered Accountants  
FRN : 103920W

Neeraj Agrawal  
DIN: 06473290  
Chairman & Managing Director

Sureshchandra Gupta  
DIN : 06473269  
Whole-Time Director

Ajaykrishna Sharma  
Partner  
Membership No. 035075

Neeraj Agrawal  
DIN: 06473290  
Chief Finance Officer

Nidhi Jain  
Mem No. 39141  
Company Secretary  
& Compliance  
Officer

Place : Ahmedabad  
Date : 16th May, 2024

Place : Ahmedabad  
Date : 16th May, 2024



**Narmada Agrobases Limited**  
**Standalone statement of Cash flow for the year ended on March 31, 2024**

(₹ In Lakhs)

Particulars	For the year ended on March 31, 2024	For the year ended on March 31, 2023
<b>Cash flow from operating activities</b>		
<b>1. Profit before tax</b>	135.31	89.01
	<b>135.31</b>	<b>89.01</b>
<b>2. Adjustment for :</b>		
Preliminary Expense written off	0.00	0.00
Depreciation	27.62	31.61
Finance Cost	95.98	86.24
Interest/Dividend Income	-07.15	(5.03)
<b>Operating profit before working capital changes (1+2)</b>	<b>251.76</b>	<b>201.83</b>
<b>3. Adjustments for working capital changes:</b>		
( Increase ) / Decrease in inventories	-98.39	(274.71)
( Increase ) / Decrease in Trade receivables	-09.44	118.22
( Increase ) / Decrease in Other Current assets	04.31	(0.69)
( Increase ) / Decrease in Other Non Current financial assets	06.97	1.55
Increase / (Decrease) in trade payables	-10.72	4.46
Increase / (Decrease) in Other Current Financial Liabilities	-01.12	(23.62)
Increase / (Decrease) in Other Current Liabilities	01.16	2.18
<b>Cash used in operations</b>	<b>144.54</b>	<b>29.21</b>
<b>4. Direct taxes paid</b>	<b>-21.07</b>	<b>(23.94)</b>
<b>Net Cash generated from/(used in) operating activities [A]</b>	<b>123.47</b>	<b>5.28</b>
<b>Cash Flow from investing activities</b>		
Purchase of fixed assets	-01.40	0.00
Proceeds from Long Term Loans & Advance	29.22	31.70
Proceeds from Non Current Investments	0.00	(0.03)
Interest/Dividend Received	07.15	5.03
<b>Net cash generated from/(used in) investing activities [B]</b>	<b>34.97</b>	<b>36.70</b>
<b>Cash flow from financing activities</b>		
Proceeds from long term borrowings, net	-44.46	50.13
Proceeds from short term borrowings, net	05.40	(15.96)
Finance cost	-95.98	(86.24)
<b>Net cash generated from/(used in) financing activities [C]</b>	<b>-135.05</b>	<b>(52.08)</b>
<b>Net Increase/(decrease) in cash &amp; cash equivalents [A+B+C]</b>	<b>23.39</b>	<b>(10.11)</b>
Cash & cash equivalents at the beginning of the year	55.04	65.16
<b>Cash &amp; cash equivalents at the end of the year</b>	<b>78.44</b>	<b>55.04</b>
<b>Notes:</b>		
<b>A) Components of cash &amp; cash equivalents</b>		
Cash on hand	46.09	26.67
Cheques on hand		0.00
Balances with banks		0.00
- In Current accounts	02.16	1.00
- In Deposits	28.78	27.38
<b>Total</b>	<b>77.02</b>	<b>55.04</b>
<b>B) Cash and cash equivalents not available for immediate use</b>		
Unclaimed dividend account	0.00	0.00
Total	0.00	0.00
<b>Cash &amp; cash equivalents as per Note 13 (A+B)</b>	<b>77.02</b>	<b>55.04</b>

1) The amendments to IND-AS 7 Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financial activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. This amendment has become effective from 1st April, 2021. There is no other impact on the financial statements due to this amendment.

2) The above cashflow statement has been prepared under the 'indirect method' as set out in the Indian Accounting Standard - 7 "Statement of Cash Flows".

3) The previous year's figures have been regrouped wherever necessary.

Notes forming part of financial statements (including significant accounting policies) (Notes 1-40)

In terms of our report of even date attached

For and on behalf of the Board of Directors

For, Jain Kedia & Sharma  
Chartered Accountants  
FRN : 103920W

Neeraj Agrawal  
DIN: 06473290  
Chairman & Managing Director

Sureshchandra Gupta  
DIN : 06473269  
Whole-Time Director

Ajaykrishna Sharma  
Partner  
Membership No. 035075

Neeraj Agrawal  
DIN: 06473290

Nidhi Jain  
Mem No. 39141  
Company Secretary & Compliance Officer

Place : Ahmedabad  
Date : 16th May, 2024

Chief Finance Officer  
Place : Ahmedabad  
Date : 16th May, 2024

**Narmada Agrobase Limited**  
**Standalone statement of changes in equity for the year ended on March 31, 2024**

**A. Equity share capital**

(₹ in Lakhs)

Particulars	Amount
Balance as at April 1, 2022	1354.87
Changes in Equity share capital during the year	
<b>Balance as at March 31, 2023</b>	<b>1354.87</b>
Balance as at April 1, 2023	1354.87
Changes in Equity share capital during the year	
<b>Balance as at March 31, 2024</b>	<b>1354.87</b>

**B. Other equity**

(₹ in Lakhs)

Particulars	Equity share capital	Attributable to the equity holders of the Company		Total
		Retained Earnings		
<b>Balance as at April 1, 2022</b>	<b>1354.87</b>	<b>168.11</b>	<b>168.11</b>	<b>168.11</b>
Profit for the year	0.00	65.22	65.22	65.22
Items of OCI, net of tax				0.00
Re-measurement losses on defined benefit plans	0.00			0.00
Net gain / (loss) on Equity instruments carried at fair value through OCI				0.00
<b>Balance as at March 31, 2023</b>	<b>1354.87</b>	<b>233.33</b>	<b>233.33</b>	<b>233.33</b>
<b>Balance as at April 1, 2023</b>	<b>1354.87</b>	<b>233.33</b>	<b>233.33</b>	<b>233.33</b>
Profit for the year	0.00	101.94	101.94	101.94
Items of OCI, net of tax	0.00	0.00	0.00	0.00
Re-measurement losses on defined benefit plans				0.00
<b>Balance as at March 31, 2024</b>	<b>1354.87</b>	<b>335.27</b>	<b>335.27</b>	<b>335.27</b>

Notes forming part of financial statements (including significant accounting policies) (Notes 1-41)

In terms of our report of even date attached

For and on behalf of the Board of Directors

For, Jain Kedia & Sharma  
Chartered Accountants  
FRN : 103920W

Neeraj Agrawal  
DIN: 06473290  
Chairman & Managing Director

Sureshchandra Gupti  
DIN : 06473269  
Whole-Time Director

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Partner  
Membership No. 035075

Neeraj Agrawal  
DIN: 06473290  
Chief Finance Officer

Nidhi Jain  
Mem No. 39141  
Company Secretary  
& Compliance  
Officer

Place : Ahmedabad  
Date : 16th May, 2024

Place : Ahmedabad  
Date : 16th May, 2024



## Narmada Agrobases Limited

### Notes to the Standalone Financial Statements

#### **Note 1: Corporate information**

Narmada Agrobases Ltd is a public limited company incorporated in India having registered office and factory address at Plot No 613/P-11 J pura (Jethaji) Dhanpura Road, Tal: Jotana, Mahesana - 384421, Gujarat, India.

The Company's shares are listed and traded on stock exchanges in India. The company is primarily engaged in the business of delinted cotton seed and cattle feeds.

The standalone financial statements were authorised for issue in accordance with a resolution of the directors on 16/05/2024.

#### **Note 2: Basis of preparation**

i) **Statement of Compliance:**

The Financial Statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as amended.

ii) **Historical cost convention:**

The financial statements have been prepared on a historical cost basis except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

iii) The Financial Statements have been prepared on accrual and going concern basis.

iv) The accounting policies are applied consistently to all the periods presented in the Financial Statements. All assets and liabilities have been classified as current or non-current as per the normal operating cycle of the Company and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

v) For all periods up to and including the year ended March 31, 2022, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

vi) The standalone financial statements are presented in Indian Rupees and all values are rounded to the nearest Rupee. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding off.

#### **Note 3: Significant accounting policies and key accounting estimates**

##### **(A) Significant accounting policies**

###### **1 Current / non-current classification**

The Company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is treated as current when it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or



d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when it is:

a) expected to be settled in normal operating cycle;

b) held primarily for the purpose of trading;

c) due to be settled within twelve months after the reporting period; or

d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets/materials for processing and their realisation in cash and cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

## 2 Foreign currencies

### i) Functional and presentation currency:

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('functional currency'). The Financial Statements of the Company are presented in Indian currency (₹), which is also the functional currency of the Company.

### ii) Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gain | (loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of Profit and Loss except that they are deferred in other equity if they relate to qualifying cash flow hedges. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gain | (loss) presented in the Statement of Profit and Loss are on a net basis within other income | (expense).

Non-monetary items that are measured at fair value that are denominated in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain | (loss). Non-monetary items that are measured in terms of historical cost in a foreign currency are not revalued.

## 3 Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.



The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

and

c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved, wherever required, for valuation of significant assets, such as properties, unquoted financial assets and significant liabilities. Involvement of external valuers is decided upon by the Company after discussion with and approval by the Company's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Company, after discussions with its external valuers, determines which valuation techniques and inputs to use for each case.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### **Note 4: Property, plant and equipment**

All items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital work-in-progress'.

Depreciation methods, estimated useful lives and residual value:

Depreciation on fixed assets is determined based on the estimated useful life of the assets using the written down value method as prescribed under the schedule II to the Companies Act, 2013. Individual assets costing less than Rs. 5000.00 or less are depreciated within a year of acquisition. Depreciation on assets purchased/sold during the period is proportionately charged.

Property plant and equipment have been measured at previous GAAP carrying amount at the date of transition to Ind AS.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:



<b>Particulars</b>	<b>Useful life of assets</b>
Factory Building	30 years
Office buildings	60 years
Plant & Equipment	15-20 years
Electrical installation	10 years
Furniture & fixtures	10 years
Office equipments	5 years
Vehicles	8 years
Data processing equipments	3 years

The Company, based on technical evaluation carried out by internal technical experts, believes that the useful lives as given above best represents the period over which the management expects to use these assets. Rolling Mills forming integral part of the plant and machinery are run in one shifts and accordingly its depreciation has been calculated as per Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The carrying amount of an asset is written down immediately to its recoverable amount if the carrying amount of the asset is greater than its estimated recoverable amount.

#### **Note 5: Leases**

The determination of whether an arrangement is (or contains) a lease or not is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

##### **As a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. The Company does not have any arrangement during or at the reporting period that can be classified as finance lease.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except in the case where incremental lease reflects inflationary effect in which case, lease expense is accounted by actual rent for the period.

##### **As a lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

#### **Note 6: Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in



which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **Note 7: Intangible assets**

Intangible assets acquired separately are measured, on initial recognition, at cost. Following the initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful economic life of intangible assets is five years.

The amortisation expense on intangible assets is recognised in the statement of profit and loss.

Intangible assets are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

#### **Note 8: Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is any indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations.

Impairment losses are recognised in the statement of profit or loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses on assets no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

#### **Note 9: Revenue recognition**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue



arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

**The specific recognition criteria described below must also be met before revenue is recognised.**

**(i) Sale of goods:**

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects Goods and Service Tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from the revenue.

**(ii) Income from Job work/Services:**

Revenue from Job work/ Services is recognized when the contractual obligation is fulfilled and goods/services are delivered to the contractee.

**(iii) Interest:**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest. Interest income is included under the head "Other Income" in the statement of profit and loss.

Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

**Note 10: Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial assets**

***Initial recognition and measurement***

All financial assets, except investment in subsidiaries and associate, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Investments in subsidiaries and associate are carried at cost as per Ind AS 27 'Separate Financial Statements'. In case, the investments are classified as held for sale, such investments are accounted for in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'.



### *Subsequent measurement*

#### **a) Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss. This category generally applies to trade and other receivables.

#### **b) Debt instruments at fair value through other comprehensive income (FVTOCI)**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and

ii) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

#### **c) Other financial instruments measured at fair value through profit and loss (FVTPL)**

Any financial asset that does not qualify for amortised cost measurement or measurement at FVTOCI must be measured subsequent to initial recognition at FVTPL.

#### **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when the rights to receive cash flows from the asset have expired.

#### ***Impairment of financial assets***

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables

and bank balance;

b) Financial assets that are debt instruments and are measured as at FVTOCI;

c) Lease receivables under Ind AS 17; and



d) Financial guarantee contracts which are not measured as at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

### **Financial liabilities**

#### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or as those measured at amortised cost.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

#### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

##### **a) Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to the statement of profit & loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

##### **b) Financial liabilities at amortised cost**

Financial liabilities at amortised cost include loans and borrowings and payables.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.



## **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **Note 11: Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **Note 12: Taxes**

#### *Current taxes*

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### *Deferred taxes*

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT tax credit.



The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### **Note 13: Employee benefits**

Retirement benefit in the form of contribution to provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company's liabilities towards gratuity payable to its employees are determined using the Actuarial Valuation Report which is obtained in accordance with Ind AS 19

Remeasurements, comprising of actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- a) The date of the plan amendment or curtailment, and
- b) The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the standalone statement of profit and loss:

- a) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- b) Net interest expense or income.



#### **Note 14: Earnings Per Share**

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

#### **Note 15: Provisions & contingent liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Contingent liability arises when the Company has:**

- a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- b) a present obligation that arises from past events but is not recognised because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recorded in the financial statement but, rather, are disclosed in the note to the financial statements.

#### **Note 16: Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liabilities simultaneously.

#### **Note 17: Trade receivables**

Trade receivables are recognised when the right to consideration becomes unconditional. These assets are held at amortised cost, using the effective interest rate (EIR) method where applicable, less provision for impairment based on expected credit loss.



## **Note 18: Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

## **Note 19: Inventories**

Inventories are stated at cost or net realisable value whichever is lower. Cost is determined on FIFO basis. Scrap is valued at net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business.

## **Note 20: Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income | (expense).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

## **Note 21: Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **Critical estimates and judgements**

Preparation of the Financial Statements requires use of accounting estimates, judgements and assumptions, which, by definition, will seldom equal the actual results. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the Financial Statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Financial Statements. This Note provides an overview of the areas that involves a higher degree of judgements or complexity and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.



The areas involving critical estimates or judgements are:

- i) Estimation for income tax: Note 3 (A)(12)
- ii) Estimation of useful life of tangible assets: Note 3 (A)(4)
- iii) Estimation of provision for inventories: Note 3 (A)(19)
- iv) Allowance for credit losses on trade receivables: Note 3 (A)(17)
- v) Estimation of claims | liabilities: Note 3 (A)(10)
- vii) Fair value measurements: Note 32

**(B) : Key accounting estimates**

**1 Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

**2 Taxes**

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**3 Defined benefit plan**

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter that is subject to change the most is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are after considering the expected future inflation rates for the country.



