



SARVESHWAR FOODS LIMITED

CIN :L15312JK2004PLC002444

Regd. Off. : Sarveshwar House, Below Gumat, Jammu, (J&K) – 180001

E-mail : cs@sarveshwarrice.com

Contact No. : 01923-220962

Ref no.:

Date:

Date: August 12, 2025

To,
The Manager,
Listing Compliance,
National Stock Exchange of India Limited,
Exchange plaza, C-1 Block G,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051.

Dear Sir,

Sub.: Proposed Rights Issue of Equity Shares of Sarveshwar Foods Limited(the “Company or Issuer”).

ISSUE OF UP TO [●] FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹ [●] PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER RIGHTS EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING UP TO ₹ 15,000 LAKH ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] ([●]) RIGHTS EQUITY SHARES FOR EVERY [●] ([●]) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE “ISSUE”).

Please see enclosed herewith soft copy of Draft Letter of Offer (“DLOF”) dated August 11, 2025 for the Rights Issue of the Company.

We request for your comments on the enclosed DLOF and your in-principle listing approval for the captioned Rights Issue at the earliest.

Thanking you,

Yours sincerely,

For Sarveshwar Foods Limited

SADHVI Digitally signed
by SADHVI
SHARMA SHARMA

Sadhvi Sharma

Company secretary and compliance officer



SARVESHWAR FOODS LIMITED

Our Company was originally incorporated as “Sarveshwar Overseas Private Limited” on August 03, 2004, as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated August 03, 2004, issued by the Registrar of Companies, Jammu & Kashmir. Subsequently the name of our company was changed to “Sarveshwar Organic Foods Private Limited” and a fresh certificate of incorporation was issued dated April 13, 2010, issued by the Registrar of Companies, Jammu & Kashmir. Further our company was converted into a public limited company and consequent the name of our company was changed to “Sarveshwar Organic Foods Limited” pursuant to fresh certificate of incorporation dated June 29, 2010, issued by the Registrar of Companies, Jammu & Kashmir. Further, the name of the company was changed to Sarveshwar Foods Limited and a fresh certificate of incorporation dated June 29, 2015, issued by the Registrar of Companies, Jammu.

Registered Office: Sarveshwar House below Gumat Jammu, Jammu & Kashmir-180001 India
Corporate Office: B-612 Kanakia Wall street, Chakala, Andheri (East) – 400093, Mumbai
Tel: 0191 45 24399 **Contact Person:** Ms. Sadhvi Sharma
E-mail: cs@sarveshwarrice.com; **Website:** www.sarveshwarfoods.com
Corporate Identity Number: L15312JK2004PLC00244

PROMOTER OF OUR COMPANY: MR. ROHIT GUPTA	
FOR PRIVATE CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF SARVESHWAR FOODS LIMITED (THE “COMPANY” OR THE “ISSUER”) ONLY	
<p>ISSUE OF UP TO [•] FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹ [•] PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [•] PER RIGHTS EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING UP TO ₹ 15,000 LAKH* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [•] ([•]) RIGHTS EQUITY SHARES FOR EVERY [•] ([•]) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [•] (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 77 OF THIS DRAFT LETTER OF OFFER.</p> <p><i>*Assuming full subscription in the Issue. Subject to the finalization of basis of allotment.</i></p>	
WILFUL DEFAULTERS OR FRAUDULENT BORROWERS	
<p>Neither our Company nor our Promoters nor any of our directors have been categorized as a Wilful Defaulter or a Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter(s) or Fraudulent Borrower(s) issued by the RBI.</p>	
GENERAL RISKS	
<p>Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk with such Investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors shall rely on their own examination of the issuer and the offer, including the risks involved. The securities being offered in the offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of investors is invited to the section “Risk Factors” beginning on page 18.</p>	
COMPANY’S ABSOLUTE RESPONSIBILITY	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft 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 Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
LISTING	
<p>The existing equity shares of our Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and together with BSE, the “Stock Exchanges”. Our Company has received “in-principle” approvals from BSE and NSE for listing the Rights Equity Shares through their letters each dated [•], 2025 and [•], 2025 respectively. Our Company will also make applications to BSE and NSE to obtain trading approval for the Rights Entitlements as required under the SEBI ICDR Master Circular. For the purposes of the Issue, the Designated Stock Exchange is [•].</p>	
REGISTRAR TO THE ISSUE	
	<p>Name: BIGSHARE SERVICES PRIVATE LIMITED Address: Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre Mahakali Caves Road, Andheri (East) Mumbai- 400093 Tel: +91 22-62638200 Investor Grievance ID: investor@bigshareonline.com Contact Person: Mr. Suraj Gupta Website: www.bigshareonline.com SEBI Registration No.: INR000001385 CIN: U99999MH1994PTC076534 E-mail: rightsissue@bigshareonline.com</p>
LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	[•]
ISSUE OPENING DATE	[•]
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS*	[•]
ISSUE CLOSING DATE**	[•]
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	[•]
DATE OF ALLOTMENT (ON OR ABOUT)	[•]
DATE OF CREDIT OF RIGHTS EQUITY SHARES (ON OR ABOUT)	[•]
DATE OF LISTING (ON OR ABOUT)	[•]

*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 accounts of the Renounees on or prior to the Issue Closing Date.
**Our Board or Right Issue Committee 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 the Application shall be permitted by any Applicant after the Issue Closing Date.

[THIS PAGE HAS BEEN LEFT BLANK PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.]

Table of Contents

SECTION I- GENERAL	3
DEFINITION AND ABBREVIATIONS	3
NOTICE TO INVESTORS	11
PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION	14
FORWARD LOOKING STATEMENTS	16
SECTION II- RISK FACTORS	18
SECTION III- INTRODUCTION	40
SUMMARY OF DRAFT LETTER OF OFFER	40
THE ISSUE	45
GENERAL INFORMATION	47
CAPITAL STRUCTURE	51
OBJECTS OF THE ISSUE	53
STATEMENT OF SPECIAL TAX BENEFITS	59
SECTION IV- ABOUT OUR COMPANY	66
OUR MANAGEMENT	66
SECTION V- FINANCIAL INFORMATION	69
FINANCIAL STATEMENTS	69
FINANCIAL INFORMATION	70
SECTION VI- GOVERNMENT APPROVALS	71
GOVERNMENT AND OTHER APPROVALS	71
OTHER REGULATORY AND STATUTORY DISCLOSURES	72
SECTION VII- ISSUE INFORMATION	77
TERMS OF THE ISSUE	77
RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	107
RESTRICTION ON PURCHASES AND REALES	109
SECTION VIII- OTHER INFORMATION	113
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	113
DECLARATION	115

SECTION I- GENERAL

DEFINITION AND ABBREVIATIONS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates, or implies or unless otherwise specified, shall have the meaning as provided below

References to any legislation, act, regulation, rule, guideline, clarification or policy shall be to such legislation, act, regulation, rule, guideline or policy as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, the SEBI LODR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

*The following list of capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive. However, terms used in the sections entitled “**Summary of this Draft Letter of Offer**”, “**Risk Factors**”, “**Financial Statements**”, “**Statement of Special Tax Benefits**”, “**Terms of the Issue**” on pages 40, 18, 69, 59 and 77 respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.*

General Terms

Term	Description
“Company”, “our Company”, “the Company”, “the Issuer” or “SLF”	Sarveshwar Foods Limited, a public limited company, incorporated under the Companies Act, 1956, and having its registered office at Sarveshwar House below Gumat Jammu, Jammu and Kashmir-180001 India.
“We”, “Our”, “Us” or “our Group”	Unless the context otherwise indicates or implies or unless otherwise specified, refers to our Company along with our Subsidiaries, and, as applicable, on a consolidated basis.

Company Related Terms

Term	Description
“Articles of Association” or “Articles”	Articles of association of our Company, as amended from time to time.
Audited Consolidated Financial Statements	The audited Consolidated financial statements of our Company, comprising of statement of assets and liabilities as at March 31, 2025 and March 31, 2024, the statement of profit and loss, the statement of cash flows and the statement of changes in equity for the financial year ending March 31, 2025 and March 31, 2024, the summary of significant accounting policies and explanatory notes and notes to financial statements prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act.
Unaudited Consolidated Financial Statement	Unaudited Consolidated financial results for the quarter ended June 30, 2025 and June 30, 2024.
“Auditors” or “Statutory Auditors”/ Peer Review Auditor	Statutory and peer review auditor of our Company, namely, M/s. KRA & Co., Chartered Accountants.
“Board of Directors” or “Board” or “our Board”	The board of directors of our Company or duly constituted committee thereof. For details, see “ Our Management – Board of Directors ” on page 66.
Rights Issue Committee	The Rights Issue committee, being the sub-committee of our Board of Directors, consisting of Mr. Anil Kumar (Managing Director), Ms. Seema Rani

	(Whole-Time Director) and Mr. Uttar Kumar Padha (Independent Director).
Chairman	The Chairman of the Board of our Company, Mr. Rohit Gupta. For details, see “ Our Management – Board of Directors ” on page 66.
“Managing Director” or “MD”	The Managing Director of our Company, Mr. Anil Kumar. For details, see “ Our Management – Board of Directors ” on page 66.
“Chief Financial Officer” or “CFO”	The Chief Financial officer of our Company, Mr. Anand Sharda.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, Ms. Sadhvi Sharma.
Directors	The directors on our Board, as may be appointed from time to time. For details, see “ Our Management – Board of Directors ” on page 66.
Equity Shares	Equity shares of face value of ₹ 1 each of our Company.
Executive Director(s)	The executive Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI LODR Regulations. For details of our Executive Directors, see “ Our Management – Board of Directors ” on page 66.
Group Companies	Group companies of our Company as determined in terms of Regulation 2(1)(t) of SEBI ICDR Regulations.
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. For details of our Independent Directors, see “ Our Management – Board of Directors ” on page 66.
“Key Management Personnel” / “KMP”	Key Management Personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations.
Materiality Threshold	The materiality threshold adopted by our company in relation of disclosure of outstanding material legal proceedings involving Company and its Subsidiaries, i.e. ₹ 85,83,200/-.
“Memorandum of Association” or “Memorandum”	Memorandum of association of our Company, as amended from time to time.
“Nomination and Remuneration Committee”	Our Company Nomination and remuneration committee of our Board of Directors is in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
Non-Executive Director(s)	The non-executive Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI LODR Regulations. For details of our Non-Executive Directors, see “ Our Management – Board of Directors ” on page 66.
Promoter(s)	The promoter of our Company being, Rohit Gupta.
Promoter Group	Unless the context requires otherwise, the promoter group of our Company as determined in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations.
Registered Office	The registered office of our Company located at Sarveshwar House, below Gumat, Jammu - Jammu & Kashmir, 180001 India..
“Registrar of Companies”, “RoC”	Registrar of Companies, Jammu and having office no at Hall No. 405 to 408, Rail, Head Complex, Bahu Plaza, Jammu-180012.
Stakeholders’ Relationship Committee	Stakeholders’ relationship committee of our Board of Directors in accordance with Regulation 20 of the SEBI LODR 2015.
Subsidiaries	Subsidiaries of our Company are Sarveshwar Overseas Limited, Himalayan Bio Organic Foods Limited, Green Point Pte. Limited.
Whole-time Directors	The whole-time directors of our Company. For details, please see “ Our Management – Board of Directors ” on page 66.

Related Terms

Term	Description
Additional Rights Equity Shares	The Rights Equity Shares applied for or allotted under this Issue in addition to the Rights Entitlement.
“Allotment” or “Allot” or “Allotted”	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account(s)	The account(s) opened with the Banker(s) to the Issue, into which the Application Money, 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(s)	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, Kotak Mahindra Bank Limited..
Allotment Advice	The note or 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 after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment Date	Date on which the Allotment is made pursuant to the Issue.
Allottee(s)	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue.
“Applicant(s)” or “Investor(s)”	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer.
Application	Application made through submission of the Application Form or plain paper application to the Designated Branch(es) 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 the Issue.
“Application Supported by Blocked Amount” or “ASBA”	Application (whether physical or electronic) used by Applicant(s) to make an application authorizing the SCSB to block the Application Money in a specified bank account maintained with the SCSB.
ASBA Account	An account maintained with SCSBs and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application.
ASBA Applicant / ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renouncee) 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.
ASBA Circulars	Collectively, SEBI circular pertaining to Applications Supported by Blocked Amount (ASBA) facility for right issues, as subsumed under the SEBI ICDR Master Circular (to the extent it pertains to the rights issue process), and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
Banker to the Issue	Collectively, Allotment Account Bank and the Refund Bank, which is Kotak Mahindra Bank Limited.
Banker to the Issue Agreement	Agreement to be entered into by and among our Company, the Registrar to the Issue and the Banker to the Issue for among other things, collection of the Application Money from Applicants/Investors and transfer of funds to the Allotment Account, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in consultation with the Designated Stock Exchange in this Issue, as described in “ <i>Terms of the Issue</i> ” beginning on page 77.
“Controlling Branches” or “Controlling Branches of the SCSBs”	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchanges, a list of which is available on SEBI’s website, updated from time to time, or at such other website(s) as may be prescribed by the SEBI

	from time to time.
Demographic Details	Details of Investors including the Investor's address, PAN, DP ID, Client ID, bank account details and occupation, where 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 Branch(es)	Such branches of the SCSBs which shall collect the Applications, used by the ASBA Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time.
Draft Letter of Offer/DLoF/DLOF	The Draft Letter of offer dated August 11, 2025.
Designated Stock Exchange	[•].
Eligible Equity Shareholder(s)	Equity Shareholders as on the Record Date. Please note that only those Equity Shareholders who have provided an Indian address to our Company are eligible to participate in the Issue. For further details, see " Notice to Investors " and " Restrictions on Purchases and Resales " beginning on pages 11 and 109, respectively.
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 Kotak Mahindra Bank Limited.
"Equity Shareholder(s)" or "Shareholders"	Existing Equity Shareholders as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see " Notice to Investors " on page 11.
Fraudulent Borrower	Fraudulent Borrower(s) as defined under Regulations 2(1) (III) of the SEBI ICDR Regulations.
Gross Proceeds	The gross proceeds raised through the Issue.
Issue	This issue of up to [•] Rights Equity Shares for cash at a price of ₹ [•] per Rights Equity Share (including a premium of ₹ [•] per Rights Equity Share) aggregating up to ₹15,000 lakh* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [•] ([•]) Rights Equity Shares for every [•] ([•]) Equity Shares held by the Eligible Equity Shareholders on the Record Date [•]. <i>*Assuming full subscription in the Issue. Subject to finalization of the Basis of Allotment.</i>
Issue Closing Date	[•].
Issue Materials	Collectively, this Draft Letter of Offer, Letter of offer, Application Form, Rights Entitlement Letter and any other material relating to the Issue.
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	[•] per Rights Equity Share.
Issue Proceeds	The gross proceeds raised through the Issue.
Issue Size	The issue of up to [•] Rights Equity Shares aggregating up to ₹ 15,000* lakh. <i>*Assuming full subscription in the Issue. Subject to finalization of the Basis of Allotment.</i>
"Letter of Offer" or "LOF"	The letter of offer dated [•], 2025, filed with the Stock Exchanges.
Listing Agreements	The uniform listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI LODR Regulations.
Monitoring Agency	Infomercials Valuation and Rating Private Limited.
Monitoring Agency Agreement	Agreement dated August 11, 2025, between our Company and the Monitoring Agency in relation to monitoring of Gross Proceeds.
Multiple Application Forms	More than one application form submitted by an Eligible Equity Shareholder/Renouncee in respect of the same Rights Entitlement available in their demat account. However, additional applications in relation to Additional Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple applications.
Net Proceeds	Issue Proceeds less the estimated Issue related expenses. For further details, see " Objects of the Issue " beginning on page 53.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring its Rights Entitlements through off market transfer through a depository participant in accordance with the SEBI ICDR Master Circular,

	circulars issued by the Depositories from time to time and other applicable laws. 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 Renounee on or prior to the Issue Closing Date.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading its Rights Entitlements over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI ICDR Master Circular, circulars issued by the Stock Exchanges from time to time and other applicable laws, on or before [•], 2025.
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Equity Shareholders who would be eligible to apply for the Rights Equity Shares in the Issue subject to terms and conditions set out in the Issue Materials, to be decided prior to the filing of this Draft Letter of Offer, being [•], 2025.
Refund Bank	The Banker to the Issue with whom the refund account will be opened, in this case being Kotak Mahindra Bank Limited.
Registrar Agreement	Agreement dated August 11, 2025, between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
“Registrar to the Issue” or “Registrar” or “Share Transfer Agent”	Bigshare Services Private Limited.
Renounee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation in accordance with the SEBI ICDR Master Circular.
Renunciation Period	The period during which the Eligible Equity Shareholders can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [•], 2025 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 Renounee on or prior to the Issue Closing Date.
Rights Entitlement(s)	The number of Rights 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, being [•] Rights Equity Shares for [•] Equity Shares held on [•]. The Rights Entitlements with a separate ISIN: [•] will be credited to your demat account before the date of opening of the Issue, against the equity shares held by the Equity Shareholders as on the record date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The details of Rights Entitlements are also accessible on the website of our Company.
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue, on a fully paid-up basis on Allotment.
Rights Equity Shareholders	Holder of the Rights Equity Shares pursuant to this Issue.
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34 , or such other website as updated from time to time.
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, as amended by circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/31 dated March 11, 2025, with respect to rights issue only.
Stock Exchanges	Stock exchanges where the Equity Shares are presently listed <i>i.e.</i> BSE and NSE.
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1) (III) of the SEBI ICDR

	Regulations.
Working Days	All days on which commercial banks in Mumbai are open for business. Further, in respect of the Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, in respect of the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Conventional and General Terms or Abbreviations

Term/Abbreviation	Description/ Full Form
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupee
Aadhaar	Aadhaar card
AGM	Annual general meeting of the Shareholders of our Company.
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
Arbitration Act	Arbitration and Conciliation Act, 1996
“Ind AS” or “Accounting Standards”	Accounting standards issued by the ICAI
BSE	BSE Limited
Calendar Year	Calendar year ending December 31
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
CBDT	Central Board of Direct Taxes, Government of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Central Government	Central Government of India
Client ID	The client identification number maintained with one of the Depositories in relation to the demat account
Companies Act	Companies Act, 1956 and the Companies Act, 2013, as applicable
Companies Act, 1956	The Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013	The Companies Act, 2013 along with the relevant rules made thereunder
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director identification number
“DP” or “Depository Participant”	Depository participant as defined under the Depositories Act
DP ID	Depository participant’s identification number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion)
EGM	Extraordinary general meeting
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
“Financial Year” or	Period of 12 months ending March 31 of that particular year

“Fiscal Year” or “Fiscal” or “FY”	
FDI Policy	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification dated October 28, 2020 issued by DPIIT, effective from October 15, 2020
FPI	Foreign portfolio investors as defined and registered under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GAAP	Generally Accepted Accounting Principles in India
GOI	Government of India
Government	Central Government and/ or the State Government, as applicable
GST	Goods and services tax
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards issued by the International Accounting Standards Board
Ind AS	Indian Accounting Standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015
India	Republic of India
Income-Tax Act	Income-tax Act, 1961
ISIN	International securities identification number
IST	Indian standard time
MCA	Ministry of Corporate Affairs, Government of India
MSME	Micro, Small and Medium Enterprise
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NBFC	Non-banking financial company
NEFT	National electronic fund transfer
Non-GAAP Financial Measure	A financial measure not presented in accordance with generally accepted accounting principles
NR	Non-resident or person(s) resident outside India, as defined under the FEMA
NRE	Non-resident external
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non-resident ordinary
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
“OCBs” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
OCI	Overseas citizen of India
PAN	Permanent account number
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act

RoC	Registrar of Companies, Maharashtra
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI LODR Regulations / Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed and replaced by the SEBI AIF Regulations
STT	Securities transaction tax
State Government	Government of a state of India
UPI	Unified Payment Interface
USD	United States Dollar
“U.S.” or “USA” or “United States”	United States of America, its territories or possessions, any state of the United States.
US GAAP	Generally accepted accounting principles in the U.S.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
W.e.f	With effect from

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, this Letter of Offer, Application Form and Rights Entitlement Letter and any other offering material (collectively, the “**Issue Materials**”) and issue of Rights Entitlement as well as Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Rights Entitlement Letter or Application Form may come or who receive Rights Entitlement and propose to renounce or apply for Rights Equity Shares in the Issue are required to inform themselves about and observe such restrictions. For more details, see “**Restrictions on Purchases and Resales**” beginning on page 109.

Pursuant to the requirements of the SEBI (ICDR) Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company, Registrar and Transfer Agent and Depository Participants and only such Eligible Equity Shareholders are permitted to participate in the Issue. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any of the Issue Materials.

The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials 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 Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see “**Restrictions on Purchases and Resales**” beginning on page 109.

Investors can also access this Draft Letter of Offer and the Application Form from the websites of our Company, the Registrar, the Stock Exchanges and the Board.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholders available with the Registrar in their records.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with the Stock Exchanges and subsequently with SEBI for dissemination. Accordingly, the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in whole or in part, in (i) the United States, or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire Rights 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). In addition, each purchaser or seller of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in the “**Restrictions on Purchases and Resales**” section beginning on page 109.

Our Company, in consultation with the Registrar, reserves the right to treat as invalid any Application Form which:(i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is **not permitted under laws of such jurisdictions;** (ii) **does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue;** or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of this Draft Letter of Offer nor any sale of Rights Equity Shares 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 Draft Letter of Offer or the date of such information. The contents of this Draft Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, 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 the Rights Equity Shares or Rights Entitlements. 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 Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

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.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The Issue Materials are 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.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN "OFFSHORE TRANSACTIONS" AS DEFINED IN AND IN RELIANCE ON REGULATIONS UNDER THE U.S. SECURITIES ACT TO ELIGIBLE EQUITY SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE IS PERMITTED UNDER THE LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THIS DRAFT LETTER OF OFFER INTO THE UNITED STATES AT ANY TIME.

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. No Application Form should 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 under this Draft Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is undertaking

this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Draft Letter of Offer or and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who purchases or sells Rights Entitlements or makes an application for Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the purchase or sale of Rights Entitlements, it will not be, in the United States and is authorized to purchase or sell the Rights Entitlement and subscribe to the Rights Equity Shares in compliance with all applicable laws and regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission, any U.S. federal or state securities commission or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to (i) the 'US' or 'U.S.' or the 'United States' are to the United States of America, its territories and possessions, any state of the United States; (ii) 'India' are to the Republic of India and its territories and possessions; and (iii) the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time (IST). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a Financial Year. Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer. In this Draft Letter of Offer, references to the singular also refer to the plural and one gender also refers to any other gender, where applicable.

Financial Data

Unless stated otherwise, or unless the context requires otherwise, the financial data in this Draft Letter of Offer is derived from the fiscal 2025 Audited Consolidated Financial Statements ("Financial Statements"). The fiscal 2025 Audited Consolidated Financial Statements were audited by the Statutory Auditors.

Our Company's Financial Year commences on April 1 of each Calendar Year and ends on March 31 of the following Calendar Year. Unless otherwise stated, references in this Draft Letter of Offer to a particular 'Financial Year' or 'Fiscal Year' or 'Fiscal' are to the financial year ended March 31 of that year. For further details, see "*Financial Statements*" beginning on page 69.

Unless stated or the context requires otherwise, our financial data (a) as at and for the Financial Year ended March 31, 2025, 2024 is included in this Draft Letter of Offer is derived from the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2025, 2024 and (b) The unaudited Consolidated financial results for the quarter ended June 30, 2025 of our Company, and its share of net profit after tax and total comprehensive income, which comprises of the statement of profit and loss (including other comprehensive income) for the Quarter ended June 30, 2025 together with selected explanatory notes. For further information, see "*Financial Information*" on page 69 of this Draft Letter of Offer.

The Unaudited Consolidated Financial Statements of our Company for the Quarter ended June 30, 2025 and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2025, 2024 have been prepared in accordance with Ind AS, read with the Ind AS Rules and other the relevant provisions of the Companies Act and in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised), 2019, issued by the ICAI.

Our Company prepares its financial statements in accordance with Ind AS, Companies Act and other applicable statutory and/or regulatory requirements. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources. Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Rupees, in lakh.

Non-GAAP Measures

We have included certain Non-GAAP financial measures and certain other statistical information relating to our operations and financial performance (collectively "**Non-GAAP Financial Measures**", and each, a "**Non-GAAP Financial Measure**") in this Draft Letter of Offer, which are return on net worth and net asset value per equity share. These Non-GAAP Financial Measures are not required by or presented in accordance with Ind AS. We compute and disclose such Non-GAAP Financial Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others

to evaluate the operational performance of other companies in our industry. Further, these Non-GAAP Financial Measures are not a measurement of our financial performance or liquidity under Ind AS, GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, GAAP, IFRS or US GAAP. Other companies may calculate these Non-GAAP Financial Measures differently from us, limiting its usefulness as a comparative measure. However, these Non-GAAP Financial Measures may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies. Accordingly, such Non-GAAP Financial Measures have important limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our financial position or results of operations as reported under GAAP.

Market and Industry Data

Unless stated otherwise, market, industry and demographic data used in this Draft Letter of Offer has been obtained from market research, publicly available information as well as various industry publications and sources, as referred to herein (collectively, the “Sources”). Industry publications generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed.

Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Letter of Offer. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based solely on such information.

Currency of Presentation

- All references to ‘INR’, ‘₹’, ‘Indian Rupees’ and ‘Rupees’ are to the legal currency of the Republic of India;
- US\$, ‘USD’, ‘\$’ and ‘U.S. dollars’ are to the legal currency of the United States of America; and
- the word ‘Lakh’ or ‘Lac’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lacs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’

Our Company has presented certain numerical information in the 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**", beginning on pages **18** and elsewhere in the Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Financial Information.

Exchange Rates for Foreign Currency:

This Draft Letter of Offer contains conversions of certain other currency amounts 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 period indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies

<i>(in ₹)</i>			
Sr.No	Currency	As on March 31,2025	As on March 31,2024*
1.	1 United State Dollars	85.58	83.37
2.	1 EURO	92.62	90.22

(Source: RBI and FBIL reference rate)

**Note: In case March 31 of any of the respective years / period is a public holiday, the previous Working Day not being a public holiday has been considered*

FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute 'forward-looking statements. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'expected to', 'intend', 'is likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company 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, result of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft 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 actual results to differ materially from our Company's expectations include, among others:

- Any adverse changes in central or state government policies;
- Any qualifications or other observations made by our statutory auditors which may affect our results of operations;
- An increase in the productivity and overall efficiency of our competitors;
- Our ability to maintain and enhance our brand image;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in technology and our ability to manage any disruption or failure of our technology systems;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Any adverse outcome in the legal proceedings in which we are involved;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to compete effectively, particularly in new markets and businesses;
- Inability to invoice our unbilled supplies/services, collect our dues and receivables from our customers.
- Any other factors beyond our control;
- Our ability to manage risks that arise from these factors;
 - Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
 - We do not have definitive agreements for supply of products or fixed terms of trade with majority of our suppliers.

Failure to successfully leverage our supplier relationships and network could adversely affect us. Any changes in weather condition may adversely affect our business.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section entitled "**Risk Factors**" beginning on page 18.

The forward-looking statements contained in this Draft Letter of Offer are based on the beliefs of our Company's management, as well as the assumptions made by, and information currently available to, the management of our Company. Whilst our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Draft Letter of Offer or the respective dates indicated in this Draft Letter of Offer, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, 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.

In accordance with SEBI (ICDR) Regulations and Stock Exchanges requirements, our Company will ensure that the Eligible Equity Shareholders are informed of material developments until the time of the grant of listing and trading permissions for the Rights Equity Shares by the Stock Exchanges.

SECTION II- RISK FACTORS

*Any investment in our equity securities involves a **high degree of risk**. You should carefully consider each of the following risk factors for all the information set forth in this Draft Letter of offer, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks and uncertainties described below are not the only ones relevant to us or our Rights Equity Shares and the industry in which we currently operate or to India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, financial condition, results of operations and cash flows.*

*To obtain a more complete understanding of our Company, you should read this section together with section titled “**Summary of the Draft Letter of Offer -Summary of the Business**” on page 40 as well as the other financial and statistical information contained in this Draft Letter of offer. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences with regard to your investment in our Rights Equity Shares.*

This Draft Letter of offer contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of offer

The financial information in this section is, unless otherwise stated, derived from our Consolidated Financial Statements prepared in accordance with Ind-AS, as per the requirements of the Companies Act 2013, SEBI Regulations and other applicable provisions and laws. The risk factors have been determined on the basis of their materiality. Some events may not be material individually but may be found to be material collectively, some events may have a material impact qualitatively instead of quantitatively and some events may not be material at present but may have material impacts in the future.

Internal Risk Factors:

ISSUE AND OBJECTS OF THE ISSUE

- 1. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the working capital is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”.***

The fund requirement and deployment, as mentioned in the “**Objects of the Issue**” on page 53 of this Draft Letter of Offer is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business operations.

In view of the highly competitive and dynamic nature of our business, we have the requirement of Working Capital for our business operations from time to time and consequently these working capital fund requirements as specified in Object of the Issue. The deployment of the working capital funds as stated under chapter Objects of the Issue is at the discretion of our Board of Directors and is subject to monitoring by external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter Objects of the Issue will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business operations and/or may have an adverse bearing on our expected revenues and earnings.

THE COMPANY AND ITS BUSINESS-RELATED RISKS

2. *Our business is working capital intensive and insufficient cash flows or inability to borrow funds to meet our working capital requirements may materially and adversely affect our business and operations.*

Our business requires significant amount of working capital primarily due to the fact that being the seasonal crops is generally procured during specific harvest period and from stockists during the off-peak season. Further, paddy must be aged for 12 to 18 months to ensure its most premium quality. As a result of the high inventory turnover days, we are required to maintain a sufficient stock of paddy and rice at all times in order to meet production requirements, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfill our commitments, and hence we may need to procure paddy from open market at higher rates resulting in additional indebtedness in the future or utilize cash flows from operations and other activities to satisfy our working capital needs. If we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, it could materially and adversely affect our business and results of operations.

3. *Non-availability and increase in the cost of paddy may adversely affect our business, results of operations and financial condition.*

Our business is dependent on the availability and cost of paddy, which is the principal raw material used in our operations. The procurement of paddy is subject to various external factors including climatic conditions, crop yields, pest infestations, and the comparative profitability of other crops, which are beyond our control. Farmers may shift to alternative crops due to reasons such as low rainfall, disease outbreaks, or more favorable market pricing, which can reduce the availability of paddy in the market.

We source paddy both directly from farmers during the harvest season and from stockists during the off-peak season. Procurement during the off-peak season is typically at a premium higher than peak season prices. During Fiscal 2025, paddy procured during the off-peak season constituted two-third of our total procurement. Any significant increase in off-season procurement or changes in pricing patterns may adversely affect our cost structure.

Our ability to secure an adequate quantity and quality of paddy is also dependent on field assessments and laboratory testing undertaken by our procurement team to evaluate yield and cooking characteristics. Further, the lack of long-term procurement contracts with farmers restricts our ability to ensure stable supply arrangements. Farmers with whom we have had historical relationships may choose to sell their produce to other buyers, thereby impacting our procurement planning.

In the event of insufficient availability or a significant rise in the price of paddy, we may not be able to procure the quantities required for our operations on commercially viable terms, and we may not be able to pass on any cost increase to our customers. Such developments may have an adverse impact on our business, results of operations and financial condition.

4. *Certain unsecured loans taken by our Company and its subsidiaries are repayable on demand, which may affect our liquidity and cash flows.*

Our Company and its subsidiaries have availed certain unsecured loans categorized as “short term borrowings” that are repayable on demand. Some of these loans do not have a fixed repayment schedule and may be recalled by the lenders at any time, at their sole discretion. In the event that such loans are recalled and we are required to repay the amounts at short notice, it may result in an unexpected outflow of funds.

Any such recall, if not matched by adequate cash balances or immediate cash flows from operations, could adversely affect our working capital management, financial flexibility, and liquidity position. Further, if we are unable to repay such loans upon demand, it may result in a default, which could have an adverse effect on our creditworthiness and our ability to raise future financing

5. *Our Company has made unsecured short-term loans to related parties, which are subject to recoverability and credit risks.*

Audited Consolidated financials for the year ended March 31, 2025, our Company had outstanding unsecured loans of ₹ 2,791.34 lakh on a consolidated basis to related parties. These loans have been extended without any security or collateral backing and are therefore subject to risks relating to creditworthiness and repayment capacity of the borrowers. There can be no assurance that these amounts will be recovered within the expected timelines or in full.

Any default or delay in recovery of such unsecured loans could adversely affect our liquidity, financial condition and cash flows. Additionally, since these transactions involve related parties, they may be subject to increased scrutiny from regulatory authorities or stakeholders, and any adverse findings or perception regarding the nature, terms, or recoverability of these loans may have a negative impact on our reputation and governance practices.

6. *We have pending investor complaints.*

According to the information available on the SEBI SCORES platform, a total of three complaints have been registered against the Company as on date of this Draft Letter of Offer. The Company has submitted timely responses to each of these complaints in compliance with the prescribed timelines. The current status reflects that the complaints are awaiting action from the complainant's end, with the first-level review yet to be completed from complainant's end. Our Company has already initiated all the available legal recourse which are mentioned in our litigation chapter. However, we cannot assure that no grievances will arise in the future.

7. *We have incurred penalties for non-compliance with listing requirements of stock exchanges in the past.*

During FY 2022–23, our Company paid a penalty of ₹ 5,000/- to BSE and NSE respectively due to non-submission of financial statement in specified timeline. While these non-compliances were not material individually, repeated lapses may affect investor perception and expose us to regulatory scrutiny in the future.