#### 4 Allowance for doubtful trade receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc. The allowances for doubtful trade receivables were Rs.21.97 lakhs as at March 31, 2024 (as at March 31, 2023 : Rs.21.70 lakhs ).

Individual trade receivables are written off when the management deems them not to be collectable.

#### Note 4: Recent accounting pronouncements

##### Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Note 5 : Property, plant and equipment

(₹ in Lakhs)

Particulars	Land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Electrical Installations	Computer	Total
<b>Gross carrying amount</b>									
<b>As at April 1, 2022 (Deemed Cost)</b>	112.40	249.63	285.84	0.58	0.00	0.25	12.15	0.91	661.77
Additions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Capitalized from / reduction in CWIP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at March 31, 2023</b>	112.40	249.63	285.84	0.58	0.00	0.25	12.15	0.91	661.77
<b>As at April 1, 2023</b>	112.40	249.63	285.84	0.58	0.00	0.25	12.15	0.91	661.77
Additions	0.00	0.00	0.11	0.00	0.00	0.00	01.29	0.00	01.40
Disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Capitalized from / reduction in CWIP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at March 31, 2024</b>	112.40	249.63	285.95	0.58	0.00	0.25	13.44	0.91	663.17
<b>Accumulated depreciation</b>									0.00
<b>As at April 1, 2022</b>		111.75	165.07	0.44	0.00	0.21	08.18	0.76	286.42
Depreciation for the year	0.00	13.12	17.36	0.04	0.00	0.02	0.99	0.08	31.61
Disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at March 31, 2023</b>	0.00	124.87	182.43	0.48	0.00	0.23	09.18	0.84	318.03
<b>As at April 1, 2023</b>		124.87	182.43	0.48	0.00	0.23	09.18	0.84	318.03
Depreciation for the year	0.00	11.87	14.74	0.03	0.00	0.01	0.95	0.02	27.62
Disposal	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at March 31, 2024</b>	0.00	136.74	197.18	0.51	0.00	0.24	10.13	0.86	345.65
<b>Net carrying amount</b>									0.00
<b>As at March 31, 2024</b>	112.40	112.89	88.78	0.08	0.00	0.01	03.31	0.05	317.52
<b>As at March 31, 2023</b>	112.40	124.76	103.41	0.10	0.00	0.02	02.97	0.07	343.74

5.1 Refer note 15.1 for the purpose of tangible assets offered as security

5.2 Refer Note 35 for contractual commitments for the acquisition of property, plant and equipment.



**Note 6 : Investments**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Non-Current investments</b>		
<b>(ii) Investments at fair value through Profit and Loss (FVTPL)</b>		
Investment in Equity shares - Unquoted 25 (Nil) Equity Shares of Rashtriya Chemical of Rs. 127.60/- each fully paid	0.03	0.03
<b>Total Non-current investment</b>	<b>0.03</b>	<b>0.03</b>
<b>Aggregate amount of unquoted investments</b>	<b>0.03</b>	<b>0.03</b>

**NOTE : '7' INVENTORIES**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Raw Materials	842.34	786.34
Finished Goods	157.52	115.14
(As verified, valued and certified by management)		
<b>Total</b>	<b>999.87</b>	<b>901.48</b>

7.1 Method of Valuation of inventory for all above categories of inventory is lower of cost or net realizable value

7.2 Refer note 15.1 for the purpose of Inventories offered as security against the working capital facilities provided by the bank

**Note 8 : Trade receivables**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(Unsecured and non-current)		
Considered good		
Considered doubtful	89.54	89.54
Less : Allowance for doubtful receivables	-89.53	-89.53
	<b>0.01</b>	<b>0.01</b>
(Unsecured and current)		
Considered good	1331.88	1322.43
Considered doubtful	21.97	21.70
Less : Allowance for doubtful receivables	-21.97	-21.70
	<b>1331.88</b>	<b>1322.43</b>
	<b>1331.89</b>	<b>1322.44</b>

(a) The Company has used a practical expedient for computing expected credit loss allowance for trade receivables, taking into account historical credit loss experience and accordingly, provisions are made for expected credit loss for amounts due from customers wherever necessary.

**Summary of movement in allowance for doubtful trade receivables**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	21.70	0.00
Movement during the year	0.27	21.70
Less : Write off of bad debts		
<b>Balance at the end of the year</b>	<b>21.97</b>	<b>21.70</b>

**Ageing Schedule for Trade Receivables-Current outstanding as on March 31, 2024**

Particulars	Outstanding for following periods from due date of transaction					Total
	3-6 Months	6 Months-1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade receivables - considered good	817.36	51.82	352.35	114.12	0.00	1335.64
(ii) Undisputed Trade Receivables —which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables - credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade receivables - considered good	0.00	0.00	0.00	0.78	0.00	0.78
(v) Disputed Trade Receivables —which have significant increase in credit risk	0.00	0.00	0.00	0.00	106.97	106.97
(vi) Disputed Trade receivables - credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>817.36</b>	<b>51.82</b>	<b>352.35</b>	<b>114.90</b>	<b>106.97</b>	<b>1443.39</b>
Less: Allowance for doubtful trade receivables		04.54			106.96	111.50
<b>Net Trade Receivables</b>	<b>817.36</b>	<b>47.28</b>	<b>352.35</b>	<b>114.90</b>	<b>0.01</b>	<b>1331.89</b>

**Ageing Schedule for Trade Receivables- Current outstanding as on March 31, 2023**

Particulars	Outstanding for following periods from due date of transaction					Total
	3-6 Months	6 Months-1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade receivables - considered good	810.45	266.97	02.61	246.68	0.00	1326.71
(ii) Undisputed Trade Receivables —which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade receivables - credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed Trade Receivables —which have significant increase in credit risk	0.00	0.00	0.00	0.00	106.97	106.97
(vi) Disputed Trade receivables - credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>810.45</b>	<b>266.97</b>	<b>02.61</b>	<b>246.68</b>	<b>106.97</b>	<b>1433.68</b>
Less: Allowance for doubtful trade receivables	0.00	04.27	0.00	0.00	106.96	111.24
<b>Net Trade Receivables</b>	<b>810.45</b>	<b>262.69</b>	<b>02.61</b>	<b>246.68</b>	<b>0.01</b>	<b>1322.44</b>

**Note 9 : Loans**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
[Unsecured and considered good, unless otherwise stated]		
<b>Financial assets-Non Current</b>		
Loans to others	0.00	29.22
	0.00	29.22
<b>Financial assets-Current</b>		
Loans to others	0.00	0.00
	0.00	0.00

**Note 10 : Other Non Current / Current financial assets**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
[Unsecured and considered good, unless otherwise stated]		
<b>Non-current</b>		
Security & tender deposits	24.78	31.76
	<b>24.78</b>	<b>31.76</b>
<b>Current</b>		
Interest accrued	01.41	0.00
	<b>01.41</b>	<b>0.00</b>
	<b>26.20</b>	<b>31.76</b>

**Note 11 : Cash and Bank balances**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Cash and cash equivalents</b>		
Cash on hand	46.09	26.67
Balance with Bank	30.93	28.37
	<b>77.02</b>	<b>55.04</b>

**Note 12 : Other Non-current / Current assets**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
[Unsecured and considered good, unless otherwise stated]		
<b>Current</b>		
Advance to suppliers	01.12	02.58
Balance with Government authorities	41.41	42.30
Prepaid Expenses	01.43	03.39
Other current assets	0.00	0.00
	<b>43.96</b>	<b>48.27</b>

**Note 13 : Share Capital**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised</b>		
13,60,00,000 (1,36,00,000 Equity Shares of Rs.10/-each)	<b>1360.00</b>	<b>1360.00</b>
<b>Issued, Subscribed, &amp; Paid up :</b>		
13,54,87,140 (1,35,48,714 Equity Shares of Rs.10 each fully)	1354.87	1354.87
	<b>1354.87</b>	<b>1354.87</b>



(i) Reconciliation of number of equity shares outstanding at the beginning and at the end of th (₹ in Lakhs)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	Numbers	Amount	Numbers	Amount
As at beginning of the year	135.49	1354.87	135.49	1354.87
Issued during the year				
Bought back during the year				
Outstanding at the end of the year	135.49	1354.87	135.49	1354.87

(ii) Shareholders holding more than 5% of total equity shares

Sr No	Name of Shareholders	As at March 31, 2024		As at March 31, 2023	
		Nos	% of Holding	Nos	% of Holding
1	Neeraj Agrawal	3,396,420	25.07%	3,396,420	25.07%
2	Abhishek Agrawal	849,000	6.27%	882,021	6.51%
3	Suresahchnadra Gupta	1,941,030	14.33%	1,941,030	14.33%
4	Anjana Devi	689,304	5.09%	764,303	5.64%
5	Raxita Abhishek Agrawal	795,050	5.87%	895,050	6.61%
6	Monika Neeraj Agrawal	584,450	4.31%	684,450	5.05%
	<b>TOTAL</b>	<b>8,255,254</b>	<b>60.93%</b>	<b>8,563,274</b>	<b>63.20%</b>

(iii) Disclosure of Shareholding of Promoters as on March 31, 2024

Sr No	Name of promoters	No. of Shares	% Held	% Change
1	Neeraj Agrawal	3,396,420	25.07%	0.00%
2	Abhishek Agrawal	849,000	6.27%	-1.47%
3	Suresahchnadra Gupta	1,941,030	14.33%	0.00%
4	Anjana Devi	689,304	5.09%	-0.55%
5	Raxita Abhishek Agrawal	795,050	5.87%	-0.74%
6	Monika Neeraj Agrawal	584,450	4.31%	-0.74%
7	Nitin Sureshchandra Agrawal	144,010	1.06%	-0.26%
8	Monika Nitin Agrawal	213,250	1.57%	-0.37%

(iii) Disclosure of Shareholding of Promoters as on March 31, 2023

Sr No	Name of promoters	No. of Shares	% Held	% Change
1	Neeraj Agrawal	3,396,420	25.07%	0.00%
2	Abhishek Agrawal	1,047,600	7.73%	-1.22%
3	Suresahchnadra Gupta	1,941,030	14.33%	0.00%
4	Anjana Devi	764,304	5.64%	0.00%
5	Raxita Abhishek Agrawal	895,050	6.61%	0.00%
6	Monika Neeraj Agrawal	684,450	5.05%	0.00%
7	Nitin Sureshchandra Agrawal	179,010	1.32%	0.00%
8	Monika Nitin Agrawal	263,250	1.94%	0.00%

**Note 14: Other equity**

Refer to the statement of changes in equity for movement in Other equity.

**Nature and purpose of reserves**

**Retained earnings**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to the shareholders.



**Note 15 : Borrowings**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current Secured</b>		
Term Loans from		
(i) Banks	0.00	0.00
(ii) Non Banking Finance Company	0.00	01.06
(iii) Less :- Current maturities of long-term debt	0.00	-01.06
<b>Unsecured</b>		
(i) From Directors	08.91	53.37
	<b>08.91</b>	<b>53.37</b>
<b>Current Secured</b>		
Working Capital Loans	958.95	952.50
<b>Term Loans From NBFC</b>		
Current maturities	0.00	01.06
	<b>958.95</b>	<b>953.56</b>
	<b>967.86</b>	<b>1006.93</b>

**15.1 Secure Term Loans referred above are to the extent of:****(i) From Directors**

Loan from Directors is repayable beyond 12 months from the Balance Sheet Date and it does not carry any interest.

**(ii) Working Capital Loans**

Working Capital loans are Secured by hypothecation of present and future raw materials, work in progress, finished goods, Stores and spaires and book debts of the company and charge on the existing immovable properties of the guaranteed by directors, fixed deposit) Rate of Interest :- Interest at the rate of 1.00 % margin above the EBLR which is presently 8.90 % p.a. Present effective rate 9.90 % p.a.calculated on daily products at monthly rests.

**(iv) From Non Banking Finance Company**

These loans are secured against the asset (Machinery) under finance. Interest rate is 12.75% p.a. and the loan is repayable in 60 monthly installments starting from 10th June, 2018, last installment due on 10th April, 2023.

**Note 16 : Trade payables**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Current</b>		
Due to micro, small and medium enterprise	62.34	31.37
Due to others	12.78	54.48
	<b>75.12</b>	<b>85.85</b>

**Ageing Schedule of Trade Payables as on March 31, 2024**

(₹ in Lakhs)

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	62.34	0.00	0.00	0.00	62.34
(ii) Others	12.78	0.00	0.00	0.00	12.78
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00
<b>Total(A)</b>	<b>75.12</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>75.12</b>
<b>Unbilled Dues(B)</b>	0.00	0.00	0.00	0.00	0.00
<b>Total Trade Payables(A+B)</b>	<b>75.12</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>75.12</b>

**Ageing Schedule of Trade Payables as on March 31, 2023**

(Rs. In lakhs)

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	28.74	0.00	0.00	0.00	28.74
(ii) Others	57.10	0.00	0.00	0.00	57.10
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00
<b>Total(A)</b>	<b>85.85</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>85.85</b>
<b>Unbilled Dues(B)</b>	0.00	0.00	0.00	0.00	0.00
<b>Total Trade Payables(A+B)</b>	<b>85.85</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>85.85</b>

Note 16.1: The disclosure under Micro, small and medium Enterprise Development Act, 2006 in respect of the amounts payable to micro and small enterprises as at 31st March, 2024 has been made in the financials statements based on information received and on the basis of such information the amount due to small and micro enterprises is Nil /- as on 31st March, 2023. No interest is paid or payable to such enterprises. Auditors have relied on the same.