8. *There are outstanding legal proceedings against Promoter and Directors which may adversely affect our business, financial condition and results of operations.*

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

Nature of Proceedings and Outstanding Cases

Cases filed by the Company

Criminal Proceedings

Case No.	Court	Defendant	Nature	Amount Involved (₹ in lakhs)	Status/Next Hearing
Case Number Prior to Transfer: Negotiable Instruments Act	Chief Judicial Magistrate Court,	Suresh Singh	Negotiable Instruments Act Section 138 - Dishonour of	2.30	September 19, 2025 – Issue of Non- bailable

1684/2024 New Case number Negotiable Instruments Act 13615/2024 CNR: JKJM020018252025	Jammu		Cheque		Warrant
Case Number: Negotiable Instruments Act 501934/2024 CNR: JKSB030025542019	Munsif Samba	M/s Taj Textiles/Taj Traders	Negotiable Instruments Act Section 138 - Dishonour of Cheque	7.00 (bounced cheque) out of 14.73 (total consignment)	August 23, 2025 – Non- bailable Warrant
FIR No: 0063/2025 – Jammu, P.S Gangyal	Police Station: Gangyal, Jammu	Pankaj Gupta	FIR Filed by our company against Pankaj Gupta for Blackmail, Extortion & Threats through False Allegation Under Bharatiya Nyaya Sanhita Section 308(2) and 351 (2)	NA	NA
Registration Number: CC/778/2025 Case Filing Number: CC/29085/2025 CNR Number: JKSG03290872025	Chief Judicial Magistrate, Srinagar	Pankaj Gupta	Criminal Complaint Filed by Our Company along with a subsidiary and A director have filed a criminal complaint under section 210 Of the Bharatiya Nyaya Sanhita for Criminal Defamation	NA	August 09, 2025 – Service of Notice

Civil Proceedings

Case No.	Court	Defendant	Nature	Amount (₹) (in lakh)	Status/Next Hearing
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Writ Petition 24034/2024 (Article 226)	Andhra Pradesh High Court	Union of India & Others	This is a customs duty dispute where Sarveshwar Foods Ltd. challenged the government's sudden imposition of 20% export duty on parboiled rice through notifications dated August 25, 2023, arguing it was arbitrary to apply this new duty to their 1,300 MT consignment already positioned for export at Kakinada Port. The Andhra Pradesh High Court granted interim relief allowing export upon furnishing bank guarantee and personal bond for the duty amount	NA	August 06, 2025- Final Hearing
Registration No. Recovery Suit/117/2025 Case Filing Number: Recovery Suit/2367/2025 CNR Number: JKJM020018262025	Principal District Judge, Jammu	Rakesh Singh	Recovery of advance given for paddy purchase	0.49	August 08, 2025 – For Service
Registration No. Recovery Suit/01/2025 Case Filing Number: Recovery Suit/6061/2025 CNR Number: JKJM020046902025	2 nd Additional District and Session Judge, Jammu	Rohit Kumar	Recovery of advance given for paddy purchase	0.92	September 02, 2025 – For Service
Registration No. 79/2025 Case Filing Number: Recovery	Principal District Judge, Jammu	Kuldeep Singh	Recovery of advance given for paddy purchase	0.61	October 04, 2025 – For Notice

Suit/2364/2025 CNR Number: JKJM020018232025					
Registration No. Recovery Suit/77/2025 Case Filing Number: Recovery Suit 2365/2025 CNR Number: JKJM020018242025	Principal District Judge, Jammu	Sudesh Singh	Recovery of advance for paddy purchase	1.81	August 05, 2025, For service
Registration No: Recovery Suit/71/2025 Case Filing Number: Recovery Suit/2366/22025 CNR Number: JKJM020018252025	Principal District Judge, Jammu	Suresh Singh	Recovery of advance for paddy purchase	0.98	August 05, 2025 – For Notice
Registration No: Original Suit/593/2025 Case Filing Number: Original Suit/4983/2025 CNR Number: JKJM020038772025	Principal District and Sessions Judge, Jammu	Pankaj Gupta	Original Suit	4.68	August 28, 2025 – Awaiting Defendant
Registration Number: Contempt Petition/09/2025 Case Filing Number: Contempt Petition/6108/2025 CNR Number: JKJM020047232025	Principal District and Sessions Judge, Jammu	Pankaj Gupta	Suit for Prohibitory Injunction and Damages as well as a petition for Initiating Contempt Proceedings against the respondent for willful disobedience of Order Dated May 30, 2025	5000 (Damages Demanded from Petition)	August 28, 2025 – For Service

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Cases filed by Subsidiaries

Criminal Proceedings (Himalayan Bio Organic Foods Limited)

Case No.	Court	Defendant	Nature	Amount (₹)(in lakh)	Status/Next Hearing
Registration Number: Negotiable Instrument Act 12/2020 Case Filing Number: 8200840/2020 CNR Number: JKSB030019452020	Chief Judicial Magistrate, Samba	M/S Family of Dry Fruit India & Others	Section 138 - Dishonour of Cheque	7.00	Service of Non-Bailable Warrant August 28, 2025
First Information Report No: 86/2025 P/S Bari Brahmna	FIR Filed in Police Station Bari Brahmna District Samba – Case has not reached the Court Stage	Rahul Kumar & Others	Criminal Case (For Cheating, Criminal Breach of Trust and Criminal Conspiracy)	15.76	NA
Registration Number. Negotiable Instrument Act/441/2024 Case Filing Number: Negotiable Instrument 3363/2024 CNR Number: JKJM030033702024	Chief Judicial Magistrate, Jammu	National and International Fruits and Vegetable	Section 138 - Dishonour of Cheque	5.00	August 07, 2025 for evidence

Criminal Proceedings (Sarveshwar Overseas Limited)

Case No.	Court	Defendant	Nature	Amount (₹)(in lakh)	Status/Next Hearing
Registration Number: CC/76878/2019 Case Filing Number: CC/7912/2019 CNR Number: JKJM030081142019	Municipal Magistrate Jammu, Court 17	Pradeep Kumar Saraf & Diamond Shipping Company Ltd	Criminal complaint	NA	September 09, 2025

Civil Proceedings (Sarveshwar Overseas Limited)

Case No.	Court	Defendant	Nature	Amount (₹ in lakh)	Status/Next Hearing
Registration Number: Recovery Suit/248/2019 Case Filing Number: Recovery Suit/5242/2019 CNR Number: JKJM020054002019	District and Sessions Judge, Jammu	Ajay Dhar	Recovery of misappropriated payments	6.19	August 08, 2025 – Ex-Parte Evidence
Registration Number: Recovery Suit(Civil)/257/2019 Case Filing Number: Recovery Suit(Civil)/5413/2019 CNR Number: JKJM020055722019	Principal District And Session Judge, Jammu	Diamond Shipping Company Ltd	Recovery	12.26	September 27, 2025 – Objection by defendants

Cases filed against Subsidiaries

Criminal Proceedings

Case No.	Court	Plaintiff	Defendant	Nature	Amount(₹ in lakh)	Status/Next Hearing
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CRM(M) 245/2022	High Court J&K	Pradeep Kumar Saraf	Sarveshwar Overseas Limited & Another	Application under 482 CR.P.C	12.26	September 09, 2025 - admission after Notice
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Cases Involving Promoter

Case No.	Court	Parties	Nature	Amount (₹ in lakh)	Status
CRM (M) No: 248/2023	High Court Jammu & Kashmir & Ladakh	Rohit Gupta & Others vs Union Territory of Jammu & Kashmir & Others	Food Safety complaint appeal	NA	Proceedings stayed by High Court

Cases Involving Directors

Case No.	Court	Parties	Nature	Amount (₹)	Status
Case Filing Number: CNR Number: JKJM030073002025	Railway Magistrate Jammu	Harbans Lal Ex-Director of SFL/HBO v. Pankaj Gupta	Criminal Defamation u/s 356 BNS, 2023	NA	August 09, 2025 -Service
Case Filing Number: CNR Number: JKJM020054002019	Railway Magistrate, Jammu	Ajay Dhar S/O Late Mohan Krishan Dhar v. Anil Sharma & others	Criminal Complaint filed against the Directors for harassment and threatening	NA	July 28, 2025 – Hearing of Complainants Evidence
Case Filing Number: CRM (M) No: 248/2023	High Court of Jammu & Kashmir and Ladakh, Jammu	Suraj Parkash Gupta & Anr. V/s UT of J&K & Anr. & Rohit Guta & Anr v. Union Territory of Jammu & Kashmir, Commissioner Food Safety and Standards	Appeal against a case filed by the Commissioner of Food Safety Standards Authority, Union Territory of Jammu & Kashmir and Another	NA	Proceedings have been stayed by the high court

		Authority & Anr.			
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Summary

<u>Category</u>	<u>Total Cases</u>	<u>Amount (₹ in lakh)</u>
Against the Company	0	0
By the Company	13	5,018.79
Against Promoters & Directors	1	12.26
By Promoters & Directors (including past Directors resigned in this quarter)	3	NA
Against Subsidiaries	1	12.26
By Subsidiaries	6	33.95
Regulatory/ED Proceedings	0	0
Grand Total	24	5,077.26

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

Our Registered Office is presently located at Sarveshwar House, Below Gumat, Jammu, (Jammu and Kashmir) – 180001. The registered office is not owned by Company.

Upon termination of the lease, we are required to return registered office premises to the Lessor/Licensor, unless it is renewed. There can be no assurance that the term of the agreements will be renewed on commercially acceptable terms and in the event the Lessor/Licensor terminates or does not renew the agreements, we are required to vacate our registered office business where administrative activities are carried out. We may be required to identify alternative premises and enter fresh lease or leave and license agreement at less favorable terms and conditions. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability.

10. *We are based out of the State of Jammu and Kashmir, which has been affected by militancy since the past several years. Though our business is majorly operated from the Jammu Region, which has been largely peaceful in the past, our business and operations may be affected if terrorist activities spread across other areas of the State.*

The State of Jammu and Kashmir is divided into two (2) regions. Jammu Region consisting of the districts namely Jammu, Doda, Kathua, Ramban, Reasi, Kishtwar, Poonch, Rajouri, Udhampur and Samba. Kashmir Valley consisting of the districts namely Anantnag, Bandipora, Baramulla, Budgam, Ganderbal, Kulgam, Kupwara, Pulwama, Shopian and Srinagar. While, the regions that have been historically affected by militancy are the areas on the Kashmir Valley regions of the state, however the other areas of the state have been largely peaceful, except for a few stray incidences, which have not affected the peace and law & order. Further, the geographical distance between Jammu and Kashmir Valley is more than 270 kms. Our business operations from procurement to sales and marketing are mostly limited to the Jammu Region. However, we

cannot assure that our business and operations will not be affected by militancy and militant activities in Jammu and Kashmir.

11. *Our results of operations could be adversely affected by a disruption of operations at our Rice milling and processing facilities.*

We own and operate (Three) Rice milling and processing facilities located at Seora, Jammu and Kashmir, SIDCO, Jammu & Kashmir, and Gandhidham, Gujarat. All these facilities are subject to operational risks, including:

- equipment failure;
- failure to comply with applicable regulations and standards;
- obtaining and maintaining necessary licenses;
- raw material and/or energy supply disruptions;
- labour force shortages or work stoppages; and
- natural disasters.

While our facilities are insured against standard risks such as fire, there can be no assurance that the proceeds available from our insurance policies would be sufficient to protect us from possible loss or damage. In addition, we do not currently have business interruption insurance. As a result, a significant disruption in operations at any of these production facilities resulting from the events above or other events may adversely affect our business, financial condition, and results of operations.

12. *The success of our business is substantially dependent on the services of our Promoters and certain key management personnel, the loss of whom could adversely affect our business.*

Our Promoter, Mr. Rohit Gupta, has extensive experience in the rice business and has been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Mr. Rohit Gupta, has over twenty-five (25) years of experience in the rice business and has been instrumental in developing and expanding our domestic and export operations. We also depend on our Directors and other key personnel for our continued success. Some of these individuals have significant experience in the rice and other export-facing industries and possess skills and understanding of how the businesses within our industry operate. We do not maintain key man insurance for any of the senior members of our management team or our Directors or other key personnel. The loss or inability of any of these individuals could adversely affect our business.

13. *Any disruptions in our transportation or freight arrangements or increases in transportation costs may adversely affect our margins and results of operations.*

We primarily use third party transportation providers to transport paddy to our processing facilities and finished rice to our customers within India. For our export customers, our products are shipped on FOB/CIF basis. Failure to obtain adequate transportation facilities, in a timely manner, or at all, could adversely affect our operations and profitability. In addition, raw materials and products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials and products which may also affect our business and results of operation negatively. Transportation strikes by members of various Indian truckers' unions have in the past, and could in the future, adversely affect our ability to deliver our products. In addition, transportation costs have steadily increased and are subject to fuel price volatility and other disruptions. Continued increases in transportation costs or the unavailability of transportation services for our products may adversely affect our business and results of operations.

14. *Our business entails the purchase of paddy based on pre-harvest surveys and visual tests, which entail certain risks.*

Prior to procuring paddy, we conduct pre-harvest surveys through visual tests, and quality checks. Although, we conduct quality control tests on the paddy before loading and unloading and is further sent for laboratory checks quality, there can be no assurance that the verification of the quality of such products is accurate at all times. In the event we end up purchasing otherwise inferior quality of paddy, our results of operations and financial condition may be adversely affected

15. *The cultivation of paddy is seasonal in nature and is dependent upon monsoons.*

The cultivation of paddy being seasonal in nature, the rice industry is dependent on the harvest of paddy. In India, production of paddy is still very dependent upon favorable climatic conditions amongst other factors. Unfavorable monsoon conditions will result in reduced production of paddy and any shortfall in the production may adversely affect our business operations and financial performance. Further, farmers' currently growing paddy may shift their resources and efforts towards the cultivation of other crops, which require less water, resulting in a decline in paddy production. The aforementioned factors could impact the availability and current and future cost of paddy. The future growth of our business is dependent upon our ability to procure quality paddy at commercially viable prices. Our inability to procure desired quality of paddy, in a timely manner or at all, and at competitive prices or our inability to pass an increase in the prices of paddy on to our customers could adversely affect our operations and profitability

16. *Reduction in output due to pest attack and disease of the crop may impact our operations and profitability.*

We procure paddy primarily from the states of Jammu and Kashmir, Punjab, Madhya Pradesh and Uttar Pradesh which might be affected by disease to the crop mainly caused by fungi, bacteria and viruses. Some of the diseases affecting the crops include sheath blight which is caused due to growth of fungus as result of humidity in the air, similarly leaf blight is a bacterial disease affecting the crops. The other reasons for the loss of crop are due to larvae and other insect infestation and rodent attack. Any loss of crop due to pest attack or disease may affect the production of the crops in the respective state which may in turn impact our procurement of paddy for our mills and consequently our business and profits.

17. *Improper storage, processing and handling of paddy and rice may cause damage to our stock.*

Our inventory consists of paddy and rice. We typically store our inventory in the warehouses either owned by us or leased. Our warehousing operations include warehouses with pre-fabricated buildings and open storage yards. These large warehouses enable us to store paddy for extended periods of time, which optimizes the maturing process and further improves the quality of our product. In the event the paddy is not appropriately stored, handled and processed it may affect the moisture content and the quality of the paddy and rice, which would in turn have an adverse impact our business and financials. In addition, the occurrence of any accident, negligence or oversight in the storage process under sub-optimal conditions and/or for an extended period of time, may also affect the quality standards applicable to our products, which could give rise to possible rejection our products

18. *We are exposed to operational and credit risks which may result in NPAs, and we may be unable to control or reduce the level of NPAs in our portfolio*

If our customers default in their repayment obligations, our business, results of operations, financial condition and cash flows may be adversely affected.

19. *We have not paid dividend to our equity shareholders during the financial years ended March 31, 2025, Our ability to pay dividends in the future will be affected by our future earnings, financial condition, or cash flows.*

Our ability to pay dividends in future will depend on the earnings, financial condition, and capital requirements of our Company. We may be unable to pay dividends in the near or medium-term, and our

future dividend policy will depend on our capital requirements and financing arrangements in respect of our projects, financial condition, and results of operations.

20. *Natural disasters and calamities and other adverse conditions could affect the Company's capacity utilization and paddy procurement.*

The State of Jammu and Kashmir has a peculiar topography, rugged terrain, extreme weather conditions and underdeveloped economy, the State has suffered a lot on account of natural disasters. Hazards like earthquakes, floods, fires, droughts, avalanches and landslides often convert into disasters which are beyond our control.

Our Company's business and operations is vulnerable to such natural disasters and calamities associated with the State of Jammu and Kashmir. Our Company maintains insurance for its assets which covers them against damages caused from fire and special perils, including floods, storms, riots, strikes and earthquakes. If a natural disaster was to occur which is not covered by insurance, our Company's business, results of operations and financial condition could be adversely affected.

21. *Any decrease in the market price of rice between purchasing paddy and selling rice may adversely affect our financial condition.*

The rice industry is cyclical and is dependent on the paddy harvest, which occurs generally from September to November. paddy procurement begins in October till January. However, the paddy purchased is processed throughout the year. Following processing, there is a long period before the rice is ready for sale. This is a unique feature of the rice processing industry, where the quality of rice being processed improves with age. Due to the higher market price of aged rice, a significant amount of time passes between when we purchase paddy and sell finished rice. rice paddy is generally sold by the farmers in six months after it is harvested.