**Note 17 : Other financial liabilities**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Other Payables		
Audit fees Payable	01.65	02.32
Professional fees Payable	0.16	0.00
Creditor for Expenses	06.54	04.53
Unpaid Electricity	07.79	06.59
Unpaid director remuneration	02.54	04.17
Unpaid director Sitting Fees	03.14	03.40
Salary & Labour Payable	0.35	02.29
Office Rent Payable	0.30	0.28
Dividend Payable	0.04	0.04
<b>Total other financial liabilities</b>	<b>22.52</b>	<b>23.64</b>



**Note 18 : Other current liabilities**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
TDS Payable	02.31	02.29
TCS Payable	0.44	0.38
GST RCM Payable	07.05	06.05
Advance from customers	0.08	0.00
<b>Total other current liability</b>	<b>09.88</b>	<b>08.72</b>

**Note 19 : Income taxes**
**1) Components of Income tax expense**

The major component of Income tax expense for the year ended on March 31, 2024 and March 31, 2023 are as follows:

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Statement of Profit and Loss</b>		
<b>Current tax</b>		
Current income tax	35.01	21.66
Adjustment of tax relating to earlier periods	-0.10	0.00
<b>Deferred tax</b>		
Deferred tax expense	-01.55	02.13
	<b>33.37</b>	<b>23.79</b>
<b>Income tax expense as per the statement of profit and loss</b>	<b>33.37</b>	<b>23.79</b>

**2) Reconciliation of Effective Tax**

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Profit before tax from continuing and discontinued operations</b>	<b>135.31</b>	<b>89.01</b>
<b>Tax @ 25.168% (22% Tax + 10% Surcharge + 4% H&amp;E Cess)</b>	<b>34.05</b>	<b>22.40</b>
<i>Adjustments for:</i>		
Permanant differences not allowable as per Income Tax Act, 1961	0.96	0.61
Other Adjustments	-01.65	0.78
<b>Tax expense / (benefit)</b>	<b>33.37</b>	<b>23.79</b>

**3) Movement in deferred tax assets and liabilities**

For the year ended on March 31, 2024

(₹ in Lakhs)

Particulars	As at April 1, 2023	Charge/(credit) in the Statement of Profit and	Charge/(credit) in Other	As at March 31, 2024
<b>Deferred tax liabilities/(assets)</b>				
Accelerated depreciation for tax purposes	08.89	-01.47	0.00	07.41
Deferred tax income on fair valuation of PPE	15.50	0.00	0.00	15.50
Amortisation/Reversal of Processing Fees	0.00	0.00	0.00	0.00
Provision for doubtful debt	-21.67	-0.07	0.00	-21.74
	<b>02.72</b>	<b>-01.54</b>	<b>0.00</b>	<b>01.18</b>

For the year ended on March 31, 2023

(₹ in Lakhs)

Particulars	As at April 1, 2022	Charge/(credit) in the Statement of Profit and	Charge/(credit) in Other	As at March 31, 2023
<b>Deferred tax liabilities/(assets)</b>				
Accelerated depreciation for tax purposes	09.33	-0.44	0.00	08.89
Deferred tax income on fair valuation of PPE	15.50	0.00	0.00	15.50
Amortisation/Reversal of Processing Fees	0.03	-0.03	0.00	0.00
Provision for doubtful debt	-24.27	02.60	0.00	-21.67
	<b>0.60</b>	<b>02.12</b>	<b>0.00</b>	<b>02.72</b>

## 4) Current / Non-current tax assets and liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Current tax assets	0.00	0.00
<b>Current</b>		
Current tax assets	0.00	0.00
Current tax liabilities	29.78	15.93

## Note 20 : Revenue from operations

(₹ in Lakhs)

Particulars	For the Year ended	For the Year ended
	March 31, 2024	March 31, 2023
<b>Sale of Products</b>		
<u>Sale of products</u>	5032.07	5002.60
	5032.07	5002.60
	<b>5032.07</b>	<b>5002.60</b>

## Note 21 : Other income

(₹ in Lakhs)

Particulars	For the Year ended	For the Year ended
	March 31, 2024	March 31, 2023
Interest income		
a. Interest income from bank on:		
(i) Deposits	01.52	0.00
(ii) Other balances	02.85	05.03
b. Interest income from current investments	0.00	0.00
c. Others	0.00	0.00
Other Non-operating Income		
Discount Received	02.77	0.00
foreign currency exchange gain	0.01	
Ind as adjustment		
Dividend income	0.00	0.00
	<b>07.15</b>	<b>05.03</b>

## Note 22 : Cost of Material Consumed

(₹ in Lakhs)

Particulars	For the Year ended	For the Year ended
	March 31, 2024	March 31, 2023
Opening Stock	786.34	510.22
Add: Purchase	4409.48	4605.47
	5195.82	5115.69
Less: Closing Stock	842.34	786.34
<b>Material Consumed</b>	<b>4353.47</b>	<b>4329.35</b>

## NOTE 23 : (Increase)/ Decrease in Inventory of Stock in Trade, Finished goods, Semi finished goods

(₹ in Lakhs)

Particulars	For the Year ended	For the Year ended
	March 31, 2024	March 31, 2023
Opening Inventory of		
Semi-finished Goods		
Finished Goods	115.14	116.55
Scraps		
Trading Goods		
	115.14	116.55
Less :Closing Inventory of		
Semi-finished Goods		
Finished Goods	157.52	115.14
Scraps		
Trading Goods	157.52	115.14
<b>(Increase) / Decrease in Inventory of Stock in Trade, Finished goods, Semi finished goods</b>	<b>-42.38</b>	<b>01.41</b>



**Note 24 : Employee benefits expense**

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Salaries, wages, bonus & gratuity	137.65	168.25
Contribution to provident fund and other funds		
Staff welfare	04.34	05.28
<b>Total Employee Benefit Expense</b>	<b>141.99</b>	<b>173.53</b>

**Note 25 : Finance costs**

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Interest expense	93.12	82.69
Other borrowing cost	02.86	03.55
<b>Total Finance Cost</b>	<b>95.98</b>	<b>86.24</b>

**Note 26 : Depreciation and amortisation expenses**

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Depreciation on property, plant & equipment and investment property	27.62	31.61
<b>Total Depreciation</b>	<b>27.62</b>	<b>31.61</b>

**Note 27 : Other expenses**

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Advertisement Exps	0.46	01.29
Audit Fees	0.85	0.75
Brokerage Exp.	06.19	05.16
Consumption of Plant and Machinery spares	08.00	07.29
Director Sitting fees	0.57	01.60
Discount	25.02	22.18
Electricity Exp.	70.12	58.81
Expense for doubtful debt	0.27	0.00
Office & Factory Land rent exp.	0.84	01.38
Freight Exp.	136.02	117.35
GST Credit Reversal	32.39	32.57
Insurance Exp.	05.57	06.16
JCB & Tractor Rent	03.13	0.30
Lab Testing	0.21	0.52
Legal & Professional Fees Exp.	14.95	17.02
Misc.Exp.	02.08	03.67
Packing Exp.	03.48	0.74
Panchayat Tax	0.20	0.21
Petrol & Diesel Exp	02.06	01.22
Preliminary Exp. Written Off	0.00	0.00
Repaires & Maintenance Exp.	04.21	06.68
Stationary & Printing Exp.	03.57	03.58
Sundry Balance Written Off	0.00	01.71
Software Exps	0.07	0.15
Term Loan EMI Security Money Written Off	0.00	0.00
Trip & Traveling Exp. for Business Promotion	02.88	04.71
Telephone & Mobile Exp	0.22	0.22
Water Exp	0.00	0.63
Website Exp	0.00	0.15
Molassease challan Exp.	0.02	0.44
Fire Sefty exp.	0.07	0.00
Demat Charges	0.01	0.00
GST Fees	0.03	0.00
GST Assessment Tax& Interest	01.03	0.00
Diwali Gift Exp.	0.47	0.00
Export Exp.	02.09	0.00
POSTAGE & COURIER EXP.	0.01	0.00
INTERNET EXP.	0.12	0.00
Interest on tds/tcs	0.03	0.00
<b>Total Other Expense</b>	<b>327.23</b>	<b>296.48</b>

**Note 28: Related Party transactions**

Related party disclosures, as required by Ind AS 24, " Related Party Disclosures", are given below.

**(A) Particulars of related parties and nature of relationships**

**Name of the related parties**

**A. Holding Company**

Nil

**B. Subsidiary Companies (including step-down subsidiaries)**

Nil

**C. Associate Company**

Nil

**D. Companies over which Key Management Personnel and their relatives are able to exercise significant influence**

Nil

**E. Key Management Personnel**

**Executive directors**

MR. NEERAJ AGARWAL

MR. SURESHCHNADRA GUPTA

**Non Executive directors**

MR. GANESH BHAVARLAL PRAJAPATI

MRS. NIDHI DINESHBHAI PATEL

MS POOJA AIDASANI

MR. GAURAV AGARWAL

**Chief Finance Office**

MR. NEERAJ AGARWAL

**Company Secretary**

MRS. NIDHI JAIN

**F. Relatives of Key Management Personnel**

MR.ABHISHEK S. AGRAWAL

ANJANADEVI

MONIKA AGRAWAL

RAXITA AGRAWAL

**(B) Related party transactions and balances**

**Terms and conditions of transactions with related parties**

All the transactions with the related parties are done at arm's length price

The details of material transactions and balances with related parties (including those pertaining to discontinued operations) are given below:

## a) Transactions during the year

(₹ in Lakhs)

Sr. No	Particulars	Key Managerial Person and Relative of Key managerial Person	
		2023-24	2022-23
1	<b><u>Expense</u></b>		
	Remuneration		
	Neeraj Agarwal	09.00	09.00
	Sureshchandra Gupta	09.00	09.00
	Ganesh Bhavarlal Prajapati	0.15	0.40
	Gaurav Agarwal	0.15	0.40
	Nidhi Dineshbhai Patel	0.15	0.40
	Pooja Aidasani	0.13	0.40
	Rent		
	Neeraj Agarwal	0.30	0.30
	Sureshchandra Gupta	0.30	0.30
	Abhishek S. Agrawal	0.24	0.24
2	<b><u>Net Loan Taken</u></b>		
	Neeraj Agarwal	03.91	30.00
	Sureshchandra Gupta	05.00	20.00

Sales to and purchases from related parties were made on normal commercial terms and conditions and at prevailing market prices or where market price is not available at cost plus margin.

All outstanding balances are unsecured and are repayable in cash and cash equivalent.

The Company has a policy of creating provision on trade receivables on the basis of an unbiased and probability-weighted amount that is determined by evaluating age of the trade receivables.

## (C) Closing Balances of Related Parties

(₹ in Lakhs)

Particulars	Relation	2023-24	2022-23
<b><i>Rent Payable</i></b>			
Abhishek S. Agrawal	KMP has Significant Influence	0.00	0.28
<b><i>Remuneration Payables</i></b>			
Neeraj Agarwal	KMP	0.45	0.88
Sureshchandra Gupta	KMP	02.10	03.29
Ganesh Bhavarlal Prajapati	KMP	01.15	01.30
Gaurav Agarwal	KMP	0.55	0.40
Nidhi Dineshbhai Patel	KMP	01.45	01.30
Pooja Aidasani	KMP	0.00	0.40
<b><i>Loan- Liability</i></b>			
Neeraj Agarwal	KMP	03.91	31.36
Sureshchandra Gupta	KMP	05.00	20.00
Anjanadevi	KMP has Significant Influence	0.00	0.60
Monika Agarwal	KMP has Significant Influence	0.00	0.60
Raxita Agarwal	KMP has Significant Influence	0.00	0.81



### Note 29: Segment information

In line with the Ind AS - 108 Operating Segments and on the basis of the review of operations being done by the senior management, the operations of the group fall under business of delinted cotton seed and cattle feeds Products which is considered to be only reportable segment by the Company.

### Note 30: Financial assets and liabilities

#### Financial assets by category

(₹ in Lakhs)

Particulars	As at March 31, 2024				As at March 31, 2023			
	Cost	FVTPL	FVTOCI	Amortised cost	Cost	FVTPL	FVTOCI	Amortised cost
<b>Investment in</b>								
Equity Shares - Quoted	-	0.03	-	-	-	0.03	-	-
Trade receivables	-	-	-	1331.89	-	-	-	1322.44
Loans	-	-	-	0.00	-	-	-	29.22
Cash & cash equivalents (including other bank balances)	-	-	-	77.02	-	-	-	55.04
Other financial assets	-	-	-	-	-	-	-	-
- Security & Fixed deposits	-	-	-	24.78	-	-	-	31.76
- Other Assets	-	-	-	01.41	-	-	-	-
<b>Total Financial assets</b>	<b>0.00</b>	<b>0.03</b>	<b>0.00</b>	<b>1435.11</b>	<b>0.00</b>	<b>0.03</b>	<b>0.00</b>	<b>1438.47</b>

#### Financial liabilities by category

(₹ in Lakhs)

Particulars	As at March 31, 2024				As at March 31, 2023			
	Cost	FVTPL	FVTOCI	Amortised cost	Cost	FVTPL	FVTOCI	Amortised cost
Borrowings	-	-	-	967.86	-	-	-	1006.93
Trade payables	-	-	-	75.12	-	-	-	85.85
Other financial liabilities	-	-	-	-	-	-	-	-
- Interest accrued but not due	-	-	-	0.00	-	-	-	0.00
- Other Payables	-	-	-	22.52	-	-	-	23.64
<b>Total Financial liabilities</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1065.50</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1116.41</b>

### Note 31: Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.



All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 -- This includes financial instruments measured using quoted prices. The fair value of all equity instruments which are traded on the Stock Exchanges is valued using the closing price as at the reporting period.
- b) Level 2 -- The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates.
- c) Level 3 -- If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved, wherever required, for valuation of significant assets, such as properties, unquoted financial assets and significant liabilities. Involvement of external valuers is decided upon by the Company after discussion with and approval by the Company's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Company, after discussions with its external valuers, determines which valuation techniques and inputs to use for each case.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value measurement. Other fair value related disclosures are given in the relevant notes.

### **Carrying value and fair value**

Given below is the comparison by class of the carrying value and fair value of the Company's financial instruments.



Particulars	Carrying value		Fair value	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Financial Assets</b>				
Investment in quoted equity shares	0.03	0.03	0.03	0.03
Trade receivables	1331.89	1322.44	1331.89	1322.44
Loans	0.00	29.22	0.00	29.22
Cash & cash equivalents (including other bank balances)	77.02	55.04	77.02	55.04
Security & Tender deposits	24.78	31.76	24.78	31.76
Interest Accrued but not received	01.41			
<b>Total Financial Assets</b>	<b>1435.14</b>	<b>1438.50</b>	<b>1433.73</b>	<b>1438.50</b>
<b>Financial Liabilities</b>				
Borrowings	967.86	1006.93	967.86	1006.93
Trade Payables	75.12	85.85	75.12	85.85
Accrued interest but not due on borrowings	0.00	0.00	0.00	0.00
- Other Payables	22.52	23.64	22.52	23.64
<b>Total Financial Liabilities</b>	<b>1065.50</b>	<b>1116.41</b>	<b>1065.50</b>	<b>1116.41</b>

The management assessed that cash and cash equivalents, trade receivables, loans, other financial assets, trade payables, borrowings and other financial liabilities (excluding current maturities of long-term borrowings) approximate their carrying amounts largely due to the short-term maturities of these instruments.

### **Note 32: Financial risk management**

The Company's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The loans and borrowings are primarily taken to finance and support the Company's operations. The Company's principal financial assets include loans, cash and cash equivalents, trade receivables and other financial assets.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The risk management system is relevant to business reality, pragmatic and simple and involves the following:

**Risk identification and definition:** Focuses on identifying relevant risks, creating / updating clear definitions to ensure undisputed understanding along with details of the underlying root causes / contributing factors.

**Risk classification:** Focuses on understanding the various impacts of risks and the level of influence on its root causes. This involves identifying various processes generating the root causes and clear understanding of risk interrelationships.

**Risk assessment and prioritization:** Focuses on determining risk priority and risk ownership for critical risks. This involves assessment of the various impacts taking into consideration risk appetite and existing mitigation controls.