Further, we rely on historic prices of rice in determining the price and quantity of paddy for purchase and the costs of storage, production and transportation of paddy and rice. As such, if the price of rice falls during the time it is held for ageing, we may not be able to recover our investment in the paddy and processing operations, which could adversely affect our financial condition. Further, any change in consumption patterns of rice or any reduction in demand for rice processed by us could also adversely affect our operations and profitability.

In addition, the wholesale price of rice has a significant impact on our profitability. Rice is subject to price fluctuations due to weather, natural disasters, domestic and foreign trade policies, shifts in supply and demand and other factors beyond our control. Any prolonged decrease in rice prices could have a material adverse impact on our operations and profitability.

22. *Imposition of export duties or restrictions by the Government of India or unfavorable policies in export destinations may adversely affect our business, results of operations and financial condition.*

Imposition of export duties or restrictions by the Government of India or unfavorable policies in export destinations may adversely affect our business, results of operations and financial condition. Our business is significantly dependent on exports of rice, primarily to countries in the Middle East (including the United Arab Emirates, Saudi Arabia), Singapore and United States. Any imposition of export duties, quantitative restrictions, or bans by the Government of India on the export of rice may adversely impact our business. In the past, such export restrictions have been imposed and while these have since been lifted, we cannot assure that similar actions will not be undertaken in the future.

23. *Certainty of supply contracts for our rice from customers could adversely affect our business and results of operations.*

Our customers place purchase orders from time to time, which are short-term commitments for specified quantities of rice. As a result, we typically complete the procurement process months before we receive

purchase orders from customers, forcing us to rely on historical trends and other market indicators to predict demand. We have expanded our paddy procurement operations based on a trend of historical growth, but we cannot assure you that we will receive purchase orders commensurate with our expanded operations on substantially the same terms, or at all. Without committed demand for finished rice, we run the risk of acquiring and processing significantly more paddy than we can sell rice. Uncertainty of supply orders leaves us vulnerable to the vagaries of market demand, including downturns, and could adversely affect our business and results of operations.

24. *Inability to meet consistent quality requirements or adapt to changing customer preferences may adversely impact our business.*

Our business relies heavily on maintaining consistent quality standards to meet the expectations of our customers in both domestic and international markets. Any failure on our part to deliver the desired quality or to respond to evolving market trends, including a decline in preference for rice, could adversely affect our reputation, customer base, business operations and financial performance.

25. *Any failure to adhere to our standard operating procedures and have effective quality control systems at our processing plants will adversely affect the business, results of operations or financial condition of our Company.*

The quality of product is critical to the success of our business. These factors depend significantly on the effectiveness of our quality control systems and standard operating procedures adopted by our Company at its processing plants. Any failure or deterioration of our quality control systems could adversely affect our business, results of operations and financial condition of our Company.

26. *We may not be able to adequately protect or continue to use our intellectual property, which could have a material adverse effect on our business growth and prospects, financial condition and results of operations.*

We currently sell rice in India under our major brands, such as Sarveshwar Ultra XL, Sarveshwar Unique, Sarveshwar Select. We depend on the strength of our brand name "Sarveshwar" to market and sell our product in India and believe that it is essential to our business and reputation. The success of our business, in part, depends on our ability to continue using the existing trademarks with respect to the "Sarveshwar" name in order to increase our presence in the rice industry in India.

The "Sarveshwar" trademark is registered under classes 30, 44, 45 in India and applicable category in Canada, USA and European Union. Further, use of similar marks by other companies, entities and organizations may create confusion in the minds of our customers, dealers, distributors and suppliers and affect our reputation, which may have an adverse effect on our business and results of operations.

27. *Our credit ratings indicate moderate credit quality and any adverse changes may affect our ability to raise funds and increase our cost of borrowing.*

As on February 2025, our Company's credit rating for long-term and short-term bank facilities has been assigned as IVR BBB+ / Stable and IVR A2, respectively, by Infomeries Valuation and Rating Private Limited, as intimated to the stock exchanges. These ratings reflect moderate credit quality and a stable outlook, which may limit our ability to raise debt at competitive terms compared to higher-rated peers.

Any future downgrade or change in outlook by the credit rating agency may adversely affect our ability to raise funds, increase our interest burden, or affect investor sentiment. Furthermore, our ability to maintain or improve these ratings is subject to various factors beyond our control, including macroeconomic conditions, industry trends, and financial performance.

28. *Our business faces the prospect of increased competition due to increased consolidation in the fragmented rice sector, which may adversely affect our market share and business.*

We expect competition in the rice sector to further intensify due to the pressures on rice companies to expand and consolidate. Large and organized producers of rice are typically more successful than smaller and fragmented producers due to the working capital requirements and lead time required to set up processing plants as well as the benefits that economies of scale bring to paddy procurement, processing know-how, access to capital and client relationships. We expect competition from other Indian rice producers to continue to intensify as they expand to take advantage of economies of scale.

29. *The loss or shutdown of operations may have a material adverse effect on our business, financial condition and results of operations.*

Our processing facilities are subject to various operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results. Long periods of business disruption could result in a loss of customers. Although, we take precautions to minimize the risk of any significant operational problems, our business, financial condition and results of operations may be adversely affected by any disruption of operations, including due to any of the factors mentioned above.

Additionally, we depend upon our key suppliers and vendors to provide the necessary equipment and services that we will need for our continuing operations, as well as for any future expansion projects. We cannot assure you that we will be able to continue to obtain equipment on commercially acceptable terms, or at all, or that our vendors will continue to enter into or honor the contracts for their services. Our inability to continue to obtain equipment and enter into contracts with our vendors in a timely manner or at all could adversely affect our business and results of operations.

30. *Our insurance policies may not protect us against all potential losses, which could adversely affect our business and results of operations.*

Operating our business involves many risks, which, if not insured, could adversely affect our business and results of operations. We believe that the extent of our insurance coverage is consistent with industry practice. Our significant insurance policies include standard fire and special insurance policy cover to insure our plant, machinery, building and stocks of paddy stored at the various godowns and warehouses. In addition to the above, we also maintain insurance coverage against losses occasioned by fire, electronic equipment policy, boiler and pressure plant policy, plate glass policy, machinery breakdown policy, etc. We cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part, or in a timely manner. Further, we do not maintain third party liability, product liability or business interruption insurance, which would protect us from technical failures or other disruptions to our operations. In addition, a majority of our inventory consists of paddy and rice. In the event our inventory is not appropriately stored or is affected by fires or natural disasters such as floods, storms or earthquakes, our inventory may be damaged or destroyed, which would adversely affect our results of operations. While, we maintain insurance against inventory loss, we cannot assure you that such insurance will be adequate to cover the entirety of all potential losses.

31. *Our failure to obtain, maintain and renew regulatory approvals or permits required for our business may adversely affect our business and results of operations.*

We require certain approvals, licenses, registrations and permissions for our operations. We believe we will be able to obtain, maintain and renew such approvals or permits as required, there can be no assurance that we can do so in the timeframes anticipated by us, or at all. If we fail to obtain, maintain or renew any of these approvals or permits in a timely manner or at all, our operations and expansion plans may be interrupted, which could adversely affect our growth strategy, business and results of operations. Furthermore, our approvals and permits are subject to numerous conditions, some of which are onerous and

require us to make substantial expenditures. If we fail to comply or a regulator alleges that we have not complied with these conditions, our business and results of operations could be adversely affected.

32. *If we fail to comply with environmental laws and regulations or face environmental litigation, our results of operation may be adversely affected.*

Our operations are subject to various national and state environmental laws and regulations. Environmental laws and regulations in India are becoming more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment and emissions management.

Our operations generate a small amount of dust which is collected using suitably designed bag filters. The emission is as per the pollution board norms. Our operations presently do not involve discharge of effluents; however, we are subject to Indian laws and regulation concerning the discharge of effluent water and solid particulate matter during our processing operations. Further, we are required to obtain clearances and authorizations from government authorities for the collection, treatment, storage and disposal of hazardous waste. If the regulations to which we are subject change, we cannot assure you that we will at all times be in compliance with these regulatory requirements. Any violation of these regulations may result in fines, criminal sanctions, revocation of operating permits or shutdown of our facilities. Due to the possibility of unanticipated regulatory or other developments, the amount and timing of future environmental expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and our liabilities arising from the release of hazardous substances will adversely affect our business, results of operations or financial condition.

33. *Our Company has entered into certain related party transactions and may continue to do so. Any such related party transaction may have an adverse effect on the business, financial condition and results of operations of our Company.*

Our Company has entered into related party transactions in ordinary course of its business at arm's length basis. We cannot assure you that any future related party transactions that would be entered into by our Company may be on favorable terms as against if such transactions would have been entered into with unrelated parties. Further, 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, board of directors and shareholders for certain related party transactions. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect the business, results of operations and financial condition of our Company.

34. *We may be subject to work stoppages or increased labour costs, which could adversely affect our business and results of operations.*

The success of our operations depends on maintaining a good relationship with our workforce. If our relationship with our employees deteriorates, we may experience work stoppages or reduced productivity that could adversely affect our business and results of operations. Our success also depends on our ability to attract, hire, train and retain skilled agents who are experienced in procuring paddy. We also depend on third parties for contract laborers. Although, we do not engage these contract laborers directly, it is possible under Indian law that we may be held responsible for wage payments to these laborers if their contractors default on payment. Any non-payment by contractors or such order from a court or any other regulatory authority may adversely affect our business and results of our operations.

35. *Foreign currency exchange rate fluctuations may adversely affect our results of operations.*

The exchange rates between the Rupee and U.S. Dollar have fluctuated significantly, and the Rupee's performance against major currencies, particularly the U.S. Dollar, directly impacts our export revenues. Any appreciation of the Rupee that we cannot hedge against may lead to decreases in our profit margins or

operating losses due to the relative increases in our operating costs and interest expenses when converted to foreign currency terms, which could adversely affect our results of operations.

External Risks

The Indian financial markets and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause volatility in Indian financial markets and in the Indian economy. Any worldwide financial instability could also have a negative effect on the Indian economy. Accordingly, any significant financial disruption could have an adverse effect on our business, financial condition and results of operations.

36. International prices of rice depend on the global demand and supply position and politico-economic issues.

The international prices of Rice are dependent on global and domestic demand for Rice. International politico-economic events further determine the increase or decline in domestic and international prices.

37. Our ability 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. Such regulatory restrictions limit our financing sources for our operations and could constrain our ability to obtain financing on favourable terms and refinance existing indebtedness. In addition, we cannot assure you that required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business, financial condition and results of operations.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Our business is subject to a significant number of state tax regimes and changes in legislations governing them, implementing them or the regulator enforcing them in any one of those jurisdictions could adversely affect our results of operations. The applicable categories of taxes and tax rates also vary significantly from state to state, which may be amended from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government or State Governments that affect our industry include GST, income tax and other taxes, duties or surcharges introduced from time to time and any adverse changes in any of the taxes levied by the Government or State Governments could adversely affect our competitive position and profitability. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Goods and Services Tax ("GST") was introduced and implemented on July 1, 2017 throughout India. Following the abrogation of Article 370 on August 5, 2019, GST now applies uniformly across all states and union territories of India, including the union territories of Jammu and Kashmir, and Ladakh. GST is a unified and comprehensive indirect tax which subsumed the multiple indirect taxes previously levied by the central and state governments.

India has adopted a dual model of GST. Under the GST regime, Central Goods and Services Tax ("CGST") along with State Goods and Services Tax ("SGST") or Union Territory Goods and Services Tax ("UTGST") is simultaneously levied on all intra-state supplies of goods and/or services. Further, Integrated Goods and

Services Tax ("IGST") is levied on all supplies of goods and/or services made in the course of inter-state trade or commerce.

The abrogation of Article 370 in August 2019 resulted in significant constitutional and administrative changes. The erstwhile state of Jammu and Kashmir was reorganized into two union territories: Jammu and Kashmir, and Ladakh. This change eliminated the special autonomous status that previously existed and brought these territories under the uniform application of all Indian constitutional provisions, including tax laws. The Supreme Court of India upheld this abrogation in December 2023, providing legal certainty to these constitutional changes.

39. *General Anti-Avoidance Rules (GAAR)*

The General Anti Avoidance Rules ("GAAR") have been effective since April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefits amongst other consequences which may have an adverse tax impact on us.

Uncertainty in the interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

The evolving nature of tax policy, including ongoing discussions within the GST Council regarding rate rationalization and the introduction of new compliance requirements, continues to present both opportunities and challenges for businesses operating in India. Our ability to adapt to these changes and maintain compliance across multiple jurisdictions remains critical to our operational success and financial performance.

40. *Civil unrest, acts of violence including terrorism or war involving India or other countries could materially and adversely affect the financial markets and our business.*

Any major hostilities involving India especially regions of Jammu and Kashmir or other countries or other acts of violence, including civil unrest or including acts of terrorism or similar events that are beyond our control, could have a material adverse effect on the Indian and/or global economies and our business. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the global equity markets generally. Such events could also potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy.

India has witnessed civil disturbance in recent years and it is possible that future civil unrest as well as other social, economic and political events in India could have a negative impact on our business. 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.

41. *Political instability and significant changes in Government policy could adversely affect economic conditions in India generally and our business in particular.*

Changes in exchange rates and controls, interest rates, Government policies, taxation, social and ethnic instability and other political and economic developments in and affecting India may have an adverse effect on our results of operations.

India has a mixed economy with a large public sector and an extensively regulated private sector. The role of the Government and that of the state governments in the Indian economy and their effect on producers, consumers, service providers and regulators has remained significant over the years. Both state and central governments have, in the past, among other things, imposed controls on the prices of a broad range of goods and services, restricted the ability of businesses to expand existing capacity and reduce the number of their employees and determined the allocation to businesses of raw materials and foreign exchange. Since 1991, successive Governments have pursued policies of economic liberalisation, including significantly relaxing

restrictions in the private sector. Nevertheless, the role of the Government and state governments in the Indian economy as producers, consumers and regulators has remained significant. There can be no assurance that the Government's past liberalization policies or political stability will continue in the future. Elimination or substantial change of such policies or the introduction of policies that negatively affect the rice industry could have an adverse effect on our business. Any significant change in India's economic liberalisation and deregulation policies could disrupt business and economic conditions in India generally and our business in particular.

42. *The trading volume and market price of the Equity Shares may be volatile following the Issue.*

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- a. quarterly variations in our results of operations;
- b. results of operations that vary from the expectations of securities analysts and investors;
- c. results of operations that vary from those of our competitors;
- d. changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- e. a change in research analysts' recommendations;
- f. announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- g. announcements by third parties or governmental entities of significant claims or proceedings against us;
- h. new laws and governmental regulations applicable to our industry;
- i. additions or departures of key management personnel;
- j. changes in exchange rates;
- k. changes in the price of oil or gas;
- l. fluctuations in stock market prices and volume; and
- m. general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

43. *Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our Promoters or significant shareholders may dilute your shareholding and adversely affect the trading price of the Equity Shares.*

Any future issuance of the Equity Shares (including under ESOPs), convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India, may significantly affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber the Equity Shares. The disposal of Equity

Shares by any of our significant shareholders, or the perception that such sales may occur, may significantly affect the trading price of the Equity Shares.

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

Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than twelve (12) months will be subject to Long Term capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by an Indian stock exchange on which the equity shares are sold. As such, any gain realized on the sale of equity shares held for more than twelve (12) months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of equity shares held for a period of twelve (12) months or less will be subject to Short Term capital gains tax in India. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an 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.

45. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions specified by the RBI, then the prior approval of RBI will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

Risks Related to the Issue

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

Sarveshwar Foods Limited will not distribute Letter of Offer and Application Form to certain overseas Shareholders who have not provided an address in India for service of documents.

Sarveshwar Foods Limited will dispatch Letter of Offer, Rights Entitlement Letter and Application Form (the "Offering Materials") to such Shareholders who have provided an address in India for the service of documents. The Offering Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is a lack of clarity under the Companies Act and the rules thereunder, with respect to the distribution of Offering Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions.

47. *SEBI has by way of circulars dated January 22, 2020, May 6, 2020, January 19, 2021 and October 01, 2021, March 11, 2025 and Amendment Regulation, 2025, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.*

SEBI has by way of circulars dated January 22, 2020, May 6, 2020, January 19, 2021 and October 01, 2021, March 11, 2025 and Amendment Regulation, 2025, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.

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. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 6, 2020, January 19, 2021, April 22, 2021, October 01, 2021 and Amendment Regulation on March 03, 2025 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see "*Terms of the Issue*" on page 77 of this Draft Letter of Offer.