**Risk mitigation:** Focuses on addressing critical risks to restrict their impact(s) to an acceptable level (within the defined risk appetite). This involves a clear definition of actions, responsibilities and milestones.

**Risk reporting and monitoring:** Focuses on providing to the Board periodic information on risk profile evolution and mitigation plans.



## 1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk or Net asset value ("NAV") risk in case of investment in mutual funds. Financial instruments affected by market risk include investments, trade receivables, trade payables, loans and borrowings and deposits.

The sensitivity analysis in the following sections relate to the position as at March 31, 2024 and March 31, 2023.

The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2024 and March 31, 2023.

### **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

### **'Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/(decrease) in basis points	Increase/(decrease) in profit before tax
<b>March 31, 2024</b>		
Rupee borrowings	+50	-
	-50	-
<b>March 31, 2023</b>		
Rupee borrowings	+50	0.10
	-50	-0.10

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

### **Foreign currency risk**

The company has not engaged in any foreign currency transactions, therefore there is no risk associated with foreign currency.

### **Foreign currency sensitivity**

Since the company has not conducted any foreign transactions, it is not exposed to foreign currency risk, and therefore, the company is not affected by foreign currency sensitivity

## 2. Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and foreign exchange transactions.



### *Trade receivables*

Customer credit risk is managed by the Company's internal policies, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an credit rating credit assessment and credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. As at March 31, 2024, there were 4 customers with balances greater than Rs.100 lakhs accounting for more than 52.20% of the total amounts receivables. As at March 31, 2023 there were 4 customers with balances greater than Rs.100 lakhs accounting for more than 48.42% of the total amounts receivables.

The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Trade receivables are non-interest bearing and are generally on 30 days to 180 days credit term. Credit limits are established for all customers based on internal rating criteria. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

### *3. Liquidity Risk*

The principal sources of liquidity of the Company are cash and cash equivalents, borrowings and the cash flow that is generated from operations. It believes that current cash and cash equivalents, borrowings and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following table shows the maturity analysis of financial liabilities of the Company based on contractually agreed undiscounted cash flows as at the Balance Sheet date

(₹ in Lakhs)				
Particulars	On demand	Less than 1 Year	More than 1 Year	Total
<b>As at year ended</b>				
<b>March 31, 2024</b>				
Borrowings (including current maturities of long-term borrowings)	958.95	0.00	08.91	967.86
Trade & other payables	0.00	75.12	0.00	75.12
Other financial liabilities		22.52		22.52
<b>March 31, 2023</b>				
Borrowings (including current maturities of long-term borrowings)	952.50	01.06	53.37	1006.93
Trade & other payables	0.00	85.85	0.00	85.85
Other financial liabilities	0.00	23.64	0.00	23.64

### **Note 33: Capital Management**

The primary objective of capital management is to maintain a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value, safeguard business continuity and support the growth of the Company. It determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. It is not subject to any externally imposed capital requirements.



The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes, within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Particulars	As at March 31, 2024	As at March 31, 2023
Interest-bearing loans and borrowings (Note 16)	967.86	1006.93
Less: cash and cash equivalent (Note 12)	77.02	55.04
<b>Net debt</b>	<b>890.84</b>	<b>951.89</b>
Equity share capital (Note 14)	1354.87	1354.87
Other equity (Note 15)	335.27	233.33
<b>Total capital</b>	<b>1690.15</b>	<b>1588.21</b>
<b>Capital and net debt</b>	<b>2580.99</b>	<b>2540.09</b>
<b>Gearing ratio (%)</b>	<b>34.52%</b>	<b>37.47%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024, March 31, 2023

#### Note 34: Contingent Liabilities

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Claim against the company not acknowledge as debts	0.00	0.00
b. Disputed demand under :		
(i) Income tax	05.57	03.38
(ii) Sales tax	0.00	0.00

#### Note 35: Commitments & Obligations

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Estimated amount of contracts remaining to be executed on capital account and not provided for; (net of capital advances)	0.00	0.00

#### Note 36: Earnings per Share (EPS)

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>Basic &amp; Diluted EPS</b>		
<b>Computation of Profit (Numerator)</b>		
(i) Profit/(loss) from continuing operations	101.94	65.22
(ii) Profit from discontinued operations	0.00	0.00
(iii) Profit/(loss) from continuing & discontinued operations	101.94	65.22
<b>Weighted Average Number of Shares (Denominator)</b>	<b>Nos.</b>	<b>Nos.</b>
Weighted average number of Equity shares of Rs.10 each used for calculation of basic and diluted earnings per share	13,548,714	13,548,714
<b>Basic &amp; Diluted EPS (in Rupees)</b>		
(i) Continuing operations	0.75	0.48
(ii) Discontinued operations	0.00	0.00
(iii) Continuing and Discontinued operations	0.75	0.48

### **Note 37: Other Notes**

#### **i) Payment to Auditors**

Details of payment to Auditors are as follows:

(₹ in Lakhs)

<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Audit fees and tax audit fees	0.95	0.85
Certification and other services	0.79	0.65
<b>Total</b>	<b>01.74</b>	<b>01.50</b>

### **Note 38: Impairment Loss**

- i) The Management is of the opinion that as on Balance Sheet Date, there are no indication of material impairment loss on Property, Plant and Equipment, hence, the need to provide for impairment loss does not arise.

### **Note 39: Additional Regulatory Requirements**

- i) The Company has not revalued its property, plant and equipment or during the current or previous year.
- ii) The Company has not provided or given Loans or Advances in the nature of Loans granted to Promoters, Directors, Key Managerial Personnel and Related Parties either severally or jointly with any other person.
- ii) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- iii) The Company has no transactions with the companies struck off under the Act or Companies Act, 2013.
- iv) The company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the intermediary shall : Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or Provide any guarantee, security or like to or on behalf of the beneficiaries.
- v) The company has not received any fund from any persons or entities, including foreign entities (funding party) with the understanding (whether recorded in writing or wrother wise) that the company shall: Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or Provide any guarantee, security or like to or on behalf of the beneficiaries.
- vi) Previous year's figures have been regrouped or rearranged wherever considered necessary.



#### Note 40: Financial Ratios

Sr. No	Particulars of ratios	2023-24	2022-23	% change	Reason for Variance
1	Current ratio	2.24	2.14	4.63%	-
2	Debt equity ratio	0.57	0.63	-9.68%	-
3	Debt service coverage ratio	2.38	1.33	79.20%	The increase is due to high repayment of loans
4	Return on Equity (%)	3.98%	4.19%	-5.10%	-
5	Inventory turnover ratio	4.53	5.67	-19.99%	-
6	Debtors turnover ratio (in days)	96.26	100.80	-4.50%	-
7	Trade payables turnover ratio (in days)	6.33	6.60	-3.98%	-
8	Net capital turnover ratio (in days)	173.10	165.72	4.45%	-
9	Net profit ratio (%)	2.03%	1.30%	55.38%	The increase is due to higher margins as compared to previous year
10	Return on Capital Employed (%)	8.81%	6.88%	27.90%	The increase is due to higher margins as compared to previous year
11	Return on investment (%)	NA	NA	NA	-

(Total current assets/Current liabilities)

(Net debt/equity)

[Net debt: Non-current borrowings- Deposits/Margin Money against Long Term Borrowings

[Equity: Equity share capital + Other equity]

(EBIT/(Net finance charges + Scheduled principal repayments of non current borrowings (excluding prepayments) during the period))

[EBIT: Profit before taxes +/- Exceptional items + Net finance charges]

[Net finance charges: Finance costs ]

Profit after tax (PAT)/Average Equity)

[Equity: Equity share capital + Other equity]

(Cost of Goods sold/Average Inventory )

(Average trade receivables/Turnover in days)

[Turnover: Revenue from operations]

(Average Trade Payables/Expenses in days)

[Expenses: Total Expenses - Finance Cost - Depreciation and Amortisation Expense – Employee Benefit Expenses in respect of Retirement Benefits –Balances Written off -Other expenses with respect to Royalty, Rates & Taxes, Provision for Doubtful Debts & Advances, Provision for Impairment and Foreign Exchange Gain/Loss, Loss on sale of fixed assets]

working capital/Turnover in days

[Working capital: Current assets - Current liabilities]

[Turnover: Revenue from operations]

(Net profit after tax/Turnover)

[Turnover: Revenue from operations]

**(EBIT/Average capital employed)**

[Capital Employed: Equity share capital + Other equity + Non current borrowings + Current borrowings]

[EBIT: Profit before taxes +/- Exceptional items + Net finance charges

**(Net gain/(loss) on sale+fair value changes of mutual funds)/Average investment funds in current and non-current investments)**

In terms of our report of even date attached

For and on behalf of the Board of Directors

For, Jain Kedia & Sharma

Chartered Accountants

FRN : 103920W

Neeraj Agrawal

DIN: 06473290

Chairman & Managing Director

Sureshchandra Gupta

DIN : 06473269

Whole-Time Director

Ajaykrishna Sharma

Partner

Membership No. 035075

Neeraj Agrawal

DIN: 06473290

Chief Finance Officer

Nidhi Jain

Mem No. 39141

Company Secretary & Compliance  
Officer

Place : Ahmedabad

Date : 16th May, 2024

Place : Ahmedabad

Date : 16th May, 2024



## CAPITALISATION STATEMENT

The following table sets forth our capitalization as at 31<sup>st</sup> March, 2024, on the basis of Audited Financial Statements:

<b>(Rs. in Lakhs)</b>		
Particulars	Pre-Issue as at 31/03/2024	As adjusted for the Issue *
<b>Debt:</b>		
Current borrowings (A)	958.95	[●]
Non-Current borrowings (including Current Maturity) (B)	8.91	[●]
<b>Total Debt (C = A + B)</b>	<b>967.86</b>	<b>[●]</b>
<b>Equity:</b>		
Equity Share capital (D)	1354.87	[●]
Other Equity (E)	335.27	[●]**
<b>Total Equity (F=D+E)</b>	<b>1690.15</b>	<b>[●]</b>
<b>Non-Current borrowings (including current maturity)/ Total Equity (B/ F)</b>	<b>N.A.</b>	<b>[●]</b>
<b>Total Debt/ Total Equity (C/ F)</b>	<b>0.57</b>	<b>[●]</b>

\*Assuming full subscription of the Issue and to be updated at the time of finalization of Letter of Offer

\*\*Not adjusted for Issue related expenses

\*\*\*The figures for the respective financial statements line items under "As adjusted for the Issue" column have been derived after considering the impact due to proposed rights issue of Equity Shares.

**Annexure II**
**MANAGEMENT DISCUSSION AND  
ANALYSIS REPORT**
**OVERVIEW**

India is one of the largest and fastest growing compound feed markets in the world. Feed manufacturing on a commercial and scientific basis started around 1965 in India with the setting up of medium-sized feed plants in northern and western India. Feed was produced mainly to cater to the needs of dairy cattle. The poultry sector was not developed at that time and was restricted to backyard production, with the desi (or native bird) kept mainly for the production of eggs. The Indian feed industry is undergoing a very exciting phase of growth for the next decade. Indian feed industry is presently growing at a CAGR of 8 percent. Poultry, aqua and dairy industry occupies the major share in overall feed demand. While the potential feed requirement is huge and stands at around 96 million tonnes, only 20.3 million tonnes was produced during 2012-13. There is a huge scope for the growth in the sector, with industry becoming more organized. With this growth rate India will soon become the largest feed market in the coming years. The feed industry requirements that are met with the compound feed are only 11 percent for cattle, 14 percent for aqua feed and 55 percent for poultry feed.

**MARKET DRIVERS & RESTRICTIONS**

The cattle feed market size was valued at \$73.5 billion in 2019, and is projected to reach \$78.3 billion by 2027, growing at a CAGR of 4.4% from 2021 to 2027.

Animal feed is the food given to domestic animals, especially those in the livestock. Cattle feed is a very important factor in animal agriculture and it contributes to the majority cost of the raising animals. Farmers usually try to reduce cost for this food by supplementing expensive feeds with substitutes, such as food waste like spent grain from beer brewing. Animal wellbeing is one of the prime factors that decide the future of livestock industry. Wellbeing of animals is highly dependent on well-balanced nutritional feed. The cattle feed industry is expanding into the market of feed-acidifiers, feed-enzymes, feed-antibiotics, and feed-microbial. The demand for these trends goes parallel with the increase in consumption of meat protein and increased importance on the quality of the ingredients used in the animal feed.



## Indian Agricultural Sector Overview

Asia-Pacific is known to be the dominant region in the cattle feed market share. Asian countries have witnessed higher rate of traction for dairy products, owing to its increased demand from vegan consumers. Some key macroeconomic factors such as rise in social media usage and surge in per-capita income also play an important role in contributing toward the overall growth of the cattle feed market. However, LAMEA is expected to exhibit significant growth in the future, owing to rise in demand for meat and dairy products in child nutrition. In addition, the region has witnessed considerable surge in number of millennials, who are forefront consumers of new food & meat products. Therefore, rise in millennial population is anticipated to offer remunerative cattle feed market opportunities.

Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including blockchain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

It contributes 4.11% of the Indian total GDP and 25.6% of total agriculture GDP of the country. The ongoing growth of major consuming industries creates conditions for a further development of animal feed industry of India, although several problems continue to prevent its more active growth. India traditionally faces a shortage of fodder in the range of 20% to 25% from its overall annual needs, which is mainly due to seasonal and regional factors. However, this year these figures are significantly higher due to shrinking land resources of the country. Due to this, the government plans to take measures to expand the areas of grazing lands and to ensure their more sustainable and careful use.

According to a recent report of the research agency IMARC Group, the Indian feed market grew at 3.5% annually over the past five years and the size reached INR956.7 billion in 2022 (US\$11.47 billion). According to analysts' predictions, the market may reach US\$19.23 billion by 2028, if it maintains its annual growth rates in the range of 5% to 7% within the next five years. South India is a center of animal feed production in India, accounting for the largest market share. In recent years, the biggest growth of output was observed in Andhra Pradesh, Karnataka and Tamil Nadu, which became mainly due to the rise in the manufacturing of poultry products.

In terms of market structure, most of the market accounted for the segments of poultry and cattle feed, the major consumers of animal feed in India. Looking forward, IMARC Group expects the market value to reach US\$ 1,578.2 Billion by 2028, growing at a CAGR of 8.2% during the forecast period (2023-2028).



## **I. Macroeconomic condition**

Feed industry in India is about 50 years old. It primarily consists of cattle feed and poultry feed segments. Cattle feed industry in India is gradually evolving into an organized sector and the feed manufacturers are increasingly using modern and sophisticated methods that seek to incorporate best global practices. Indian cattle feed industry has got high growth potential, given the country's top position among the world nations in respect of livestock population and also the high expected growth rate of about 4 per cent. Compounded Cattle Feed (CCF) products, particularly the branded ones is fast gaining popularity India, including in rural areas. Earlier research studies by the present author jointly with another researcher, based on the feedback from the farmers, have revealed the high growth prospects of the branded cattle feed industry, the feed consumption pattern based on product types, composition of cattle feed market and the relative shares of major brands, the major factors influencing the purchasing decisions etc. As a continuation of these studies, this macro level study analyses the growth prospects of cattle feed industry in India and hence suggests strategies for its faster growth.

## **II. Economic Outlook**

The Global Cattle Feed Market is segmented based on ingredients, application, and region. Based on ingredients, the Cattle Feed Market is segmented into wheat, corn, soybean, and additives. Based on application, the Cattle Feed Market is segmented into dairy cattle feed and beef cattle feed. Based on region, the global Cattle Feed market is segmented into North America, Europe, Asia-Pacific, South America, and MEA. Over 34% of worldwide sales in 2021 came from North America, making it the dominant region globally. The region's market is predicted to grow in the coming years due to increasing meat consumption, particularly in the US, and strict rules on meat quality. In addition, the region's extensive and simple supply of raw materials including maize and dextrose is anticipated to boost market expansion. The Asia Pacific is expected to have the highest CAGR during the forecast period. Due to their large populations and increasing demand for meat, emerging economies like China and India have seen a sharp increase in their cattle stockpiles over the past decade. Cattle feed prices have been increasing as a result of this trend.

## **III. Indian Economy**

It contributes 4.11% of the Indian total GDP and 25.6% of total agriculture GDP of the country. The ongoing growth of major consuming industries creates conditions for a further development of animal feed industry of India, although several problems continue to prevent its more active growth

## **IV. Market Trends**

In the near future, nutrigenomic approaches will become standard for understanding both nutritional and environmental factors hindering production efficiency and welfare. The Cattle Feed Market Report offers a thorough examination of the primary competitors in the industry, incorporating previous data, SWOT analysis, and recent worldwide advancements. Its aim is to present an in-depth overview of the Cattle Feed market, comprising its past achievements, present status, and future potential, with specific emphasis placed on the pandemic's impact on the market.



Moreover, the report presents a dashboard summary of prominent enterprises, covering their effective marketing tactics, market share, and recent advancements in both past and present contexts. This analysis offers insights into how these leading companies have contributed to the market and achieved success through their marketing strategies.

## **INDUSTRY STRUCTURE AND DEVELOPMENTS**

In terms of market structure, most of the market accounted for the segments of poultry and cattle feed, the major consumers of animal feed in India.

As for cattle feed, it mainly comprises grains (such as sorghum and millet) and their cakes, mustard, cotton seeds and their oil cakes, de-oiled rice and soybean. On the other hand, poultry is mainly fed corn, sorghum, wheat, soy and their concentrates.

### **Market Growth Expectations**

The market is further aided by the emergence of non-traditional feed ingredients and technological advancements as well as innovations, such as the creation of genetically modified animal feed ingredients.

Global Cattle Feed Market size was valued at USD 76.267 billion in 2019 and is poised to grow from USD 79.2 billion in 2023 to USD 104.18 billion by 2031, growing at a CAGR of 3.92% in the forecast period (2024-2031).

Globally, the market has benefited from the industrialisation of cattle products including meat and dairy products as well as the rising population. The main factor driving market expansion is the rise in consumer knowledge of the nutritional value of food as well as the safety of meat and milk products. Young ruminants and mature ruminants are two categories of cattle. Amino acids, vitamins, feed acidifiers, antibiotics, feed enzymes, antioxidants, and other supplements are used depending on the age of these ruminants. Products containing vitamin A and minerals, such as Availa-4 and 20-10 Plus Mineral, are frequently used to boost cattle's immune system, reproductive ability, and vision as well as to fill nutritional gaps.

## **OPPORTUNITIES AND THREATS**

The challenges are:

- A. Best Optimum solutions with low energy consumption and high production output with minimum breakdowns.
- B. Scarcity of raw material & alternate options of raw material as per availability and cost.
- C. Awareness for bio-security & feed mill hygiene.

### **Projected demand and availability of fodder in India**

The availability of feed and fodder remains a major area of concern; there is a gap between its demand and supply in the country. As per the estimates of the Indian Council for Agricultural Research (ICAR)-affiliated National Institute of Animal Nutrition and Physiology (NIANP), the deficit in the requirement and the availability of dry fodder, green fodder and concentrates during 2015 was to the extent of 21 per



cent, 26 per cent, and 34 per cent, respectively. This is likely to increase to 23 per cent, 40 per cent, and 38 per cent, respectively, by 2025. The fodder deficit in India in terms of green fodder, dry fodder, and concentrates was 26 million tonnes (MT), 21 MT, and 34 MT in 2015, which is expected to reach 40 MT, 21 MT, and 38 MT by 2025, respectively (Table 1).

	Demand Projections (2025) ( million MT)	Availability Projections	Shortfall (%age)
Dry Fodder	550	433	21
Green Fodder	1000	600	40
Concentrate Feed	105	65	38

### Internal control systems and their adequacy

The company has internal financial control systems which are adequate in the opinion of board of Directors.

The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized recorded and reported correctly.

The internal control system is supplemented by an extensive program of internal and external audits and periodic review by the management.

This system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

### SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company works only in one segment i.e. manufacturing of delinted cotton seeds.

### MANAGERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company believes and recognizes that its employees are important resource in its growth and to give competitive advantage in the present business scenario. The Company takes pride in the commitment, competence and dedication shown by its employees in all areas. The Company has always worked to give opportunity to its people irrespective of their education background at shop floor. Subordinates mentoring and responsible candidature goes a long way in ensuring company's success.

Professional with required amount of experience and knowledge are hired on need to need basis by the Company. The Industrial relation of the Company with various clients, supplier, financial lenders and employees is cordial. There are total 10 employees on the payroll of the Company.

### FUTURE PROSPECTS

Company has initiated three new maxim to be complied for better growth and progress of the company. Owing to the progressive growth and the competition in the cattle feed industry, company has focused on core business strategies for the development of business. Recently, the Company is also planning to add some other products in near future.



The focus area of future planning has been segregated into following heads.

### “GOALS”

To Enhance Export

To Expand Domestic sales

Poultry Feed

The cattle feed business is experiencing rapid growth as the milk producers have started replacing the traditional cattle feed with more nutritionally balanced compound feed, as they have realized the tangible benefits of nutritional feed in terms of yield improvement. In Asia, the livestock industry is the most crucial part of agricultural development and has been growing at an unprecedented pace in the last few decades. Livestock products contribute for around 40% of the total agricultural output in global sales, and are experiencing growth faster as compared to any other agricultural sub-sector. Due to population growth and increased living standards, rapid growth in consumption of animal products has also forced the livestock industry to adapt and expand to satisfy the expectations of the society by feeding nutritious animal feed to the livestock animals. Hence, this factor proves beneficial for the growth of the cattle feed market.



Company is planning to expand its operation and cover Asia-Pacific region for export of its products. At present our Company is marketing its product through a network of commission agents, brokers, distributors, etc. spread across Gujarat & Rajasthan but our Company majorly get its sales from Rajasthan.

## FINANCIAL PERFORMANCE OVERVIEW

The discussions in this section relate to the financial results pertaining to the year that ended March 31, 2024. The financial statements of Narmada Agrobases Limited ('the Company') are prepared in accordance with the Applicable Accounting Standards and the provisions of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the standalone financial statements.

In the current year company has again paced with the growth prospects and streamlined its operations.

For the financial Year 2023-2024, your Company recorded net sales of Rs. 503.9 million as against Rs. 500.7 million in the previous year and thereby recording the increase in the net sales. Despite the tough market conditions faced by the industry, Company is striving hard to achieve the better results and the assured progressive growth in future.

Further for the Financial Year 2023-2024, the company achieved Profit of Rs. 10.19 as compared to Rs. 6.52 million in the previous financial year.

The revenue from Operations of the company is detailed below:

Financial Year					
Revenue From Operations (millions)	19-20	20-21	21-22	22-23	23-24
	616.2	583.3	350.3	500.7	503.9

**For, Narmada Agrobases Limited**

Neeraj S. Agrawal  
Chairman & Managing Director  
DIN: 06473290



## MARKET PRICE INFORMATION

The Equity Shares are listed on the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'). The Rights Equity Shares will be listed on the Stock Exchanges pursuant to this Issue. For further details, please see "*Terms of the Issue*" on page no. 193 of this Letter of Offer. We have received In-principle approvals for listing of the Rights Equity Shares to be issued on the Stock Exchanges from National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') vide letters dated [•] and [•] respectively. Our Company will also make application to National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') to obtain the trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

**For the purpose of this section, unless otherwise specified:**

1. Year is a Financial Year;
2. Average price is the average of the daily closing prices of our Equity Shares for the year, or the month, as the case maybe;
3. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of our Equity shares, for the year, the month, or the week, as the case may be; and
4. In case of two days with the same high/ low/ closing price, the date with higher volume has been considered.

### Stock Market Data of the Equity Shares

- a) The following table sets forth the high, low and average market prices of the Equity Shares recorded on the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') during the preceding three years and the number of the Equity Shares traded on the days of the high and low prices were recorded:

- **National Stock Exchange of India Limited ('NSE')**

Year	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)	Average price for the year (Rs.)
2021	12.24	12.26	12.17	12.20	16,735	02	1,93,641	12.20
2022	21.44	21.76	20.81	21.28	24,462	89	5,41,008	21.28
2023	21.04	21.51	20.33	20.78	70,233	478	16,21,554	20.78

- **BSE Limited ('BSE')**

Year	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)	Average price for the year (Rs.)
2022	25.75	27.10	19.60	24.25	3,10,511	3,609	76,73,143	23.69
2023	24.25	31.40	16.55	22.20	26,35,826	41,618	5,96,65,749	20.84

- b) Monthly high and low prices for the six months preceding the date of filing this Letter of Offer with National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'):

- **National Stock Exchange of India Limited ('NSE')**

Month	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)	Average price for the month (Rs.)
Jan, 2024	23.46	24.19	22.70	23.49	3,87,984	1,661	1,11,97,884	23.49
Feb, 2024	29.15	29.65	27.42	28.32	15,25,41	887	48,76,712	28.32
Mar, 2024	23.25	23.58	22.00	22.75	21,329	121	4,74,071	22.75
Apr, 2024	21.67	21.78	21.37	21.70	7,510	49	1,65,894	21.70
May, 2024	21.60	21.68	21.17	21.40	14,558	65	3,20,628	21.40
June, 2024	20.74	20.83	20.60	20.72	50331.05	34	1033685	20.72

- **BSE Limited ('BSE')**

Month	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)	Average price for the month (Rs.)
Jan, 2024	22.20	32.86	21.03	32.29	10,16,887	13,843	2,85,34,454	23.51
Feb, 2024	33.00	34.85	24.55	25.00	4,28,602	6,020	1,35,86,957	28.43
Mar, 2024	24.50	27.70	20.33	20.33	34,477	364	7,80,623	22.74
Apr, 2024	20.33	23.50	19.92	20.10	25,179	175	5,45,411	21.78
May, 2024	20.45	24.36	18.55	21.24	68,229	321	15,54,298	21.33
June, 2024	21.24	22.01	19.69	21.98	1,02,335	320	21,59,065	20.84

- c) **Total number of days of trading during the preceding six months:** Total Number of days traded during 01/01/2024 to 30/06/2024 on BSE Limited are 122 days and on National Stock Exchange are 123 days.
- d) **Market price of Equity shares immediately after the date on which the resolution of the Board of Directors approving the Issue:** The closing market price of the Equity Shares of the Company on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'), as on 12<sup>th</sup> July, 2024 (being a day immediately after the date on which resolution of Board of Directors was passed for approving Rights issue) was Rs. 22.98/- and Rs. 23.45/-.

The Issue Price is Rs. [•] per Rights Equity Share and has been arrived at by our Company prior to the determination of the Record Date [•]

## OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving the Company, its Directors and Promoters.

Outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 10% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 10.00% of the Company’s trade payables as per the last financial statements.

## A. LITIGATION INVOLVING THE COMPANY

## a) Criminal proceedings against the Company:

There are no outstanding criminal proceedings initiated against the Company.

## b) Criminal proceedings filed by the Company:

Except as mentioned below, there are no outstanding criminal proceedings initiated by the Company.

- 1) Narmada Agrobases Limited .....Complainant  
Vs  
Chanda Dodia Proprietor of Dodia Cattle Feed .....Accused

Case No.	CC/52893/2018
Court/ Authority	Additional Chief Metropolitan Magistrate Court, Ahmedabad
Case Details	The complainant, has filed a criminal complaint under sections 138 of the Negotiable Instruments Act, 1881 against Chanda Dodia, proprietor of Dodia Cattle Feed. The complainant claims that Dodia Cattle Feed, after initially maintaining timely payments for goods purchased, failed to honour subsequent payment commitments. Specifically, a cheque issued by Dodia Cattle Feed for Rs.1,36,740/-, dated January 5, 2018, was dishonoured due to a “payment stopped by drawer”. Despite a legal notice demanding payment sent on April 18, 2018, and acknowledged on April 24, 2018, no payment was made. Consequently, the complainant sought the court’s intervention to take cognizance of the offense, try the accused, and pass an appropriate order for punishment.
Case Status	Pending
Amount Involved	Rs.1,36,740/-
Next Date	03/09/2024
Case Stage	Proceed to Accused.

- 2) Narmada Agrobases Limited .....Complainant  
Vs  
Mukesh Chhajar ..... Accused

Case No.	CC/40169/2020
Court/Authority	Metropolitan magistrate Court, Ahmedabad
Case Details	The complainant, has filed a criminal complaint under sections 138 of the Negotiable Instruments Act, 1881 against Mukesh Chhajar, proprietor of Mahadev Traders. The complainant claims that accused, after initially maintaining timely payments for goods purchased, failed to honor subsequent payment commitments. Specifically, a cheque issued to the accused for Rs.1,60,000/-, dated May 31, 2010, was dishonoured due to a “account blocked”. Despite a legal notice demanding payment sent on July 21, 2020 but no payment was made. Consequently, the complainant sought the court’s intervention to take cognizance of the offense, try

	the accused, and pass an appropriate order for punishment.
Case Status	Pending
Amount Involved	Rs.1,60,000/-
Next Date	06/09/2024
Case Stage	Proceed to Accused.

**c) Actions by statutory and regulatory authorities against the Company:**

There are no outstanding actions by statutory or regulatory authorities initiated against the Company.

**d) Tax Proceedings:**

(i) Direct Tax: -

**Narmada Agrobase Limited**

Assessment Year	Section Code	Date of Demand	Amount	Particular
2021-22	143(1)(a)	12-04-2022	3,47,280	No Appeal has been preferred against the Demand. The Matter is Pending
2022-23	143(1)(a)	13-01-2023	15,970	No Appeal has been preferred against the Demand. The Matter is Pending
2023-24	143(1)(a)	05-12-2023	2,02,845	No Appeal has been preferred against the Demand. The Matter is Pending
		<b>TOTAL</b>	<b>5,66,095</b>	

(ii) Indirect Tax – NIL

**e) Other pending material litigations against the Company:**

There are no outstanding litigations initiated against the Company, which have been Considered material by the Company in accordance with the Materiality Policy.