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, Sarveshwar Foods Limited shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account opened by Sarveshwar Foods Limited, 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 Sarveshwar Foods Limited or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

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

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

The 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 Sarveshwar Foods Limited 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 Sarveshwar Foods Limited that may be caused because of the Issue. Renouncee(s) 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 Renouncee(s) 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 Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

49. *There is no assurance that the Equity Shares offered through this Rights Issue will be listed in a timely manner or at all, which may restrict your ability to dispose of, or realize value from, such Equity Shares.*

The Equity Shares proposed to be issued pursuant to this Rights Issue will be listed on the BSE Limited and National Stock Exchange of India Limited only after the relevant approvals have been obtained and the Equity Shares have been allotted. There may be delays in listing or trading approvals for various reasons, including delays in finalizing the basis of allotment, technical issues with filings, or delays at the level of stock exchanges or depositories. Any delay or failure in obtaining the listing and trading approvals would restrict the ability of the holders to trade the Equity Shares issued in this Rights Issue, and may adversely affect the market price of such Equity Shares. Further, past trading prices of our Equity Shares may not be indicative of the future trading prices.

50. *Holder of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.*

Under Indian law, specifically the Companies Act, 2013, our Company is generally required to offer existing equity shareholders a right to subscribe to new shares (pre-emptive rights) in proportion to their holdings. However, such rights may not be available to shareholders in jurisdictions outside India if compliance with

local regulations (such as filing a registration statement or offer document) is required. We may, at our discretion, choose not to undertake such filings. Accordingly, shareholders in such jurisdictions may not be able to exercise their rights, which could result in dilution of their shareholding.

51. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.*

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

52. *Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.*

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

53. *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.

54. *Investors shall not have the option to receive Rights Equity Shares in physical form.*

In accordance with the provisions of Regulation 77A of the SEBI (ICDR) Regulations read with SEBI Rights Issue Circular, the credit of Rights Entitlement and Allotment of Rights Equity Shares shall be made in dematerialised form only. Investors will not have the option of getting the allotment of Equity Shares in physical form. In accordance with the SEBI Circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020', the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Equity Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Equity Shareholders are requested to furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least 1 (One) day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 03, 2018 issued by the SEBI, with effect from April 01, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares). For further details, please refer to the section titled '*Terms of the Issue*' on page 77 of this Draft Letter of Offer.

SECTION III- INTRODUCTION

SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including, the sections entitled “*Risk Factors*”, “*Capital Structure*”, “*Objects of the Issue*” and “*Financial Statements*” “beginning on pages 18, 51, 53 and 69 respectively.

1.Summary of the business of the Issuer

Our Company is engaged in the business of procurement, storage, milling, sorting, packaging, branding and distribution. Our product portfolio comprises of Basmati and non-Basmati rice of various kinds including white raw rice, broken rice, brown rice and parboiled rice. Along with the varied variety of conventional Basmati and non-Basmati rice, our product portfolio also includes organic Basmati and Non - Basmati rice including range of other organic products.

Basmati rice is a premium variety of rice renowned for its flavour, fine texture, distinct aroma, elongation when cooked and which is grown in certain parts of India. Its high value is attributed to the rich soil and climate of the region giving it unique qualities such as strong aroma in both raw and cooked forms. Besides conventional Basmati and Non-Basmati rice, our Company has also forayed into procurement, storage, milling, sorting, packaging, branding and distribution of "Organic" Basmati and Non-Basmati rice. Our "Organic" business also includes organic food products such as dry fruits and nuts, pulses, lentil, tea & coffee, porridge, herbal juices & powders, spices and super foods like chia seeds, flax seeds, quinoa seeds. Our Company markets and distributes these organic food products under its brand "Nimbark". Our Company is selling organic products through this store viz. rice, red rice, brown rice, flours, pulses, nuts & dry fruits, spices & condiments, jaggery & sugar, breakfast cereals, edible oils, saffron, flaxseed, sesame seed.

Our business works on Farm to Folk traceability. Our approach from sowing to consuming remains true to our values so that our consumers have the finest quality Basmati, grown with the utmost care. Sourcing is done from the original Basmati habitat, where the grain is nurtured by crystal clear Himalayan snowmelt. Each grain is selected carefully by passing it through expert quality benchmarks. The grain is aged and rested in natural conditions to attain the highest levels of uniformity and stability. Milling and packing is done using the advanced technology to keep the natural aroma, taste and texture intact.

Our Company has directly backward integration with farming community for our organic products. Our Company has formed large farmer groups for various products which are being certified organic by international certifications agencies like Control Union certification , Onecert International. Our Company has facilitated and conducted various training programmes for the farmers to educate them the benefits of organic farming on the lands owned by them. We have inhouse facility for checking physical parameters at our plant to ensure the procurement of quality rice paddy leading to higher yield on processing. We also have a dedicated quality assurance department which ensures that our products meet our customer quality specifications and international certification requirements.

We are present across all price points in the Basmati and Non-Basmati rice markets viz. branded, unbranded. We have market presence which enables our products reach States/ Union Territories in India like Jammu and Kashmir, Delhi, Gujarat, Maharashtra, Punjab and Haryana. In the international markets, our products are sold and distributed in the USA, UAE, Saudi Arabia, Netherlands, Europe, Singapore and Middle East. Our exports are sold under third party labels. Further, we also export basmati and Non-basmati rice (both organic and Non-organic) under our own brand "Sarveshwar" and "Nimbark". We have arrangements for distribution of Basmati and Non-Basmati rice with cash and carry outlets like Walmart's "Best Price" outlets and the Shri Mata Vaishno Devi Shrine Board, a Hindu pilgrimage centre at Jammu.

As a part of our marketing strategy, we take part in various national and international trade fairs to promote our products in the national and international markets. We have recently participated in the following trade fairs viz. Gulf Food Show, Dubai, Natural Products West Expo, SIAL Food Show, Paris, Summer Fancy Food Show, USA.

We have achieved significant growth in our operations and continue to expand our market presence across India. Our commitment to quality and traditional values has established us as a trusted name in the premium rice segment.

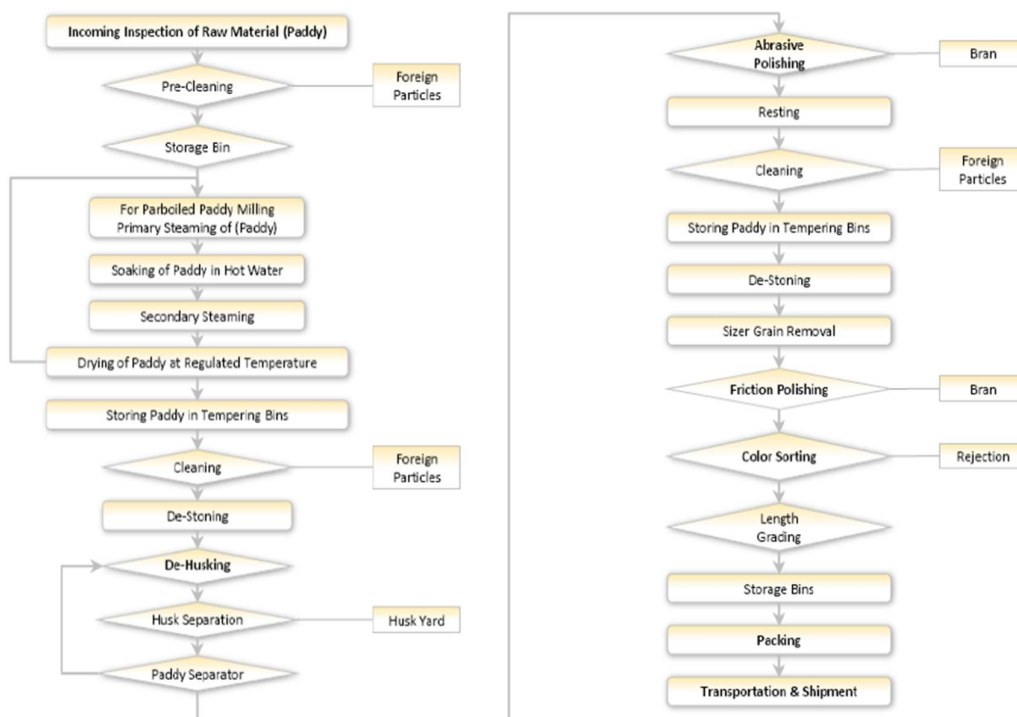
Our Business Operations

Purchase of Paddy

We procure paddy throughout the year as part of our regular operations. Our strong network of farmers and procurement agents ensures a consistent and uninterrupted supply of quality paddy. Procurement is often carried out in anticipation of customer orders, which requires us to rely on historical trends, market indicators, and demand forecasts to plan our purchases effectively and maintain optimal inventory levels.

Processing

When the dried basmati and Non-basmati paddy is ready for processing, it is transferred to our processing department. The following flow-chart sets forth information on the steps involved and by-products produced during the various processing methods:



- **Final Cleaning of Paddy:** During this stage, the paddy is again cleaned if any impurities prevail.
- **Drying:** The dryer elevator lifts the cooked paddy and drops into the drier. The drying is done by steam provided from the steam heat exchanger. The paddy is circulated in the drier till the moisture content reduces between 11% and 12%. This is then further tempered for six to ten hours depending upon the quality of paddy. After tempering, it is again dried for about two hours to reduce the moisture between 11% and 12%.
- **De-husking:** In this stage, the outer layer of the paddy is removed by machines called de-huskers. The paddy is rubbed against rubber rollers and in the process the husk is removed and the resulting rice is called brown rice.
- **Whitening:** The brown rice is then polished in abrasive polishers, to remove the bran layer. There are three or four abrasive whiteners through which the rice passes. In this process, the brown rice is rubbed against abrasive stones so that the bran layer on it is removed to make it white rice.

- **Final Polishing:** The white rice is then sent to fine polishers. In this stage, the rice rubs against each other and, with the help of little water with air pressure, the loose bran layers are removed to get clean white rice.
- **Color Sorting:** The mixture of whole grain and broken rice is then graded for color. The color sorting machineries an electronic machine, which detects all light and dark impurities which are removed and the remaining white rice is then sent to the next stage.
- **Rice Grading:** During the various stages of processing some grains of rice are broken, so that the rice after polishing is a mixture of broken and whole grain basmati rice. The mixture of whole grain and broken basmati rice has to be graded based upon size. The grading is done by a number of long cylinders, which have slots of various sizes for grading. The various sizes of rice are sorted and packed in different bags.
- **Packing:** In the packing section the finished Basmati and Non-Basmati rice is packed in bags of 1 kg, 5 kg, 10 kg, 26 kg, 30 kg which are individually weighed through automated machines i.e. Band sealer, induction sealer, pouch packing machine. Further, these bags are passed to metal detectors to ensure the finished products is free from ferrous, non-ferrous and stainless steel after which, they are ready for dispatch or storage.

Marketing, Sales and Distribution Network

For the purposes of marketing and sales we have divided our domestic sales and marketing operations into two regions viz. Jammu Region and other regions in the country including Srinagar Valley and Leh-Ladakh region are considered as a part of Rest of India for the purpose of our marketing and sales initiatives.

Our entire product range is kept stored at our Company's godown at Jammu. Delivery to distributors/wholesalers/retailers is outsourced to transport companies to ensure timely delivery to the distributors/wholesalers/retailers.

The sale and distribution of our products is undertaken in the following ways:

- **Distributors:** Our Company has associated with various distributors in the Jammu Region and Rest of India.
- **Wholesalers/Retailers:** Some areas that are not covered by a distributor and there are wholesaler or direct retailers who are available for supply of our products, we enter into arrangements with such wholesalers and retailers for the effective distribution of our products in such areas.
- **Hypermarkets:** We have entered into arrangements for supply of Basmati and Non-Basmati rice under our brand with hypermarkets like Wal-Mart, Blinkit.
- **Institutions:** Apart from above mentioned distribution channels, our Company also caters to the requirements of various institutions and organisations in the State of Jammu and Kashmir.
- **Shri Mata Vaishno Devi Shrine Board, Katra:** Our Company has been associated with the Shri Mata Vaishno Devi Shrine Board for the past few years for the supply of basmati and Non-basmati rice. Shri Mata Vaishno Devi Shrine Board governs the Hindu pilgrimage temple of Mata Vaishnodevi situated in Katra, Jammu at the Trikuta Mountains.
- **Wholesale/Retail outlets of our Company:** We currently operate 8 (Eight) outlets located at prime locations in Jammu.

These stores provide all its different products under one roof to the customers. This also helps in saving the distributor margin on sales as the product is directly sold to the end consumer thereby increase our profit margin.

1. Intention and extent of participation by our Promoters and Promoter Group with respect to (i) their rights entitlement, (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention to renounce their rights, to any specific investor(s).

Our Promoter and Promoter Groups vide letters dated August 11, 2025 had informed us that Our promoter Mr. Rohit Gupta will be renouncing its part of his Rights Entitlement in favour of the Specific Investors and other part of his Rights Entitlement in favour of the third party investors.

Except Suraj Prakash Gupta and Ram Rattan Gupta (being deceased), our other Promoter Group members, namely Radha Rani Gupta, Navnidhi Gupta, Pooja Gupta have confirmed that they will be subscribing to their Rights Entitlement in full in the issue.

The allotment of Equity Shares of the Company subscribed by the Promoter and other members of our Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulations 10(4)(a) and 10(4)(b) of the SEBI (SAST) Regulations, 2011. The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI (SAST) Regulations, 2011. Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations, 2015 and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Further, the under-subscribed portion of the issue may also be allotted to any specific investor(s) recognised by the Company. Name(s) of the specific investor(s), if any, shall be disclosed in a public advertisement two days prior to the issue opening date.

2. Details of the Company or any of its Promoter or Directors being willful defaulter or a fraudulent borrower

Neither our Company, nor our Promoter or Directors are a Willful Defaulter or a Fraudulent Borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on Willful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

3. Allotment of the Company to allot the under-subscribed portion of the Rights Issue to any Specific Investor(s)

Our Company intend to allot the under-subscribed portion, if any, of the Rights Equity Shares in this Issue to Specific Investor(s). Accordingly, provisions of Regulation 84(1)(f) of the SEBI ICDR Regulations are applicable to us.

4. Summary of Outstanding Litigation and Defaults

As on the date of this Draft Letter of Offer, neither our Company nor our Promoter or Directors have been issued any show cause notice(s) by SEBI or the Adjudicating Officer in a proceeding for imposition of penalty, nor have any prosecution proceedings been initiated against them by SEBI.

Our Company is subject to various legal proceedings from time to time, primarily arising in the ordinary course of our business. Our Company has, solely for the purpose of this Issue, disclosed all outstanding matters which involve (i) issues of criminal liability on the part of our Company and our subsidiary, including all criminal proceedings filed by or against our Company and our subsidiary; (ii) material violations of statutory regulations by our Company and our subsidiary; (iii) outstanding matters in relation to material civil or tax litigation; (iv) economic offences where proceedings have been initiated against our Company and our subsidiary; and (v) any outstanding matter which has been considered material and reported to the Stock Exchanges in accordance with the LODR Materiality Policy (as defined hereafter).

All outstanding civil and all outstanding direct and indirect tax proceedings (including show cause notices) involving our Company and/or our Subsidiary, and all outstanding proceedings (including notices received) initiated by any regulatory and/or statutory authorities involving our Company and our Subsidiaries, where the amount involved in such proceedings is equivalent to or in excess of 5% percent of the average of absolute value of profit or loss after tax, as per the last three annual audited financial statements which is determined to be ₹ 85.83 lakhs, adopted by the Board of Directors through its resolution dated May 30, 2025 (“**Materiality Threshold**”), in conformity with the ‘Policy on Determination of Materiality for Disclosures’ (“**LODR Materiality Policy**”) framed in accordance with Regulation 30 of the SEBI LODR Regulations and adopted by our Board, have been disclosed. Additionally, all outstanding matters involving our Company and our subsidiary, where the amount involved, either does not meet the Materiality Threshold or is unquantifiable, but which are material in the opinion of our Board or where an adverse outcome may result in material or adverse impact on the operations or financial position of our Company, have been disclosed.

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

(₹ in lakhs)

Name of Entity	Proceedings involving criminal liability	Proceedings before regulatory authorities involving material violations of statutory regulations	Matters involving economic offences where proceedings have been initiated	Other pending matters which, if they result in an adverse outcome, would materially and adversely affect the Operations or the financial position	No of Cases	Aggregate amount involved (₹ in lakh)
By our Company	5	1	0	7	13	5,018.79
Against our Company	0	0	0	0	0	0
By our Subsidiaries	3	0	0	3	6	33.95
Against our Subsidiaries	1	0	0	0	1	12.26
By Promoters & Directors	1	0	0	2	3	NA
Against Promoters & Directors	1	0	0	0	1	12.26
Total	11	1	0	12	24	5,077.26

*To the extent quantifiable.

THE ISSUE

The Issue has been authorized by way of resolution passed by our Board at its Meeting held on August 11, 2025 pursuant to Section 62(1)(a) and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Share capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time [“SEBI ICDR Regulations”], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time [“SEBI LODR Regulations”], subject to the approvals and consents as may be necessary from Securities and Exchange Board of India [“SEBI”], Reserve Bank of India [“RBI”], Stock Exchanges and any other competent authority. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Rights Issue Committee and the Board of Directors on [●].

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the section entitled “*Terms of the Issue*” beginning on page 77.