**f) Other pending material litigations filed by the Company:**

Except as mentioned below, there are no outstanding litigations initiated by the company, which have been considered Material by the Company in accordance with the Materiality Policy.

1) Narmada Agrobase Limited .....Plaintiff  
Vs  
New Narbada Divya Jyoti Impex .....Defendant

Case No.	COMM TMCS/1/2023
Court/ Authority	District Court of Ahmedabad
Case Details	The plaintiff alleges for infringement of their Trademark “Gay Chhap Narmada Pashu Aahar” by the defendant New Narbada. The plaintiff argues that defendant’s use of the trademark constitutes a violation of their rights, causing confusion and damage to their brand valued at Rs.50,00,000/-. They sought for injunctions to stop the use of the trademark, monetary damages, and other forms of relief. In the reply, the plaintiff counters the defences presented by defendant, reinforcing their accusations of trademark infringement and unfair competition. The affidavit in rejoinder by Narmada Agrobase Limited addresses the allegations brought against them in the trademark dispute and dismantle the case by pointing out inconsistencies and reinforcing the lawfulness of Narmada Agrobase’s actions.
Case Status	Pending
Amount Involved	Rs. 50,00,000/-
Next Date	29/07/2024
Case Stage	Hearing



**B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY****a) Criminal proceedings against the Promoters & Directors of the Company:**

There are no outstanding criminal proceedings against the Promoters & Directors of the Company.

**b) Criminal proceedings filed by the Promoters & Directors of the Company:**

There are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**c) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company:**

There are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

**d) Tax Proceedings:**

There are no outstanding Tax Proceedings against the Promoters & Directors of the Company.

**e) Proceedings against the Promoters & Directors.**

(i) Direct tax :-

**Neerajkumar Sureshchandr Agarwal**

Assessment Year	Section Code	Date of Demand	Amount	Particular
2008-09	143(3)	18-03-2010	1,30,610	No Appeal has been preferred against the Demand. The Matter is Pending
2011-12	143(1)(a)	14-06-2012	60,345	No Appeal has been preferred against the Demand. The Matter is Pending
		<b>TOTAL</b>	<b>1,95,974</b>	

(ii) Indirect Tax – NIL

**f) Other pending material litigations against the Promoters & Directors of the Company:**

Except as mentioned below, there are no outstanding litigations initiated against the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**g) Other pending material litigations filed by the Promoters & Directors of the Company:**

There are no outstanding litigations initiated by the Directors, which have been considered Material by the Company in accordance with the Materiality Policy.

**C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY****a) Criminal proceedings against the group companies:**

There are no outstanding criminal proceedings initiated against the group companies.

**b) Criminal proceedings filed by the group companies:**

There are no outstanding criminal proceedings initiated by the group companies.

**c) Actions by statutory and regulatory authorities against the group companies:**

There are no outstanding Tax Proceedings against the group companies.

**d) Tax Proceedings:**

- (i) Direct Tax: - NIL
- (ii) Indirect Tax: - NIL

**e) Other pending material litigations against the group companies:**

There are no outstanding litigations initiated against the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

**f) Other pending material litigations filed by the group companies:**

There are no outstanding litigations initiated by the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

**D. LITIGATIONS INVOLVING THE PROMOTER GROUP WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY**

**a) Criminal proceedings against the Promoter group:**

There are no outstanding criminal proceedings initiated against the Promoter Group.

**b) Criminal proceedings filed by the Promoter group:**

There are no outstanding criminal proceedings initiated by the Promoter Group.

**c) Actions by statutory and regulatory authorities against the Promoter group:**

There are no outstanding actions by statutory or regulatory authorities initiated against the Promoter Group.

**d) Tax Proceedings:**

There are no outstanding Tax Proceedings against the Promoter Group:

- (i) Direct Tax:- NIL
- (ii) Indirect Tax:- NIL

**e) Other pending material litigations against the Promoter Group:**

There are no outstanding litigations initiated against the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

**f) Other pending material litigations filed by the Promoter Group:**

There are no outstanding litigations initiated by the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

**E. LITIGATIONS INVOLVING THE SUBSIDIARIES**

**a) Criminal proceedings against the Subsidiaries:**

There are no criminal actions initiated against the subsidiaries of the Company.

**b) Criminal proceedings filed by the Subsidiaries**

There are no outstanding criminal proceedings initiated by the subsidiaries of the Company.

**c) Actions by statutory and regulatory authorities against the Subsidiaries**

There are no outstanding actions by statutory or regulatory Authorities initiated against the Subsidiaries of the Company.

**d) Tax Proceedings:**

There are no outstanding Tax Proceedings against the subsidiaries of the Company.

- (i) Direct Tax:- NIL
- (ii) Indirect Tax:- NIL

**e) Other pending material litigations against the Subsidiaries:**

There are no outstanding litigations initiated against the Subsidiaries, which have been considered material by the Company in accordance with the Materiality Policy.

**f) Other pending material litigations filed by the Subsidiaries**

There are no outstanding litigations initiated filed by the Subsidiaries, which have been considered material by the Company in accordance with the Materiality Policy.

**OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to Amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on [●]

Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

Except as described above, as on date of this Letter of Offer, there are no outstanding litigations involving the Company, or involving any other person or Company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

**There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.**

**Pending proceedings initiated against our Company for economic offences:**

There are no pending proceedings initiated against our Company for economic offences.

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company:**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment since incorporation against our Company.

**Material Fraud against our Company in the last five years:**

There has been no material fraud committed against our Company since incorporation.

**Fines imposed or compounding of offences for default:**

There are no fines imposed or compounding of offences for default or outstanding defaults.

**Non-Payment of Statutory Dues:**

Except as disclosed in the chapter titled "**Financial Statements**" on page no. 120 of this Letter of Offer there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

**Material Developments occurring after last Balance Sheet date:**

Except as disclosed in Chapter titled "**Management's Discussion & Analysis of Financial Conditions & Results of Operations**" on page no. 170 of this Letter of Offer, there have been no material developments that have occurred after the last Balance Sheet date.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

We 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 Letter of Offer) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India 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. Unless otherwise stated, these approvals are all valid as of the date of this Letter of Offer.

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 statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled ‘Key Industries Regulations and Policies’ on page no. 89 of this Letter of Offer.

### A. APPROVALS FOR THE ISSUE

#### Corporate Approvals

1. The Board of Directors have, pursuant to Section 62(1)(a) of the Companies Act, 2013, by a resolution passed at its meeting held on 11<sup>th</sup> July, 2024 authorized the Issue, subject to the approval of such other authorities as may be necessary.
2. Our Company has received an in-principle approval from BSE and NSE dated [●] and [●] respectively, for listing of Equity Shares issued pursuant to the Issue.
3. Our Company’s ISIN is “INE117Z01011”.

#### APPROVALS/ LICENSES/ PERMISSIONS PROCURED TO CONDUCT OUR BUSINESS:

Sr. No.	Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
1.	Certificate of Incorporation as ‘Narmada Agrobases Private Limited’	U15494GJ2013PTC073468	Companies Act, 1956	Registrar of Companies, Gujarat, Dadra and Nagar Havelli	January 29, 2013	Perpetual
2.	Fresh Certificate of Incorporation as ‘Narmada Agrobases Limited’	U15494GJ2013PLC073468	Companies Act, 2013	Registrar of Companies, Ahmedabad	December 11, 2017	Perpetual

#### B. BUSINESS RELATED APPROVALS:

Sr. No.	Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
1.	Prohibition and Excise License for possession of molasses	6/2022-25	The Bombay Prohibition Act, 1949	Nashabandhi Aabkari Department, Mahesana	April 4, 2022	March 31, 2025
2.	Certificate of Importer – Exporter Code (IEC)	0813018447	The Foreign Trade (Development & Regulation) Act, 1992	Directorate General of Foreign Trade, Ministry of Commerce and Industry	November 27, 2013	Perpetual



3.	License to work a Factory	Registration No.1489/13111/2018 License No. 36432	Factories Act, 1948	Directorate Industrial Safety and Health, Gujarat State	August 09, 2018	December 31, 2019 <sup>#</sup>
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**Note:** <sup>#</sup>Company has filed application for its renewal, which is pending.

#### C. TAXATION RELATED APPROVALS:

Sr. No.	Name of Registration	Registration No.	Applicable Law	Issuing Authority	Date of Issue	Validity
1.	Permanent Account Number (PAN)	AAECN2380D	Income Tax Act, 1961	Income Tax Department, Government of India	January 29, 2013	Perpetual
2.	TAN (Tax Deduction Account Number)	AHMN05904D	Income Tax Act 1961	Income Tax Department, Government of India	February 13, 2020	Perpetual
3.	Registration under goods & Service Tax (GST)	24AAECN2380D1ZU	Gujarat Good and Service Tax Act, 2017	Central Board of Indirect Taxes and Customs	October 28, 2017	Perpetual

#### D. INTELLECTUAL PROPERTY RIGHTS:

##### TRADEMARK:

Sr. No.	Trademark Type	Class	Trademark Name and Logo	Owner	Application/Registration No. & Date	Valid up to	Remark
1.	Device	31		Narmada Agrobases Private Limited	1564368 & 30.05.2017	28.09.2026	Registered
2.	Device	31		Narmada Agrobases Limited	2519417 & 24.09.2020	28.02.2029	Registered
3.	Device	31		Narmada Agrobases Private Limited	3374090 & 28.09.2016	-	Abandoned
4.	Device	31		Narmada Agrobases Limited	5755054 & 07.01.2023	-	Objected
5.	Word	31	NARMADA KALASONA	Narmada Agrobases Limited	5755055 & 07.01.2023	-	Objected
6.	Word	31	NARMADA SUPER	Narmada Agrobases Limited	5755056 & 07.01.2023	-	Objected
7.	Word	31	NARMADA	Narmada Agrobases Limited	5755057 & 07.01.2023	-	Objected
8.	Device	31		Narmada Agrobases Limited	5755058 & 07.01.2023	-	Objected

9.	Device	31	<b>लाडू</b>	Neeraj Sureshchandr Agarwal	5184300 & 22.10.2021	-	Opposed
10.	Device	31	<b>नर्मदा काला सोना</b>	Neeraj Sureshchandr Agarwal	5184301 & 22.10.2021	-	Opposed
11.	Device	31	<b>नर्मदा सुपर</b>	Neeraj Sureshchandr Agarwal	5184302 & 22.10.2021	-	Opposed

**COPYRIGHT:**

Sr. No.	Title of Work	Registration No.	Class/ Description of the work	Owner	Application/ Registration No. & Date	Valid up to	Remark
1.	NARMADA KALA SONA	A-152221/2024	Artistic work label of Narmada Kala Sona with device of Cow	Narmada Agrobases Limited	March 06, 2024	Perpetual	Registered

**E. RECOGNITION AND CERTIFICATIONS:**

Sr. No.	Nature of Certification/ Issuing Authority	Registration No.	Applicable Law	Issuing Authority	Date of Issue	Date of Expiry
1.	ISO 9001:2015	22IQKO37	Bureau of Indian Standards Act, 2016	AQC Middle East LLC	July 12, 2022	July 11, 2025
2.	Udyam Registration Certificate	UDYAM-GJ-14-0017945	MSME Development Act, 2006	Ministry of Micro, Small or Medium Enterprise	December 01, 2022	Perpetual

**F. APPROVAL AND LICENSE APPLIED FOR: NIL**

**Authority for this Issue**

The Issue has been authorized by a resolution of Board of Directors of our Company passed at their meeting held on 11<sup>th</sup> July, 2024 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and the issue details such as price, number of shares, ratio etc. has been finalized and approved by the Board of Directors in their meeting held on [•].

Our Board in consultation with the Rights Issue Committee in its meeting held on 11<sup>th</sup> July, 2024 has approved to issue upto [•] Equity Shares at Rs. [•] per Equity Share, in the ratio of [•] Rights Equity Shares for every [•] Fully Paid-up Equity Shares as held by Eligible Equity Shareholders on the Record Date i.e. [•]. The Issue Price of [•] per Equity Share has been arrived prior to determination of the Record Date i.e. [•].

This Letter of Offer has been approved by our Board pursuant to their resolution dated [•].

Our Company have received “In-Principle Approval” from BSE Limited and National Stock Exchange of India Limited vide their letters dated [•] and [•] respectively, in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in this Issue. Our Company will make application to BSE Limited and National Stock Exchange of India Limited to obtain its listing and trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [•] for the Rights Entitlements to be credited to the respective Demat Accounts of the Equity Shareholders of our Company. For details, see “*Terms of the Issue*” on page no. 193 of the Letter of Offer.

**Association of our Directors with Securities Market**

We confirm that none of our Director(s), Promoter(s) or Promoter Group are associated with the Securities Market in any manner except for trading on day to day basis for the purpose of investment.

**Prohibition by SEBI and other Governmental Authorities**

Our Company, our Promoter, our Directors and persons in control of our Company have not been prohibited from accessing the Capital Market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/ court as on date of this Letter of Offer.

Neither our Promoters, nor any of our Director(s) or persons in control of our Company were or are a promoter, director or person in control of any other Company which is debarred from accessing the Capital Market under any order or directions made by the SEBI or any Securities Market Regulator in any other jurisdiction or any other authority/ court. 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.

None of our Directors or Promoter is associated with the Securities Market in any manner.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

**Prohibition by RBI**

Neither our Company, nor our Promoter, and Directors have been categorized or identified as wilful defaulters by any Bank or Financial Institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

**Compliance with Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, our Promoter are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent it may be applicable to them as on date of this Letter of Offer.

### **Eligibility for the Issue**

Our Company is a Listed Company incorporated under the Indian Companies Act, 1956. Our Equity Shares are presently listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). Our Company undertakes to make an application to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') for listing of the Rights Equity Shares to be issued pursuant to this Issue.

### **Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations, 2018**

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, 2018 to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, 2018, our Company undertakes to make an application to the Stock Exchanges and has received the "In-Principle Approval" vide their letters dated [•] and [•] respectively, for listing of the Rights Equity Shares to be issued pursuant to this Issue. National Stock Exchange of India Limited ('NSE') is the Designated Stock Exchange for this Issue.

### **Disclaimer clause of SEBI**

This Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is not exceeding Rs. 5,000.00 Lakhs, however this Letter of Offer will be filed with SEBI for information and dissemination purpose.

### **Disclaimer from our Company and our Directors**

Our Company accept no responsibility for statements made otherwise in the Letter of Offer or in any advertisement or other material issued by our Company or by any other person at the instance of our Company anyone placing reliance on any other source of information would be doing so at his/ her own risk.

Investors who invest in this Issue will be deemed to have represented by our Company 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 are relying on independent advice/ evaluation as to their ability and quantum of investment in this Issue.

### **Disclaimer in respect of Jurisdiction**

This Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Mahesana, Gujarat, India only.