Particulars	Details of Equity Shares
Equity Shares outstanding prior to the Issue	97,88,16,000 fully paid-up equity shares of face value of ₹ 1 each
Rights Equity Shares being offered by our Company	Up to [●] Rights Equity Shares of Face value of ₹ 1/- each
Rights Entitlement for the Rights Equity Shares	Up to [●] Rights Equity Share(s) of face value of ₹ 1 each for every [●] fully paid-up Equity Share(s) of face value of ₹ 1 each held on the Record Date
Fractional Entitlement	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 multiple 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
Record Date	[●]
Face value per Equity Shares	₹ 1 each
Issue Price per Rights Equity Shares	[●]
Issue Size	Up to [●] Equity Shares of face value of ₹ 1 each for cash at a price of ₹ [●] (Including a premium of ₹ [●]) per Rights Equity Share not exceeding an amount of ₹ 15,000* lakhs
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank pari passu in all respects with the Equity Shares of our Company
Equity Shares issued, subscribed and are paid up prior to the Issue	97,88,16,000 Fully Paid-up Equity Shares of face value of ₹ 1 each
Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the rights entitlement)	[●] Equity Shares of face value of ₹ 1 each
Security Codes for the Equity Shares	ISIN for Equity Shares: INE324X01026 BSE: 543688 NSE: SARVESHWAR
ISIN for Rights Entitlements	[●]
Terms of the Issue	For further information, see “ <i>Terms of the Issue</i> ” beginning on page 77
Use of Issue Proceeds	For further information, see “ <i>Objects of the Issue</i> ” beginning on page 53

*Assuming full subscription in the Issue. Subject to finalization of Basis of Allotment.

For details please refer to the chapter titled “*Terms of the Issue*” on page 77 of this Draft Letter of Offer.

Terms of Payment

Payment Schedule is as follows:

Due Date	Face Value (₹)	Premium (₹)	Total amount payable per Rights Equity Share (including premium) (₹) *
On Application (i.e., along with the Application Form)	1	[•]	[•]

*To be finalised upon determination of the Issue Price.

GENERAL INFORMATION

Our Company was incorporated on August 03, 2004 as 'Sarveshwar Overseas Private Limited' a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 03, 2004 issued by the Registrar of Companies, Jammu and Kashmir. Further, name of our Company was changed from 'Sarveshwar Overseas Private Limited' to 'Sarveshwar Organic Foods Private Limited' and a fresh certificate of incorporation dated April 13, 2010, was issued by the Registrar of Companies, Jammu and Kashmir. Further our Company 'Sarveshwar Organic Foods Private Limited' was converted into a public limited company and consequent the name of our company was changed to 'Sarveshwar Organic Foods Limited' pursuant to fresh certificate of incorporation dated June 29, 2010 issued by the Registrar of Companies, Jammu and Kashmir. Further, the name of the company was changed to Sarveshwar Foods Limited and a fresh certificate of incorporation dated June 29, 2015 was issued by the Registrar of Companies, Jammu. The corporate identification number of our Company is L15312JK2004PLC002444.

Registered Office

Address: Sarveshwar House below Gumat Jammu,
Jammu and Kashmir-180001, India.

Telephone: 01923220962

Website: www.sarveshwarfoods.com

E-mail: cs@sarveshwarrice.com

Corporate Office

Address: B-612 Kanakia Wall street, Chakala, Andheri (East) – 400093, Mumbai

Telephone: 9419303594

Website: www.sarveshwarfoods.com

E-mail: deepakgupta@sarveshwarfoods.com

Company Secretary and Compliance Officer

Ms. Sadhvi Sharma

Address Sarveshwar House below Gumat Jammu,
Jammu & Kashmir-180001, India.

Tel: 01-9145 24399

E-mail: cs@sarveshwarrice.com

Statutory Auditor

KRA & Co, Chartered Accountants

Partner: CA Karan Singh

Address: H-1/208, Garg Tower, Netaji Subhash place, Pitampura, New Delhi -11034

Tel: +91 99063 03776

E-mail: karan@kra.co.in

Firm Registration Number: 020266N

Peer Review Certificate Number: 015776

Bankers to the Issue

Kotak Mahindra Bank Limited

Address: Intellion Square, 501, 5th Floor, A Wing, Infinity IT Park, Gen. A.K. Vaidya Marg,
Malad (East), Mumbai- 400097

Tel:022-66056603

E-mail: cmsipo@kotak.com

Website: www.kotak.com

Contact Person: Siddhesh Shirodkar

Registrar to the Issue and the Company

Bigshare Services Private. Limited

Address: Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Center, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093

Tel: +91 022-62638200

E-mail: investor@bigshareonline.com

Investor Grievance ID: investor@bigshareonline.com

Contact Person: Mr. Suraj Gupta

Website: www.bigshareonline.com

Investor Grievances

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB 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 of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see “*Terms of the Issue*” beginning on page 77 of this Draft Letter of Offer.

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the Application Form, please refer to the above-mentioned link.

Issue Schedule

Last Date for credit of Rights Entitlements	[•]
Issue Opening Date	[•]
Last date for On Market Renunciation of Rights Entitlements #	[•]
Issue Closing Date*	[•]
Finalization of Basis of Allotment (on or about)	[•]
Date of Allotment (on or about)	[•]
Date of credit of Rights Equity Shares (on or about)	[•]
Date of listing (on or about)	[•]

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.

* Our Board or the Rights Issue Committee 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.

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, 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 clear Working Days prior to the Issue Closing Date, 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. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar at (i.e. www.bigshareonline.com) Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date. For details on submitting Application Forms, see “*Terms of the Issue – Process of making an Application in the Issue*” on page 79.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.bigshareonline.com after keying in their respective details along with other security control measures implemented thereat. For further details, see “*Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 92

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before the Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and the purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Rights Equity Shares offered under the Issue for subscribing to the Rights Equity Shares offered under the Issue.

Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

Debenture Trustees

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

Monitoring Agency

Our Company has appointed Infomerics Valuation and Rating Private Limited to monitor the utilization of the Gross Proceeds in terms of Regulation 82 of the SEBI ICDR Regulations.

Name: Infomerics Valuation and Rating Private Limited

Address: Flat No. 108, First Floor, Golf Apartments, Sujan Singh Park, Mahahrishi Ramanna Marg, New Delhi, India - 110003

Tel: +918929423678

Contact Person: Rajesh Bamba

E-mail: rajesh.bamba@infomeric.com

Website: www.informerics.com

Appraising Entity

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution or any other independent agency.

Book Building Process

As the Issue is a rights issue, the Issue shall not be made through the book building process.

Minimum Subscription

The object of the Issue involves (i) To augment the existing and incremental working capital requirement of our company (ii) general corporate purposes. Our Promoter and Promoter Groups vide letters dated August 11, 2025 had informed us that Our promoter Mr. Rohit Gupta will be renouncing its part of his Rights Entitlement in favour of the Specific Investors and other part of his Rights Entitlement in favour of the third-party investors.

Except Suraj Prakash Gupta and Ram Rattan Gupta (being deceased), our other Promoter Group members, namely Radha Rani Gupta, Navnidhi Gupta, Pooja Gupta have confirmed that they will be subscribing to their Rights Entitlement in full in the issue.

The allotment of Equity Shares of the Company subscribed by the Promoter and other members of our Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulations 10(4)(a) and 10(4)(b) of the SEBI (SAST) Regulations, 2011. The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI (SAST) Regulations, 2011. Our

Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations, 2015 and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

The minimum subscription to be received in the Issue shall be at least ninety per cent of the offer through the offer document. In the event of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants / ASBA account unblocked forthwith, but not later than four days from the closure of the Rights Issue, in compliance with Pursuant to regulation 86(2) of the SEBI ICDR Regulations, 2018. Since the promoter Rohit Gupta will be renouncing his part of Rights Entitlement in favour of the Specific Investor and other part of his Rights Entitlement in favour of the third -party investors, minimum subscription is applicable.

Underwriting

This Issue is underwritten and our Company has entered into any underwriting arrangement.

Filing

This Draft Letter of Offer has been filed with Stock Exchanges for their approval. On receipt of the in-principle approval from Stock Exchanges, the final Letter of Offer is being filed with the Stock Exchanges and will be submitted to SEBI for information and dissemination purposes as per the provisions of the SEBI ICDR Regulations.

SEBI Head Office,
SEBI Bhavan,
Plot No. C4-A, G-Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051.

CAPITAL STRUCTURE

The Share Capital of our Company as at the date of this Draft Letter of Offer and the details of the Rights Equity Shares proposed to be issued in the Issue, and the issued, subscribed and paid-up share capital after the Issue is as set forth below:

(in ₹ lakhs)

	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price #
A	AUTHORISED SHARE CAPITAL		
	1,60,00,00,000 Equity Shares of face value ₹ 1 each	16,000	[•]
B	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
	97,88,16,000 Equity Shares of face value ₹ 1 each	9,788.16	[•]
C	Money Received towards Allotment of Fully Convertible Warrants 10,20,00,000 Equity Share Warrants, (face value of ₹ 1 each), being 25% of issue price of ₹ 9.70 per share warrant	1,020	2,473.50
D	PRESENT ISSUE IN TERMS OF THIS DRAFT LETTER OF OFFER⁽¹⁾		
	Up to [•] Rights Equity Shares of ₹ 1, each at a premium of ₹ [•] per Rights Equity Share, i.e., at a price of ₹ [•] per Rights Equity Share ⁽²⁾	[•]	[•]
E	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE⁽³⁾		
	[•] Equity Shares of face value of ₹ 1 each	[•]	[•]
SECURITIES PREMIUM ACCOUNT*			
	Before the Issue		
	Securities Premium on Equity Shares ⁽³⁾	3,545.90	[•]
	Securities Premium on Share Warrants ⁽³⁾	2,218.50	[•]
	After the Issue ⁽⁴⁾	[•]	[•]

To be updated upon finalization of the Issue Price.

*Securities Premium Account Includes premium received towards equity shares and warrants pending conversion into equity shares.

Note:

(1) The present Issue has been authorized pursuant to resolution passed at the meeting of the Board of Directors dated August 11, 2025 pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act 2013 and applicable SEBI regulations.

(2) Assuming full subscription for allotment of Right Shares.

(3) As on date of this Draft Letter of Offer.

(4) Subject to finalization of Basis of Allotment, Allotment and deduction of Issue expenses.

Notes to the Capital Structure

- The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer.
- The Equity Shares warrants of our Company are partly paid-up as on the date of this Draft Letter of Offer.
- As on the date of the Draft Letter of Offer Company have issued 10,20,00,000 convertible warrants, outstanding, the said warrants shall be converted into equity shares within a period of 18 months from the date of allotment i.e. July 25, 2024.

Shareholding pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI LODR Regulations:

- The shareholding pattern of our Company as on June 30, 2025, can be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/sarveshwar-foods ltd/ sarveshwar/543688/qtrid/126.00/shareholding-pattern/Jun-2025/> and NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=SARVESHVAR&tabIndex=equity>. The statement showing holding of Equity Shares of persons belonging to the category “Promoters and Promoter Group” including the details of lock-in, pledge of and encumbrance thereon, as on June 30, 2025, can be accessed on the website of BSE at

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=543688&qtrid=126.00&QtrName=Jun-25> and NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=SARVESHWAR&tabIndex=equity>.

4. No Equity Shares or convertible securities have been acquired by our Promoters or members of our Promoter Group in the last one year immediately preceding the date of filing of this Draft Letter of Offer.
5. There are no outstanding options or convertible securities, including any rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer except mentioned below Convertible Warrants.

Sr. No.	Date of Allotment	Description	Number of Warrants as on allotment date	Outstanding Number of Warrants as on date
1.	July 25, 2024	Warrants	10,20,00,000	10,20,00,000

6. No Equity Shares held by our Promoter or Promoter Group have been locked-in, pledged or encumbered as of the date of this Draft Letter of Offer.
7. The ex-rights price of the Equity Shares as per regulation 10(4)(b) of the SEBI SAST Regulations is ₹ [●].
8. Our Company shall ensure that any transaction in the specified securities by our Promoters and members of our Promoter Group during the period between the date of filing this Draft Letter of Offer and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of such transaction.
9. At any given time, there shall be only one denomination of the Equity Shares of our Company.
10. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Rights Equity Shares allotted pursuant to the Issue, shall be fully paid-up. For further details on the terms of the Issue, please see “*Terms of the Issue*” on page 77
11. Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of filing of this Draft Letter of Offer.
12. Details of the Equity Shareholders holding more than 1% of the issued and paid-up Share Capital.
The table below sets forth details of Equity Shareholders holding more than 1% of the issued and paid- up share capital of our Company, as of June 30, 2025:

Sr. No	Name of the Equity Shareholders	Number of Equity Shares held	Percentage of Equity Shares held (%)
1.	Rohit Gupta	50,30,37,872	51.39
2.	Universal Cine Traders Private Limited	1,55,00,000	1.58

OBJECTS OF THE ISSUE

Our company proposes to utilize the Net Proceeds from the Issue towards the following objects:

1. To augment the existing and incremental working capital requirement of our company; and
2. General Corporate purposes.

(collectively, referred to hereinafter as the “**Objects**”)

We intend to utilize the gross proceeds raised through the Issue (the “**Issue Proceeds**”) after deducting the Issue related expenses (“**Net Proceeds**”) for the abovementioned Objects.

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

Details of objects of the Issue

The details of objects of the Issue are set forth in the following table:

Particulars	(₹ in lakhs) Amount
Gross Proceeds from the Issue*	15,000.00
Less: Estimated Issue related expenses**	[●]
Net Proceeds from the Issue**	[●]

* Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted as per the Rights Entitlement ratio.

** To be determined at the time of filing the Letter of offer.

Requirement of Funds and Utilization of Net Proceeds:

Our Company propose to utilise Net Proceeds are set forth in the following table:

Particulars	(₹ in lakhs) Amount
To augment the existing and incremental working capital requirement of our company and	13,000.00
General Corporate Purposes	[●]*
Net proceeds from the Issue**	[●]

* Assuming full subscription and Allotment of Rights Equity Shares. The amount to be utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.

** Assuming full subscription in the Issue. Subject to finalization of Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

Means of Finance

As per Regulation 62(1)(c) of the SEBI ICDR Regulations, firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue or through existing identifiable internal accruals, are only required in case of capital expenditure, which is not contemplated in the present Issue. Therefore, our Company is not required to make such firm arrangements of finance through verifiable means.

Proposed Schedule of Implementation and Deployment of Funds

Our Company proposes to deploy the entire 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 deployed from Net Proceeds	Estimated deployment of Net Proceeds for the fiscal 2025-26
1	To augment the existing and incremental working capital requirement of our company and	13,000.00	13,000.00

2	General Corporate Purposes [#]	[●]	[●]
Total Net proceeds from the Issue*		[●]	[●]

[#] Assuming full subscription and Allotment of Rights Equity Shares. The amount to be utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.

* Assuming full subscription in the Issue. Subject to finalization of Basis of Allotment.

Our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our Board. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Our Company may also utilize any portion of the Net Proceeds, towards the aforementioned objects of the Issue, ahead of the estimated schedule of deployment specified above. Further, in the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to any reason, including (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods as may be determined by our Company, in accordance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

Details of the Objects of the Issue

The details in relation to objects of the issue are set forth herein below:

1. To augment the existing and incremental working capital requirement of our company

Our business is predominantly working capital intensive. We fund majority of our working capital requirement in ordinary course of business from various borrowing and internal accruals. In order to support the incremental business requirements, our Company requires additional working capital for funding of its incremental working capital requirement in Fiscal 2026. This aligns with achieving business growth as per our business plans. Our Company proposes to utilize ₹13,000 lakhs from the Net Proceeds of the Rights Issue towards funding working capital requirements of our Company.

We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

(a) Existing Working Capital Requirement

The details of our Company's working capital as of March 31, 2024 and March 31, 2025 derived from the fiscal 2024 and 2025 Audited Standalone financial statement of the Company and the source of funding are provided in the table below:

(₹ in lakhs)					
Sr. No	Particulars	FY 2023-24		FY 2024-25	
		Amount	Holding period (in days)	Amount	Holding period (in days)
A	Current Assets				
1	Trade receivables	7,896.54	76	8,483.85	56
2	Other current assets	16,491.55	160	9,853.59	65
3	Inventories	22,235.35	215	30,474.70	200

4	Cash and cash equivalents (including bank balance)	13.29	-	14.49	-
	Total (A)	46,636.74	451	48,826.64	320
	B Current Liabilities				
	Trade payables	7,342.59	71	10,012.12	66
	Other current liabilities	249.14	2	305.86	1
	Other Financial Liabilities	8,237.74	80	3,895.27	26
	Total (B)	15,829.47	153	14,213.26	93
	C Net Working capital requirement (A-B)	30,807.25	298	34,613.37	227
	D Means of Finance (Existing Funding Pattern)				
1	Internal Accruals / Equity	18,060.03	-	22406.76	-
2	Current Borrowings (other than current maturities from long-term borrowings)	12,747.22	-	12,206.61	-
	Total (D)	30,807.25	-	34,613.37	

Note: Pursuant to the certificate dated August 11, 2025, issued by M/s Jajoo Jain & Co. LLP, Independent Chartered Accountants.