### **Disclaimer clause of NSE**

As required, a copy of the Letter of Offer has been submitted to NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of the Letter of Offer is set out below:

"National Stock Exchange of India Limited ("**the Exchange**") has given vide its letter dated [•], permission to this Company to use the Exchange's name in this Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or
- ii. Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- iii. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company 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 for any other reason whatsoever"



### Disclaimer clause of BSE

As required, a copy of this Letter of Offer has been submitted to BSE Limited. The Disclaimer clause as intimated by BSE Limited to us, post scrutiny of this Letter of Offer is set out below:

BSE Limited (“**the Exchange**”) has given, vide its letter reference no. [●] dated [●] permission to this Company to use the Exchange’s name in this Letter of Offer as the stock exchange on which this Company’s securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- (i) Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
- (ii) Warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or
- (iii) Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company 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 for any other reason whatsoever.”

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

### Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is National Stock Exchange of India Limited (‘NSE’).

### Listing

Our Company will apply to BSE Limited and National Stock Exchange of India Limited for final approval of listing and trading of the Rights Equity Shares subsequent to its Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

### Selling Restrictions

This Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Letter of Offer is not to be reproduced or distributed to any other person.

**In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE’s shall be issued to eligible equity shareholders as on the Record date i.e. [●].**

**In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this Letter of Offer will be dispatched to the eligible equity shareholders as on the Record date i.e. [●].**

The distribution of this Letter of Offer, Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons in to whose possession this Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and serve such restrictions. Our Company is making this Issue on a rights basis to the Eligible Public Equity Shareholders of our Company and will dispatch the Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of Offer has been filed with BSE & NSE and will be submitted to SEBI for information and dissemination.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

#### **NO OFFER IN THE UNITED STATES**

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THERE IN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR IN TO THE UNITED STATES AT ANYTIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be post marked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may in fringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

#### **NO OFFER IN ANY JURISDICTION OUTSIDE INDIA**

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICIATION THERE IN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR IN TO ANY OTHER JURISDICTION AT ANYTIME.

#### **Consents**

Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Legal Advisors to the Issue, Statutory Auditor of the Company, Bankers to the Company, Registrar to the Company, Registrar to the Issue and the Bankers to the Issue to include their names in this Letter of Offer and to act in their respective capacities.

#### **Expert Opinion**

Except for the reports of the Auditor of our Company on the Audited Financial Information and Statement of Tax Benefits, included in the Letter of Offer, our Company has not obtained any expert opinions.

#### **Performance vis-a-vis objects – Public/ Rights Issue of our Company**

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Letter of Offer.

#### **Performance vis-a-vis objects–last issue of listed Subsidiaries or Associates**

As of the date of this Letter of Offer, our Company does not have any Subsidiary or Associate Company.

#### **Stock Market data of the Equity shares**

Our Equity Shares are listed and traded on BSE and NSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled “**Market Price Information**” on page no. 177 of this Letter of Offer.

#### **Filing**

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees Ten Crores to Rupees Fifty Crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with BSE & NSE and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with BSE & NSE.

As on the date of this Letter of Offer, there were no outstanding Investor complaints. As mentioned, our Company is registered with the SCORES. Consequently, Investor grievances are tracked online by our Company. The average time taken by the Registrar to the Issue for attending to routine grievances will be within 15 (Fifteen) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

### **Mechanism for redressal of Investor grievances**

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI LODR Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. **Cameo Corporate Services Limited is our Registrar and Share Transfer Agent.** All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-issue or post-issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photo copy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see “**Terms of the Issue**” on page no. 193 of this Letter of Offer. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue Investors may contact the Registrar to the Issue at:

#### **REGISTRAR TO THE ISSUE**

##### **CAMEO CORPORATE SERVICES LIMITED**

Subramanian Building, No. 1 Club House Road, Chennai - 600 002

**Tel:** +91-4440020700

**Email:** [rights@cameoindia.com](mailto:rights@cameoindia.com)

**Investor Grievance Email id:** [investor@cameoindia.com](mailto:investor@cameoindia.com)

**Website:** <https://cameoindia.com/>

**Contact Person:** Ms. K. Sreepriya

**SEBI Registration No:** INR000003753

**CIN:** U67120TN1998PLC041613

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-issue/post-issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders etc.

Ms. Nidhi Agrawal is a Company Secretary and Compliance Officer of the Company.



**TERMS OF THE ISSUE**

*This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.*

*The Eligible Equity Shareholders are requested to note that application in this issue can only be made through ASBA facility.*

*This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA along with rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.*

**IMPORTANT:****1. Dispatch and Availability of Issue Materials**

In accordance with the SEBI ICDR Regulations, SEBI circulars SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 (“**SEBI Rights Issue Circulars**”), our Company will send, only through email, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material to the email addresses of all the Eligible Equity Shareholders who have provided their email address to our Company. This Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their email addresses to our Company. In case email address of any Eligible Equity Shareholder is not available, our Company will make reasonable efforts to dispatch the Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form only to the Indian address, if provided, of such Eligible Equity Shareholder.

Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) Our Company at [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com);
- (ii) The Registrar to the Issue at <https://cameoindia.com/>;
- (iii) The Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and <https://www.nseindia.com/>

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (i.e., <https://cameoindia.com/>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., <https://www.narmadaagrobases.com>).

Further, our Company will undertake all adequate steps to reach out to the Eligible Equity Shareholders.

**Please note that neither our Company nor the Registrar to the Issue shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non - availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.**

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

## **2. *Facilities for Application in this Issue:***

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, and SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 (Collectively hereafter referred to as “**SEBI Rights Issue Circulars**”) and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as “**ASBA Circulars**”), all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process.. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 and SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 our Company will make use of advertisements etc., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India.

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue on the basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, refer "*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*" on page no. 209 of this Letter of Offer.

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/ electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, refer "*Grounds for Technical Rejection*" on page no. 203 of this Letter of Offer. Our Company, the Registrar to the Issue and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" on page no. 197 of this Letter of Offer.

#### **Options available to the Eligible Equity Shareholders:**

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at <https://cameoindia.com/> and link of the same would also be available on the website of our Company at <https://www.narmadaagrobase.com> Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein. The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar to the Issue or our Company at least two working days prior to the Issue closing date i.e. [●], desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in *Terms of the Issue - "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner" on page nos. 199 and 218 respectively of this Letter of Offer.*

#### ***Making of an Application through the ASBA process***

A shareholder, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

#### ***Self-Certified Syndicate Banks***

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details, on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

#### ***Acceptance of this Issue***

Investors may accept this Issue and apply for the Rights Equity Shares submitting the Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 P.M. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Applications submitted to anyone other than the Designated Branches of the SCSB or using the optional mechanism are liable to be rejected.



Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the “*Application on Plain Paper under ASBA process*” on page no. 197 of this Letter of Offer.

***Do’s for Shareholders applying through ASBA:***

- a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

***Don’ts for Shareholders applying through ASBA:***

- a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- b) Do not send your physical Application to the Registrar to the Issue, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- d) Do not submit Application Form using third party ASBA account.

***Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar to the Issue and Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be titled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/ her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- a) Name of our Company, being Narmada Agrobases Limited;
- b) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- c) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/ DP and Client ID;

- d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- e) Number of Equity Shares held as on Record Date;
- f) Allotment option – only dematerialized form;
- g) Number of Equity Shares entitled to;
- h) Number of Equity Shares applied for within the Rights Entitlements;
- i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- j) Total number of Equity Shares applied for;
- k) Total amount paid at the rate of Rs. 10.00/- per Equity Share;
- l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- m) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- n) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- o) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- p) All such Eligible Equity Shareholders are deemed to have accepted the following:

*“I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (“US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (“United States”) or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act (“Regulation S”).*

*I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States.”*

*“I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of us have reason to believe is a resident of the United States “U.S. Person” (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.”*

*“I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.”*

*“I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.”*

*“I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.”*

*“I/We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investors. The plain paper Application form at will be available on the website of the Registrar to the Issue at <https://cameoindia.com/>.

Our Company and the Registrar to the Issue shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholder's Accounts on or before the Issue Closing Date.

#### ***Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [•] and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company in the manner provided on the website of the Registrar to the Issue at <https://cameoindia.com/> at least two working days prior to the Issue Closing Date i.e. [•], to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. [•] They may also communicate with the Registrar with the help of the helpline number +91-44-40020710/0706/0741 and their email address at [rights@cameoindia.com](mailto:rights@cameoindia.com).

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e. [•], desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***Section Terms of the Issue - "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner" on page nos. 199 and 218 respectively of this Letter of Offer.***

#### ***Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form***

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date i.e. [•] and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two working days prior to the Issue Closing Date i.e. [•].
- b. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date i.e. [•].
- c. The Eligible Equity Shareholders can access the Application Form from:
  - the website of the Registrar to the Issue at <https://cameoindia.com/>;
  - our Company at <https://www.narmadaagrobase.com/>; and
  - the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and <https://www.nseindia.com/>

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (i.e., <https://cameoindia.com/>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e. <https://www.narmadaagrobase.com/>);

The Eligible Equity Shareholders shall who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar to the Issue or our Company at least two working days prior to the Issue Closing Date i.e. [•], may apply in this Issue during the Issue Period, on or before the Issue Closing Date i.e. [•]. Such resident Eligible Equity Shareholders may be required to submit address, email address, contact details, copy of PAN and Client Master List, for verification of their application. Further, such resident Eligible Equity Shareholder can:

- a. apply for its Rights Equity Shares to the full extent of its Rights Entitlements;
- b. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); and
- c. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares.

**PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE I.E. [•] AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

For details of credit of the Rights Equity Shares to such resident Eligible Equity Shareholders, refer “*Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*” on page no. 218 of this Letter of Offer.

#### ***Application for Additional Equity Shares***

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Basis of Allotment*” on page no. 217 of this Letter of Offer.

**Eligible Equity Shareholders who renounce their Rights Entitlements in full or part, cannot apply for additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.**

**Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation/ Off Market Renunciation, an Application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renounee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation/ Off Market Renunciation, please refer to the heading titled “*Procedure for Application through the ASBA process*” on page no. 195 of this Letter of Offer.**

#### ***General instructions for Investors***

- (a) Please read the Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.
- (b) In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date i.e. [•], desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in *Section Terms of the Issue - “Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form”* and “*Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*” on page nos. 199 and 218 respectively of this Letter of Offer.



- (c) Please read the instructions on the Application Form sent to you.
- (d) The Application Form can be used by both the Eligible Equity Shareholders and the Renounees.
- (e) Application should be made only through the ASBA facility.
- (f) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/ or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected.
- (g) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the “*Application on Plain Paper under ASBA process*” page no. 197 of this Letter of Offer.
- (h) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.
- (i) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- (j) Applications should be submitted to the Designated Branch of the SCSB or made online/ electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, Please note that on the Issue Closing Date i.e. [•], Applications through ASBA process will be uploaded until 5.00 P.M. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- (k) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- (l) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.
- (m) All Applicants and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
- (n) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- (o) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/ her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- (p) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.

- (q) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/ sole Applicant, folio numbers/ DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- (r) Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.
- (s) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.
- (t) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.

***Do's:***

- (a) Ensure that the Application Form and necessary details are filled in.
- (b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.
- (c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects.
- (d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/ or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

***Don'ts:***

- (a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- (b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- (c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- (d) Do not pay the Application Money in cash, by money order, pay order or postal order.
- (e) Do not submit multiple Applications.

### ***Grounds for Technical Rejection***

Applications made in this Issue are liable to be rejected on the following grounds:

- (a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
- (b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- (c) Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
- (d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (f) Account holder not signing the Application or declaration mentioned therein.
- (g) Submission of more than one application Form for Rights Entitlements available in a particular demat account.
- (h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- (k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.
- (m) Physical Application Forms not duly signed by the sole or joint Investors.
- (n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (p) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (q) Applicants holding physical shares not submitting the documents.
- (r) Application from investors who do not hold Rights Entitlement (REs) as on issue closing date in the demat account from which application is submitted.
- (s) Applications supported by amounts blocked from a third party bank account.

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE I.E. [•]. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/ or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

#### ***Applications by non-resident Shareholders***

Payment from third party bank accounts.

#### ***Multiple Applications***

A separate Application can be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications shall not be treated as multiple applications. For details, see "***Investment by Mutual Funds***" on page no. 207 of this Letter of Offer.

In cases where multiple Applications are submitted including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected (other than multiple applications submitted by any of the Promoters or members of the Promoter Group to meet the minimum subscription requirements applicable to the Issue as described in "***Capital Structure***" on page no. 48 of this Letter of Offer.

No separate Application Forms for Rights Equity Shares in physical and/ or dematerialized form should be made. If such Application Forms are made, the Application Forms for Rights Equity Shares in physical form the Equity Shares will be treated as multiple Application Forms and is liable to be rejected.



### ***Authority for the Issue***

The Issue has been authorized by a resolution of Board of Directors of our Company passed at their meeting held on 11<sup>th</sup> July, 2024 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Our Board in its meeting held on [•] has approved to issue upto [•] Equity Shares to the Eligible Equity Shareholders on Right Issue basis and then after Rights Issue Committee (authorized by Board) in their meeting held on [•] approved issue of Equity Shares on Rights Issue basis at Rs. [•] per Equity Share, in the ratio of [•] Rights Equity Shares for every [•] Fully Paid-up Equity Shares as held by Eligible Equity Shareholders on the Record Date. The Issue Price of [•] per Equity Share has been arrived at prior to determination of the Record Date.

Our Company has received “In-principle approval” from both NSE and BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in the Issue pursuant to letter dated [•] and [•] respectively. Our Company will make application to National Stock Exchange of India Limited and BSE Limited to obtain its listing and trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [•] for the Rights Entitlements to be credited to the respective Demat accounts of the Equity Shareholders of our Company. For details, see “***Terms of the Issue***” on page no. 193 of the Letter of Offer.

**Procedure for Applications by FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to 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 recognised stock exchange in India, as its underlying) directly or indirectly, only in the event(i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

**Procedure for Applications by AIFs, FVCIs, VCFs and FDI route**

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centers where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the investors holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

**Procedure for Applications by NRIs**

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are in eligible to participate in this Issue under applicable securities laws and also from NRIs in Restricted Jurisdictions.

NRI may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO accounts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian Company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian Company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian Company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Shareholders"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

**NRI can make application in Rights Issue only through ASBA mode. In addition, NRI who is applying in the Rights Issue shall provide their Indian Postal Address to our Company on [infonarmadaagrobase@gmail.com](mailto:infonarmadaagrobase@gmail.com) or to RTA on <https://cameoindia.com/> through email or through any mode through courier/ registered post. The details of Indian Postal Address should be supported with Utility Bill, Aadhar Card, Bank Statement revealing the Indian Address prior to closing of Rights Issue i.e. [●].**

#### **Procedure for Applications by Mutual Funds**

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

#### **Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")**

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) Networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

#### **Payment by stock invest**

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **Last date for Application**

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as maybe extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in **"Basis of Allotment"** on page no. 217 of this Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5:00 P.M. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and or such extended time as permitted by the Stock Exchange.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### **Withdrawal of Application**

An investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no investors applying through ASBA facility, may withdraw their application post the Issue Closing Date.