(b) Projected Working Capital Requirements:

Our Company proposes to utilise ₹ 13,000 lakhs towards funding its working capital requirements in the ordinary course of business for Fiscal 2026. The balance portion of our long-term working capital requirement will be arranged from internal accruals and borrowings from banks and financial institutions.

On the basis of the existing working capital requirements of the Company and the incremental and proposed working capital requirements, the details of our Company's expected working requirements, as approved by the management for the Fiscal 2026 and Fiscal 2027 and funding of the same are as provided in the table: below:

(₹ in lakhs)

Sr. No	Particulars	FY 2025-26		FY 2026-27	
		Amount	Holding period (in days)	Amount	Holding period (in days)
A	Current Assets				
1	Trade receivables	14,431.67	70	18,166.14	75
2	Other current assets	10,904.90	56	10,740.70	47
3	Inventories	35,129.15	171	35,339.25	146
4	Cash and cash equivalents (including bank balance)	566.95	-	557.87	-
	Total (A)	61,032.67	297	64,803.96	268
B	Current Liabilities				
	Trade payables	8,949.41	44	8,422.80	35
	Other current liabilities	295.40	1	347.75	1
	Other Financial Liabilities	3,503.75	17	3,854.32	16-
	Total (B)	12,768.56	62	12,644.87	52
C	Net Working capital requirement (A-B)	48,264.11	235	52,159.09	215
D	Means of Finance				
1	Net proceeds from Right Issue	13,000.00	-	-	-
2	Internal Accruals/ Equity	22,914.11	-	39,809.09	-

3	Current Borrowings (other than current maturities from long-term borrowings)	12,350.00	-	12,350.00	-
	Total (D)	48,264.11	-	52,159.09	-

Note: Pursuant to the certificate dated August 11, 2025, issued by M/s Jajoo Jain & Co. LLP, Independent Chartered Accountants.

Assumptions for Working Capital Requirements

Sr No.	Particulars	Assumption
1	Inventories	Inventory levels are maintained by our Company depending upon the demand and delivery schedules. Historically our Company had Inventory turnover ratio ranging from 200 to 220 days. We are anticipating that the same shall be reduced to in the range of 145-170 days from Fiscal 2026 onwards by focusing on rationalizing our inventory management to meet our future requirement.
2	Trade Receivable	This is based on the average standard payment terms across our customers. Our Company's general credit terms vary across geographies and type of customer, and our assumptions are based on past trends. Historically, our Company had trade receivables days of 76 days and 56 days for Fiscal 2024 and Fiscal 2025 respectively. We anticipate the trade receivable days would be in the same range as the business grows.
3	Trade Payables	This is based on the standard payment terms of our vendors. Historically, our Trade Payables days were 71 days and 66 days for the Fiscal Year 2024 and Fiscal 2025 respectively. We anticipate the same to reduce to 44 days and 35 days for Fiscal 2026 and Fiscal 2027 based on our strategy of reducing our reliance on more expensive open market credit.
4	Other Current Assets	. Other Current Assets mainly comprise of Advance to Suppliers, Prepaid workmen Comp Insurance, Retention Amount, Prepaid Expenses, Salary Advance, Advance for Site Expenses, Loan paid to staff, Loan to Subsidiary, balances with revenue authorities mainly in the form of TDS and TCS and rental deposits. The level of other current assets was higher in FY 2023-24 mainly on account of increase in advance to suppliers. However, in FY 2024-25 the holding level has come down to around 65 days from 160 days. We are anticipating a similar trend in the range of around 56 days and 47 days from fiscal 2026 and fiscal 2027 as a conscious measure of improving the working capital cycle.
5	Other Current Liabilities	Other Current Liabilities include Advance Received from Customers and statutory liabilities due within a year. The level of other current liabilities was higher in FY 2023-24 mainly on account of increase in advances. However, in FY 2024-25 the holding level has come down to around 27 days from 82 days. We are anticipating a similar reducing trend in the range of around 18 days and 17 days in fiscal 2026 and fiscal 2027 accordingly.

Note: Pursuant to the certificate dated August 11, 2025, issued by M/s Jajoo Jain & Co. LLP Independent Chartered Accountants.

2. General Corporate Purposes

The general corporate purposes for which our Company proposes to utilise the Net Proceeds shall be to drive our business growth, including, amongst other things, (a) meeting expenses incurred in the ordinary course of business by our Company and its subsidiaries, (b) duties & taxes, (c) funding strategic growth opportunities, (d) administrative overheads and expenses, (e) information technology related expenses (including information technology capital expenditure), (f) meeting of exigencies which our Company may face in the course of any business, (g) Other marketing expenses, and any other purpose in the ordinary course of business as may be approved by the Board or the Right Issue Committee, from time to time, subject to compliance with applicable laws. The portion of Net Proceeds proposed to be deployed for general corporate purposes will not exceed 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

Our management will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

3. Issue Related Expenses

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees. The estimated Issue related expenses are as follows:

Particulars	Amount* (₹ in lakhs)	As a percentage of total expenses*	As a percentage of Issue size*
Fees payable to Statutory Auditors	[●]	[●]	[●]
Fees payable to Independent Auditor	[●]	[●]	[●]
Fees payable to Practicing Company Secretary	[●]	[●]	[●]
Fees payable to Underwriter	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Advertising, marketing and shareholder outreach expenses	[●]	[●]	[●]
Fees payable to regulators, including Stock Exchanges, SEBI, Depositories and other statutory fees	[●]	[●]	[●]
Fees payable to intermediaries	[●]	[●]	[●]
Printing and stationery, distribution, postage, etc.	[●]	[●]	[●]
Other expenses (including miscellaneous expenses and stamp duty)	[●]	[●]	[●]
Total Estimated Issue expenses	[●]	[●]	[●]

**Includes applicable taxes. Subject to finalisation of Basis of 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 general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds received at the time of receipt of the Application Money.*

Interim use of funds

Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company intends to temporarily deposit the funds in the scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934, as may be approved by our Board of Directors or Right issue Committee. Our Company confirms that pending utilization of the Net Proceeds for the Objects of the Issue, our Company shall not use the Net Proceeds for any investment in the equity markets.

Appraising Agency

None of the objects have been appraised by any bank or financial institution or any other independent third-party organizations.

Strategic or Financial Partners

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

Bridge Financing Facilities

Our Company has not availed any bridge loans from any banks or financial institutions as on the date of this Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilization of funds

Our Company has appointed Infomeric Valuation and Rating Private Limited as the Monitoring Agency for the Issue to monitor the utilization of the Gross Proceeds, including the proceeds proposed to be utilized towards general corporate purposes in accordance with Regulation 82 of the SEBI ICDR Regulations. Our Company undertakes to place the Gross Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of Gross proceeds. The Monitoring Agency shall submit a report to our Board, till 100% of

the Gross Proceeds has been utilised, as required under the SEBI ICDR Regulations. Our Company will disclose the utilization of the Gross Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate instances, if any, of unutilized Gross Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the audit committee the uses and applications of the Gross Proceeds. Further, pursuant to Regulation 32(5) of the SEBI Listing Regulations, our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Letter of Offer and place it before the audit committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor(s) of our Company or a peer reviewed independent chartered accountant, which shall be submitted by our Company with the Monitoring Agency.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published on our website and explanation for such variation (if any) will be included in our Directors' report, after placing it before the Audit Committee.

Key Industrial Regulations for the Objects of the Issue

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

Other Confirmations

No part of the Net proceeds of the Issue will be paid by our Company to our Promoter, our Promoter Group, our Directors or our Key Managerial Personnel or Senior Management.

Our Promoter, our Promoter Group and our Directors do not have any interest in the objects of the Issue, and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoter, Promoter Group, Directors, Key Managerial Personnel, Senior Management or associate companies (as defined under the Companies Act, 2013).

Our Company does not require any material government and regulatory approvals in relation to the objects of the Issue.



STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
Sarveshwar Foods Limited,
Sarveshwar House below Gumat Jammu,
Jammu and Kashmir-180001 India.

Dear Sir,

Sub: Proposed rights issue of equity shares of Re. 1/- each (the “Equity Shares”) of Sarveshwar Foods Limited (the “Company” and such offering, the “Issue”).

We, KRA & Co, Chartered Accountants, Statutory Auditors of the Company, have been requested by the Company to issue a report on the special direct tax benefits available to the Company and shareholders of the Company in respect of the issue for inclusion in the Draft letter of offer/Letter of offer (“Offer Documents”) prepared by the Company to be filed with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), (together, the “Stock Exchanges”) in connection with the Issue.

We report that the enclosed statement in the **Annexure**, states the possible special tax benefits under direct tax Laws and Income tax Rules, 1962 including amendments made by the Finance Act, 2025 applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27, (hereinafter referred to as ‘**Income Tax Laws**’), as amended, the rules and regulations, circulars and notifications issued there under, Foreign Trade Policy presently in force in India, available to the Company and its shareholders. Several of these benefits are dependent on the Company, its shareholders as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its shareholders to derive the special direct tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders faces in the future, the Company, its shareholders and its Material Subsidiaries may or may not choose to fulfill.

We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, ‘Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,’ issued by the ICAI.

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company, or its Material Subsidiaries and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

The benefits discussed in the enclosed **Annexure** are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement.

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

- (i) the Company or its shareholders will continue to obtain these benefits in future; or
- (ii) the conditions prescribed for availing the benefits have been/would be met with.

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

We also consent to the references to us as “Experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Letter of Offer and



KRA & Co.

Chartered Accountants

Letter of Offer “(Offer Documents)” of the Company or in any other documents in connection with the Issue.

We hereby give consent to include this statement of special direct tax benefits in the Offer Documents and in any other material used in connection with the Issue.

This certificate is issued for the sole purpose of the Issue, and can be used, in full or part, for inclusion in the Offer Documents and any other material used in connection with the Issue, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, recognized Stock Exchanges, any other authority as may be required and/or for the records to be maintained in connection with the Issue and in accordance with applicable law, and for the purpose of any defense may wish to advance in any claim or proceeding in connection with the contents of the offer documents.

This certificate may be relied on by the Company, their affiliates in relation to the Issue.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued/transferred pursuant to the Issue commence trading on the recognized Stock Exchanges. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date the Equity Shares commence trading on the recognized Stock Exchanges.

Yours faithfully,

For and on behalf of M/s. KRA & Co

CA Karan Singh
(Chartered Accountant)
Firm Registration Number: 020266N
ICAI Membership Number: 543485
UDIN: 25543485BBIKRP7304
Date: 11/08/2025
Place: Jammu

Encl: As above



ANNEXURE

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Sarveshwar Foods Limited,
Sarveshwar House below Gumat Jammu,
Jammu and Kashmir-180001 India.

Re: Proposed rights issue of equity shares of face value Re. 1/- each (the “Equity Shares” and such offering, the “Issue”) of Sarveshwar Foods Limited (the “Company”) pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI Regulations”) and the Companies Act, 2013, as amended (the “Act”).

We hereby report that the enclosed Statement prepared by Sarveshwar Foods Limited (the “Company”) states the possible special direct tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 and Income tax Rules, 1962 including amendments made by Finance Act 2025 (hereinafter referred to as “Income Tax Laws”), as amended, the rules and regulations there under, Foreign Trade Policy, presently in force in India, and also to its the Material Subsidiaries of the Company under the respective tax laws of their country as on the signing date, for inclusion in the Draft Letter of Offer and Letter of Offer for the proposed rights issue of the Company to the existing shareholders. These benefits are dependent on the Company or its Material Subsidiaries or the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company or its Material Subsidiaries or the shareholders of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or its Material Subsidiaries or the shareholders of the Company may or may not choose to fulfill.

With respect to the special tax benefits in the overseas jurisdictions in the case of Material Subsidiaries listed below, we have relied upon the Management Representation and confirmation received from the Tax Advisors of the respective Material Subsidiary of the Company as the case may be as listed in **Annexure I**.

Following are the Material Subsidiaries as identified by the Company:

Himalayan Bio Organic Foods Limited
Sarveshwar Overseas Limited

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company, or its Material Subsidiaries and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

Further, the preparation of the enclosed Statement and its contents was the responsibility of the management of the Company. We were informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Issue.

We have conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ and ‘Guidance Note on the Reports in Company Prospectuses (revised 2019)’ (‘the Guidance Notes’) issued by the Institute of Chartered Accountants of India (‘ICAI’). The Guidance Notes require that we comply with ethical requirements of the *Code of Ethics* issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements

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



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- the Company or its Material Subsidiaries or the shareholders of the Company will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable, have been / would be met with.

The contents of the enclosed Statement are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiaries. 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 law 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 any other person in respect of this Statement.

This statement is solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Draft Letter of Offer and Letter of Offer and submission of this statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed, in connection with the proposed Issue, as the case may be.

For and on behalf of M/s. KRA & Co

CA Karan Singh
(Chartered Accountant)
Firm Registration Number: 020266N
ICAI Membership Number: 543485
UDIN: 25543485BBIKRP7304
Date: 11/08/2025
Place: Jammu
Encl: As above



ANNEXURE I

STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO SARVESHWAR FOODS LIMITED AND ITS SHAREHOLDERS

The information provided below sets out the possible special direct tax benefits available to Sarveshwar Foods Limited (“the Company”) and its shareholders in a summary manner only and is not a complete analysis or listing of all potential tax benefits, under the current Tax Laws presently in force in India.

The tax benefits stated below are as per the Income Tax Act, 1961 (“IT Act”) as amended from time to time and applicable for financial year 2025-26 relevant to assessment year 2026-27 (AY 2026-27).

1. Special tax benefits under the IT act in the hands of Sarveshwar Foods Limited and the shareholders of the company:

a) Special direct tax benefits available to the Company under the IT Act:

There are no special tax benefits available to the company in respect of the Issue.

b) Special direct tax benefits available to the Shareholders of the company under the IT Act:

i) Dividend Income:

In the case of domestic company- Deduction under section 80M of the IT Act:

With respect to a shareholder which is a domestic company as defined in section 2(22A) of the IT Act, and section 80M of the IT Act inter - alia provides that where the gross total income of a domestic company in any previous year includes any dividends income from any other domestic or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The “due date” means the date one month prior to the date for furnishing the return of income under sub -section (1) of section 139 of the IT Act.

In the case of individuals/HUF/AOP/BOI/AJP:

There is no special tax benefits available to the Shareholders. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, the maximum rate of surcharge would be restricted to 15%, irrespective of amount of dividend.

In the case of Non-residents - Treaty Benefit:

In respect of non - resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non - resident has domicile in the respective financial year and fulfilment of other conditions to avail the treaty benefit.

ii) Capital Gains:

Tax on Long - term Capital Gain (LTCG) - Section 112A of the IT Act:

As per the provisions of section 2(29AA) of the IT Act, read with section 2(42A) of the IT Act, a listed equity shares is treated as a long-term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer.

In the case of domestic company: As per Section 112A of the IT Act and Vide Finance (No 2) Bill 2025, long - term capital gains arising from transfer of equity shares, or a unit of an equity - oriented fund shall be taxed at 12.5% (without Indexation) of such capital gains subject to payment of securities transaction tax on acquisition and transfer of equity shares and on the transfer of unit



of an equity - oriented fund. However, no tax under the said section shall be levied where such capital gains does not exceed Rs.1,25,000 in a financial year.

Tax on Short - term Capital Gain (STCG) – Section 111A of IT Act:

As per Section 111A of the IT Act, short - term capital gains arising from transfer of an equity share, or a unit of an equity - oriented fund or a unit of a business trust shall be taxed at 20% (plus applicable surcharge and cess).

Adjustment of LTCG, STCG against the basic exemption limit:

Where the total income as reduced by the capital gains is below the maximum amount which is not chargeable to income-tax, then, such capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such capital gains shall be computed at the rate as applicable.

Adjusted Total Income for Chapter VIA Deduction

Where the gross total income of an Individual or HUF includes any income arising from the transfer of along-term capital asset, the gross total income shall be reduced by the amount of such income and the deduction under Chapter VI-A shall be allowed as if the gross total income as so reduced were the gross total income of the Individual or HUF.

Tax on Buy-back of Shares – Section 46A and 2(22)(f) of the IT Act

As per section 2(22)(f) of the IT Act, if the shareholder receives any consideration on buy-back of shares, it is treated as dividend and taxed in the hands of the shareholders under the head Income from Other Sources.

As per Section 46A of the IT Act, where the shareholder receives any consideration of the nature referred to in sub-clause (f) of clause (22) of section 2 from any company, in respect of any buy-back of shares, then for the purposes of this section, the value of consideration received by the shareholder shall be deemed to be nil for the purpose of computing capital gain.

The cost of acquisition of such shares would result in capital loss in the hands of shareholder. Such loss can be adjusted against any other capital gain similar to any other capital loss.