### **Disposal of Application and Application Money**

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form. Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares allotted, will be refunded/ unblocked in the respective bank accounts from which Application Money was received/ ASBA Accounts of the investors within a period 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

### **Rights Entitlements**

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as an Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., [●], are entitled to the number of Rights Equity Shares as set out in the Application Form at <https://cameoindia.com/>. The link for the same shall also be available on the website of our Company <https://www.narmadaagrobase.com/> Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [●], have not provided the details of their demat accounts to our Company or to the Registrar, they are required to communicate with the Registrar to the Issue in the manner provided on their website i.e. <https://cameoindia.com/> They may also communicate with the Registrar to the Issue with the help of the helpline number +91-44-40020710/0706/0741 and their email address is [rights@cameoindia.com](mailto:rights@cameoindia.com).

Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. [●].

**In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 to achieve Minimum Public Shareholding and RE's shall be issued to eligible equity shareholders as on the Record date i.e. [●].**

**In adherence with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 in order to achieve Minimum Public Shareholding. The Copy of this letter of Offer will be dispatch to the eligible equity shareholders as on the Record date i.e. [●].**

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form only to email addresses of Eligible Equity Shareholders who have provided an email address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Letter of Offer will be provided, only through email, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided their email addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. The Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar to the Issue and our Company through a



link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) and on the Stock Exchange websites. The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer will be filed with the Stock Exchange and submitted with SEBI for information and dissemination. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes an Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Rights Equity Shares under the laws of any jurisdiction which apply to such person.

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders. However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

### ***CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS***

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date i.e. [●], our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, [●] ) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date [●]; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date [●] where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings. Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two working days prior to the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

### ***RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT***

#### **Renounees**

All rights or obligations of the Eligible Equity Shareholders in relation to Applications and refunds relating to the Issue shall, unless otherwise specified, apply to the Renounee(s) as well.

### ***Renunciation of Rights Entitlements***

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

### ***Applications by Overseas Corporate Bodies***

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies (“OCBs”), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renounee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). 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 and were not at any time subject to any adverse notice from 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 the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renounee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

### ***Procedure for Renunciation of Rights Entitlements***

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (**the “On Market Renunciation”**); or (b) through an off-market transfer (**the “Off Market Renunciation”**), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/ lying in his/ her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

***Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders/ Investors.***

#### **a) On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/ selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [•] subject to requisite approvals. Prior to the Issue Opening Date, [•] our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (One) Share. To clarify further, fractional entitlements are not eligible for trading.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to trade. The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

#### **b) Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date i.e. [●] to enable Renounees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

#### ***MODE OF PAYMENT***

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholders' ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds for this Letter of Offer. After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSCBC42/24.47.00/2003-04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **Mode of payment for Resident Shareholders**

All payments against the Application Forms shall be made only through ASBA facility or internet banking. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking.

## **Mode of payment for Non-Resident Shareholders**

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar or our Company.

*Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their email address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case, who make a request in this regard. Non-Resident Investors shall send their Right Entitlement credit request with ID proof to the Registrar to the Issue at [rights@cameoindia.com](mailto:rights@cameoindia.com).*

- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.
- Eligible Non-Resident Equity Shareholders applying 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”) Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non - Resident Ordinary (“NRO”) accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.

## ***BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE***

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialized form and on the register of members of our Company in respect of our Equity Shares held in physical format the close of business hours on the Record Date i.e. [●], decided in consultation with the Designated Stock Exchange, but excludes persons not eligible under the applicable laws, rules, regulations and guidelines.

## **PRINCIPAL TERMS OF THE RIGHTS EQUITY SHARES ISSUED UNDER THIS ISSUE**

### ***Face Value***

Each Rights Equity Share will have the face value of Rs. 10.00/- . Per share.

### ***Issue Price***

Each Rights Equity Share is being offered at a price of Rs. [●] per Rights Equity Share, payable in full on Application, in the Issue. The Issue Price has been arrived at by our Company prior to the determination of the Record Date. The Issue Price and other relevant conditions are in accordance with Regulation 10(4) of the SEBI Takeover Regulations. The Board of Directors at its meeting held on [●] has determined and approved the Issue Price.



### ***Rights Entitlement Ratio***

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Rights Equity Share for every [●] Fully Paid-Up Equity Shares held on the Record Date i.e. [●]. The Board of Directors at its meeting held on [●] has determined and approved the Rights Entitlement Ratio.

### ***Rights of instrument holder***

Each Rights Equity Share shall rank pari passu with the existing Equity Shares of the Company.

### ***Terms of Payment***

Full amount of Rs. [●] per Equity Share shall be payable on Application.

### ***Fractional Entitlements***

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Equity Shares for every [●] fully paid-up Equity Shares held by the eligible equity shareholders of our Company on the Record Date i.e. [●]. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.

### ***Ranking***

The Rights Equity Shares to be issued and allotted pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association. The Rights Equity Shares to be issued and allotted pursuant to the Issue shall rank pari passu with the existing Equity Shares of our Company, in all respects including dividends.

### ***Mode of payment of dividend***

In the event of declaration of dividend, our Company shall pay dividend to the Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of the Articles of Association.

### ***Listing and trading of the Equity Shares to be issued pursuant to this Issue***

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from both NSE and BSE through letter bearing reference number [●] and [●] dated [●] and [●] respectively. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded under the ISIN: INE117Z01011 on NSE (Symbol: NARMADA) and BSE (Scrip Code: 543643) under the ISIN: INE117Z01011. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means/ unblock the respective ASBA Accounts, the entire monies received/ blocked within four days of receipt to intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

#### ***Subscription to this Issue by our Promoter and members of the Promoter Group***

For details of the intent and extent of the subscription by our Promoters and Promoter Group, see “***Capital Structure***” on page no. 48 of this Letter of Offer.

#### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

#### ***Rights of the Rights Equity Shareholders***

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares;
- The right to attend general meetings and exercise voting powers in accordance with law, unless prohibited by law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act and Memorandum of Association and Articles of Association.

#### ***General Terms of the Issue***

##### ***Market Lot***

The Equity Shares of our Company are tradable only in dematerialised form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share. To clarify further, fractional entitlements are not eligible for trading.

##### ***Joint Holders***

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

##### ***Nomination***

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose.

**Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholder holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.**

##### ***Arrangements for Disposal of Odd Lots***

The Equity Shares shall be traded in dematerialized form only and, therefore, the market lot of Rights Entitlements shall be One Equity Share.

### ***New Financial Instruments***

There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.

### ***Restrictions on transfer and transmission of shares and on their consolidation/ splitting***

There are no restrictions on transfer and transmission and on their consolidation/ splitting of shares issued pursuant to this Issue.

However, the Investors should note that pursuant to provisions of the SEBI Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not effected unless the securities are held in the dematerialized form with a depository.

### ***Notices***

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their email addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case, who make a request in this regard.

Further, our Company will undertake all adequate steps to dispatch the physical copies of the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, However, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

All statutory notices, required by applicable laws, to the Eligible Equity Shareholders required to be given by our Company shall be published in one (1) English language national daily newspaper with wide circulation, one (1) Hindi language national daily newspaper with wide circulation and one (1) Gujarati (Regional) daily newspaper with wide circulation at the place where our Registered Office is situated.

### ***Offer to Non-Resident Eligible Equity Shareholders/ Shareholders***

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ Letters of Allotment/ Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at [rights@cameoindia.com](mailto:rights@cameoindia.com). It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been de recognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholder being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting the irrespective copies of self-attested proof of address, passport, etc. at [rights@cameoindia.com](mailto:rights@cameoindia.com).

### **ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM**

**PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE [•] FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE NO. 217 OF THIS LETTER OF OFFER**

#### **Underwriting**

The Issue is not underwritten.

#### **Issue Schedule**

Last date for credit of Rights entitlements	[•]
Issue opening date	[•]
Last date for on-market renunciation of rights / Date of closure of trading of Rights Entitlements <sup>#</sup>	[•]
Issue Closing Date <sup>*</sup>	[•]
Finalising the basis of allotment with the Designated Stock Exchange (on or about)	[•]
Date of Allotment (on or about)	[•]
Date of Credit (on or about)	[•]
Date of Listing (on or about)	[•]

<sup>#</sup>Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

<sup>\*</sup>Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

<sup>\*\*</sup>Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date *i.e.*, [•], have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two working days prior to the Issue Closing Date, *i.e.*, [•], to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, *i.e.*, [•].



### ***Basis of Allotment***

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

- i) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
- ii) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- iii) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

### ***ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS***

Our Company will issue and dispatch Allotment advice, refund instructions (including in respect of Applications made through the optional facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date i.e. August 18, 2023. In case of failure to do so, our Company shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

Investors residing at centers where clearing houses are managed by the RBI will get refunds through National Automated Clearing House ("NACH") except where Investors have not provided the details required to send electronic refunds or where the investors are otherwise disclosed as applicable or eligible to get refunds through direct credit and real-time gross settlement ("RTGS").

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 15 days of the Issue Closing Date i.e. [•]

The letter of allotment or refund order would be sent by permitted mode i.e. email, registered post or speed post to the sole/ first Investor's address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

**Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner.**

In case of Allotment to resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date i.e., [•], have paid the Application Money and have not provided the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date i.e. [•], the Registrar shall reject the application and will refund the application amount.

***PAYMENT OF REFUND***

**Mode of making refunds**

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

***Unblocking amounts blocked using ASBA facility.***

**NACH–National Automated Clearing House** is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centers specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centers where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Creditor RTGS.

**National Electronic Fund Transfer ("NEFT")** – Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Shareholders through this method.

**Direct Credit** – Shareholders having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

**RTGS**– If there fund amount exceeds Rs. 2,00,000/- the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investors bank receiving the credit would be borne by the Investors.

For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demands drawn in favour of the sole / first Shareholders and payable at par.

Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted by SEBI from time to time.

## **Refund payment to non-residents**

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

## **Printing of Bank Particulars on Refund Orders**

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders or refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

## **ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES**

### **Receipt of the Equity Shares in Dematerialized Form**

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

**PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/ REVERSED/ FAILED.**

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

***INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.***

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

- i) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
- ii) It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
- iii) The responsibility for correctness of information filled in the Application Form *vis-à-vis* such information with the Shareholder's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant.
- iv) If in complete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
- v) The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form / with IEPF authority/ in suspense, *etc.*). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.

- vi) Non-transferable Allotment advice / refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
- vii) Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
- viii) Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure

**Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in Section Terms of the Issue - "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form" on page nos. 199 and 218 respectively of this Letter of Offer.**

### ***IMPERSONATION***

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

*"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lakhs or with both.

### ***UTILISATION OF ISSUE PROCEEDS***

Our Board of Directors declares that:

- (a) All monies received out of the Issue shall be transferred to a separate bank account;
- (b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- (c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- (d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

### ***UNDERTAKINGS BY OUR COMPANY***

Our Company undertakes the following:

- (a) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
- (b) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
- (c) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- (d) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.



- (e) No further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.
- (f) In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- (g) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non-ASBA Applications while finalizing the Basis of Allotment.
- (h) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
- (i) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- (j) Our Company accepts full responsibility for the accuracy of information given in this Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

### **Minimum subscription**

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are "officers in default" shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

### **Withdrawal of the Issue**

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, Our Company reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within 2 (Two) working days of the Issue Closing Date i.e. [•] or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchanges will also be informed promptly.

The Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1(One) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchanges where the Equity Shares may be proposed to be listed.

### **SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS**

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "**Risk Factors**" on page no. 25 of this Letter of Offer.
2. All enquiries in connection with the Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "[•]" on the envelope to the Registrar at the following address:

**Email id:** [rights@cameoindia.com](mailto:rights@cameoindia.com)

**Registered Address:** Subramanian Building, No. 1 Club House Road, Chennai - 600 002, Tamil Nadu

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/electronic dedicated Investors helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at <https://cameoindia.com/> Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is at +91-44-40020700/ 0706/ 0741.

4. The Shareholders can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: <https://cameoindia.com/>
- Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar at [rights@cameoindia.com](mailto:rights@cameoindia.com) or our Company at [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com)
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [rights@cameoindia.com](mailto:rights@cameoindia.com)
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [rights@cameoindia.com](mailto:rights@cameoindia.com)

This Issue will remain open for a minimum [•] days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy upto any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion)("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**FDI Circular 2020**"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Our Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors 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.

**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available at the registered office of the Company from the date of this Letter of Offer until the Issue Closing Date.

**A. MATERIAL CONTRACTS**

1. Registrar Agreement dated [•] entered into between our Company and the Registrar to the Issue.
2. Escrow Agreement dated [•] amongst our Company, the Registrar to the Issue and the Bankers to the Issue.
3. Tripartite Agreement dated 22<sup>nd</sup> January, 2018 between our Company, NSDL and the Registrar to the Company.
4. Tripartite Agreement dated 11<sup>th</sup> January, 2018 between our Company, CSDL and the Registrar to the Company.

**B. DOCUMENTS FOR INSPECTION**

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of incorporation dated 29<sup>th</sup> January, 2013 and Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company dated 11<sup>th</sup> December, 2017.
3. Resolution of the Board of Directors dated 11<sup>th</sup> July, 2024 in relation to the Issue and Resolution of the Board of Directors dated [•] approving issue details like price, number of shares and ratio etc.
4. Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Legal Advisors to the Issue, Statutory Auditor of the Company, Bankers to the Company, Registrar to the Company, Registrar to the Issue and the Bankers to the Issue to include their names in this Letter of Offer and to act in their respective capacities.
5. Annual Reports of the Company for the year ended on March 31, 2024, 2023, 2022, 2021 & 2020 and Audited Financial Results along with Independent Auditor's Report for the quarter and year ended on 31<sup>st</sup> March, 2024.
6. Statement of Tax Benefits dated 11<sup>th</sup> July, 2024 from the Statutory Auditor included in this Letter of Offer.
7. In-principle approvals dated [•] & [•] issued by BSE Limited and National Stock Exchange of India Limited.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.



## SECTION XI - DECLARATION

We hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue and the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Letter of Offer are true and correct.

### **SIGNED BY THE DIRECTORS OF OUR COMPANY**

**Sd/-**

Neeraj Sureshchandr Agarwal  
(Chairman & Managing Director)  
DIN: 06473290

**Sd/-**

Suresh Chand Kalyanmal Gupta  
(Whole-time Director)  
DIN: 06473269

**Sd/-**

Ganesh Bhavarlal Prajapati  
(Independent Director)  
DIN: 08014721

**Sd/-**

Nidhi Dineshbhai Patel  
(Independent Director)  
DIN: 08014773

**Sd/-**

Gaurav Dineshkumar Agarwal  
(Independent Director)  
DIN: 09627363

**Sd/-**

Pooja Aidasani  
(Independent Director)  
DIN: 09627366

### **SIGNED BY THE KEY MANAGERIAL PERSONNEL(S) OF THE COMPANY**

**Sd/-**

Nidhi Agrawal  
(Company Secretary and Compliance Officer)

**Sd/-**

Neeraj Sureshchandr Agarwal  
(Chief Financial Officer)

**Date:** [•]

**Place:** Mahesana