Set Off and Carry Forward of Capital Loss under the IT Act:

As per Section 74 of the IT Act, short-term capital loss arising on transfer of listed equity shares during the year is allowed to be set-off against short-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss arising on transfer of listed equity shares and buy-back of shares during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

Exemptions from Capital Gain:

Exemptions u/s 54F:

As per the provisions of Section 54F of the IT Act, any long-term capital gains on transfer of a long-term capital asset (not being residential house) arising to Shareholder who is an Individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in the purchase of one residential house or for construction of a residential house within three years from the date of transfer. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis. This exemption is available, subject to the condition that the Shareholder does not own more than one residential house at the time of such transfer. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of Capital Gains tax exempted earlier would become chargeable to tax as Long-Term Capital Gains in the year in which such residential house is transferred. Similarly, if the Shareholder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as Capital Gains in the year in which the



additional residential house is acquired. If the Shareholder could not utilise the sale consideration to purchase or construct a residential house by the due date of filing the return of income, the Shareholder may deposit the amount in Capital Gain Account Scheme to claim the exemption from capital gains. The amount deposited in the Capital Gains Account Scheme has to be utilised within the specified period mentioned above for the purchase/construction of the residential house.

Profit and gains from business or profession:

In case the Shares are held as stock in trade, the income on transfer of Shares would be taxed as business income or loss in accordance with and subject to the provisions of the IT Act. Further, where the Shares are sold by the Shareholders before maturity, the gains arising there from are generally treated as capital gains or business income as the case may be. In such a scenario, the gains from the business of investing in the Shares may be chargeable to tax on a 'net' basis (that is, net of allowable deductions for expenses/allowances under Chapter IV – Part D of the IT Act.) The "Profits and Gains from Business" so computed, as reduced on account of set-off of losses in accordance with Chapter VI of the IT Act and unabsorbed allowances, if any, would go to form part of the gross total income of the investor.

The gross total income would be reduced by deductions, if any, available under Chapter VI-A of the IT Act and the resultant total income would be subject to tax at the tax rates as applicable to the investor. The deductions are however subject to the provisions of Section 115BAC of the IT Act.

Based on Section 145 of the IT Act, the timing of charging any income to tax would depend on the method of accounting followed by the taxpayer consistently (i.e., cash or mercantile).

Other Notes to Statement:

- (i) The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Shares.
- (ii) The above statement covers only certain relevant benefits under the IT Act and does not cover benefit under any other law.
- (iii) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her/its holding in the Shares of the Company.
- (iv) The stated benefits will be available only to the sole/first named holder in case the Share is held by joint holders.
- (v) In respect of non-residents, the tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the applicable DTAA, if any, between India and the country in which the non-resident has fiscal domicile.
- (vi) In respect of non-residents, taxes paid in India could be claimed as a credit in accordance with the provisions of the relevant tax treaty/DTAA.
- (vii) No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views expressed herein are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. No responsibility is assumed to update the views consequent to such changes.
- (viii) Interest on application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the IT Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A/195 of the IT Act.
- (ix) The above Statement of possible tax benefits is as per the current direct tax laws (with the amendments made by the FA 2025) relevant for the Assessment year 2026-27 i.e. Financial Year 2025-26. Several of these benefits are dependent on the Company or its Share Holders fulfilling the conditions prescribed under the relevant tax laws.
- (x) This Statement does not discuss any tax consequences in the country outside India of an investment in the Shares. The subscribers of the Shares in the country other than India are urged to consult their own professional advisers regarding possible income tax consequences that apply to them.
- (xi) This Statement does not cover analysis of provisions of Chapter X-A of the IT Act dealing with General Anti- Avoidance Rules and provisions of Multilateral Instruments.

SECTION IV- ABOUT OUR COMPANY

OUR MANAGEMENT

Board of Directors

The composition of the Board is governed and is in conformity with the provisions of the Companies Act, 2013, the rules prescribed thereunder, the Listing Regulations and the Articles of Association. In accordance with the Articles of Association, unless otherwise determined by our Company in General Meeting, our Company shall not have less than 4 Directors and not more than 15 Directors.

As on the date of this Draft Letter of Offer, our Company has 9 (Nine) Directors, comprising of 3 (Three) Executive Director, inclusive of 1 (One) Woman Director, One (1) Non-Executive-Non-Independent Director-Chairperson and 5 (Five) Non-Executive - Independent Directors. The Chairman is a Non- Executive Non-Independent Director.

The following table provides details regarding our Board as of the date of filing this Draft Letter of Offer:

Name, Designation, Date of Birth, DIN, Address, Occupation, Date of expiration of current term.	Age (in years)
Name: Mr. Rohit Gupta Designation: Non-Executive - Non-Independent Director-Chairperson Date of Birth: 26/05/1969 DIN: 02715232 Address: H.No.119A, Sarveshwar Bhawan, Canal Road, Near IIIM Laboratory, Jammu-180001, Jammu and Kashmir. Occupation: Self Employed Date of expiration of current term- Not Applicable	56 Years
Name: Mr. Anil Kumar Designation: Managing Director Date of Birth: 10/07/1977 DIN: 07417538 Address: Jallo chak, Gangyal, Jammu City -180010, Jammu and Kashmir. Occupation: Employment Date of expiration of current term- 20/06/2026	48 Years
Name: Mr. Mahadeep Singh Janwal Designation: Executive Director Date of Birth: 16/07/1953 DIN: 09106268 Address: H. No. 198, Ward no 16, Venus chowk, Udampur -182101, Jammu and Kashmir. Occupation: Employment Date of expiration of current term- 02/03/2027	72 Years

<p>Name: Ms. Seema Rani</p> <p>Designation: Executive Director</p> <p>Date of Birth: 29/03/1983</p> <p>DIN: 08385581</p> <p>Address: H. No. 90/92, Sector 8, Lane no 8, Near Blooming Dale Public School, Nanak Nagar, Gandhi Nagar, Jammu -180004, Jammu and Kashmir.</p> <p>Occupation: Employment</p> <p>Date of expiration of current term- 20/01/2026</p>	42 Years
<p>Name: Mr. Uttar Kumar Padha</p> <p>Designation: Non-Executive - Independent Director</p> <p>Date of Birth: 15/07/1956</p> <p>DIN: 07242286</p> <p>Address:77, Lane No.2, Greater, Jammu, Jammu City -180010, Jammu and Kashmir.</p> <p>Occupation: Retired</p> <p>Date of expiration of current term- 25/08/2029</p>	69 Years
<p>Name: Mr. Adarsh Kumar Gupta</p> <p>Designation: Non-Executive - Independent Director</p> <p>Date of Birth: 19/09/1951</p> <p>DIN: 08135776</p> <p>Address: Q. No 141-142, Sarwal Colony, Jammu City, Rehari Mohalla, Jammu-180005, Jammu and Kashmir.</p> <p>Occupation: Retired</p> <p>Date of expiration of current term- 25/05/2028</p>	73 Years
<p>Name: Mr. Mubarak Singh</p> <p>Designation: Non-Executive - Independent Director</p> <p>Date of Birth: 01/04/1957</p> <p>DIN: 10212076</p> <p>Address: H. No. A- 15, Sec-1A, Dream Land Society Flats, Ward no 53, Trikuta Nagar, Jammu- 180020, Jammu and Kashmir.</p> <p>Occupation: Retired</p> <p>Date of expiration of current term- 26/06/2026</p>	68 Years

<p>Name: Mr. Pradeep Kumar Sharma</p> <p>Designation: Non-Executive - Independent Director</p> <p>Date of Birth: 11/01/1955</p> <p>DIN: 06524014</p> <p>Address: Ward no 4, Vill Aima Tesh, Palampur, Alma (212), Kangra -176061, Himachal Pradesh.</p> <p>Occupation: Retired</p> <p>Date of expiration of current term- 02/09/2027</p>	<p>70 Years</p>
<p>Name: Mr. Kamal Kishore Sharma</p> <p>Designation: Non-Executive - Independent Director</p> <p>Date of Birth: 15/09/1963</p> <p>DIN: 11155068</p> <p>Address: Village Phinter, Teh Billawar, Bhaddu, Dist. Kathua, Jammu and Kashmir - 184203</p> <p>Occupation: Retired</p> <p>Date of expiration of current term- 03/07/2030</p>	<p>61 Years</p>

SECTION V- FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Sr. No.	Particulars	Website link
1.	Unaudited Consolidated financial results for the quarter ended June 30, 2025	https://sarveshwarfoods.com/investor.asp?id=18
2.	Unaudited Consolidated financial results for the quarter ended June 30, 2024	
3.	Audited Consolidated financial results for the quarter and financial year ended March 31, 2025	
4.	Audited Consolidated financial results for the quarter and financial year ended March 31, 2024	

FINANCIAL INFORMATION

The following table provides a brief summary of the Unaudited Consolidated financial results for the quarter ended June 30, 2025, June 30, 2024 and Audited Consolidated Financial Statement for the year ended March 31, 2025, and March 31, 2024 respectively, of our Company as disclosed to the Stock Exchanges:

(in ₹ lakhs except share data)

Sr. No.	Particulars	Quarter Ended June 30, 2025 (Unaudited)	Quarter Ended June 30, 2024 (Unaudited)	Fiscal 2025	Fiscal 2024
1.	Total income	30,171.09	23,380.40	1,14,171.95	87,686.58
2.	Net profit/loss before tax and extraordinary items	934.46	438.57	3,643.89	2,249.91
3.	Net profit/loss after tax and extraordinary items	702.38	308.87	2,713.82	1,677.99
4.	Equity share capital	9,788.16	9,788.16	9,788.16	9,788.16
5.	Reserves and surplus	21,379.1	15,761.27	20,649.60	15,467.44
6.	Net-worth	31,167.26	25,574.32	30,464.91	25,280.33
7.	Earnings per Share (Basic) (in ₹)	0.07	0.03	0.28	0.23
8.	Earnings per Share (Diluted) (in ₹)	0.07	0.03	0.27	0.18
9.	Return on Net Worth (%) *	2.25%	1.20%	9.74	7.19
10.	Net Asset Value per Share (in ₹) **	3.18	2.61	3.11	2.58

Notes:

*Return on Equity / Net-worth is calculated as Profit for the year divided by Average Total Equity (Average of total equity at the beginning of the year and total equity at the end of the year)

**Net assets value per equity share (₹): Total Equity at the end of the year/period divided by outstanding number of equity share at the end of the year.

The unaudited Consolidated financial results for the quarter ended June 30, 2025, June 30, 2024 and audited consolidated financial statement for the year ended March 31, 2025, and March 31, 2024, are uploaded on the website of our Company at <https://sarveshwarfoods.com/investor.asp?id=18>

SECTION VI- GOVERNMENT APPROVALS

GOVERNMENT AND OTHER APPROVALS

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled “*Objects of the Issue*” at page 53 of the Draft Letter of Offer.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by a resolution of our Board of Directors passed at its meeting held on August 11, 2025, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013.

This Draft Letter of Offer has been approved by the Rights Issue Committee or Board of Directors pursuant to its resolution dated August 11, 2025. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by Rights Issue Committee or Board of Director on August [●], 2025.

The Board of Directors, in its meeting held on [●] has resolved to issue the Rights Equity Shares to the Eligible Equity Shareholders, at ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) aggregating up to ₹ 15,000 lakh and the Rights Entitlement as [●] Rights Equity Share for every [●] fully paid-up Equity Share, held as on the Record Date.

Rationale for the Issue Price:

The rationale for the Issue Price shall be included in the Letter of Offer prior to filing with the Stock Exchanges.

Our Company will receive In-principle approval from BSE and NSE in accordance with Regulation 28(1) of the SEBI LODR Regulations for listing of the Rights Equity Shares to be allotted in this Issue pursuant to its letter dated [●], 2025 and letter dated [●], 2025. Our Company will also make application to BSE and NSE to obtain its trading approval for the Rights Entitlements as required under the SEBI ICDR Master Circular.

Our Company has been allotted the ISIN: [●] for the Rights Entitlements to be credited to the respective demat accounts of Allottees. For details, see “**Terms of the Issue**” beginning on page 77 of this Draft Letter of Offer.

Prohibition by SEBI or Other Governmental Authorities

Our Company, our Promoters, the members of our Promoter Group and our Directors have not been and are not prohibited or debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

Further, our Promoter and our Directors are not promoter(s) or director(s) of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

Neither our Promoter nor any of our Directors are declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Equity Shares have not been suspended from trading as a disciplinary measure, during the last three years immediately preceding the date of filing of this Draft Letter of Offer.

There is no outstanding action initiated by SEBI against any of our directors, who have been associated with the securities market.

Our Company, our Promoters or our whole-time directors have neither received any show-cause notice issued by the Board or the adjudicating officer in a proceeding for imposition of penalty nor there has been any prosecution proceedings which have been initiated by the Board:

Prohibition by RBI

Neither our Company nor our Promoter or any of our Directors have been or are identified as Willful Defaulters or Fraudulent Borrowers.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Not applicable to our Company

Eligibility for the Issue

Our Company is a listed company and has been incorporated under the Companies Act, Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company will make application to Stock Exchange for in-principle approvals for listing of the Right Equity share to the issue [•] is the Designated Stock Exchange for the Issue.

Compliance with SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015

Except disclose below, our Company is in compliance with the Equity Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 for a period of the last three years immediately preceding the date of filing of this Draft Letter of Offer.

Sr. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clauses)	Relevant financial year	Status
1.	Regulation 33- The listed entity shall submit annual audited financial results within sixty days from the end of financial Year was delayed in filing.	2022-23	₹ 5000 fine paid to each stock exchanges

CAUTION

Our Company shall make all information available to the Eligible Equity Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer and the Letter of offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Our Company accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

Disclaimer with respect to jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian laws 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 Jammu and Kashmir India only.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is [•].

Disclaimer Clause of NSE

As required, a copy of this Draft Letter of Offer has been submitted to NSE. The disclaimer clause as intimated

by the NSE to us, post scrutiny of the Draft Letter of Offer shall be included in the Letter of Offer prior to filing with the Stock Exchanges.:

“[•]”

Disclaimer Clause of the BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. The disclaimer clause as intimated by BSE to us, post scrutiny of this Draft Letter of Offer shall be included in the Letter of Offer prior to filing with the Stock Exchanges:

“[•]” ”

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN “OFFSHORE TRANSACTIONS” AS DEFINED IN AND IN RELIANCE ON REGULATIONS UNDER THE U.S. SECURITIES ACT TO ELIGIBLE EQUITY SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE IS PERMITTED UNDER THE LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THIS DRAFT LETTER OF OFFER INTO THE UNITED STATES AT ANY TIME.

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. No Application Form should 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 under this Draft Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Draft Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who purchases or sells Rights Entitlements or makes an application for Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the purchase or sale of Rights Entitlements, it will not be, in the United States and is authorized to purchase or sell the Rights Entitlement and subscribe to the Rights Equity Shares in compliance with all applicable laws 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, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Filing

This Draft Letter of Offer has been filed with the Stock Exchanges for its approval. Once the In-principle approval from Stock Exchanges is received, the Letter of Offer shall be filed with the Stock Exchanges and with the SEBI for information and dissemination at its head office situated at:

SEBI Bhavan

Plot No. C4- A, “G” Block
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051.
Company Secretary and Compliance Officer

Ms. Sadhvi Sharma is the Company Secretary and Compliance Officer of our Company.

Her details are as follows:

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements in compliance with the Listing Agreements and 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, and shall comply with the SEBI circular bearing reference number SEBI/HO/OIAE/CIR/P/2023/156 dated September 20, 2023, and any other circulars issued in this regard. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Further, pursuant to SEBI Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), the SEBI has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>

Our Company has a Stakeholders’ Relationship Committee which meets at least once in a financial 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. Bigshare Services Private 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 our Company Secretary and Compliance Officer.

The investor complaints received by our Company are generally disposed of within 21 days from the date of receipt of the complaint. Further our Company, has addressed all of the investor’s complaints received in timely manner from the date of 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, 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 Rights Equity Shares applied for, amount blocked, 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 photocopy of the acknowledgement slip. For details on the ASBA process, please see “Terms of the Issue” beginning on page 77.

The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Registrar to the Issue

BIGSHARE SERVICES PRIVATE LIMITED

Address: Office No. S6-2, 6th Floor, Pinnacle Business Park,
next to Ahura Centre Mahakali Caves Road, Andheri (East)
Mumbai 400093

Tel: +91 22-62638200

E-mail: rightsissue@bigshareonline.com

Investor Grievance ID: investor@bigshareonline.com

Contact Person: Mr. Suraj Gupta

Website: www.bigshareonline.com

Company Secretary and Compliance Officer

Ms. Sadhvi Sharma

Address: Sarveshwar
House, Below Gumat,
Jammu- 180001, Jammu
and Kashmir,

Tel: 0191 452 4399

Email: cs@sarveshwarrice.com

SECTION VII- ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the 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 Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and the Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, Investors proposing to apply in this Issue can apply only through ASBA or by any other mode which may be notified by SEBI.

Investors are requested to note that Application in this Issue can only be made through ASBA or any other mode which may be notified by SEBI.

For guidance on the application process through ASBA and resolution of difficulties faced by investors, you are advised to read the frequently asked question on the website of the Registrar at <https://www.bigshareonline.com/RightIssue.aspx>

Please note that our Company has opened a separate demat suspense escrow account namely, [●]- Rights Issue Demat Suspense Account (“Demat Suspense Account”) and would credit Rights Entitlements on the basis of the Equity Shares: (a) of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed suspense account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (b) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (c) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any. Please also note that our Company has credited Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are requested to provide relevant details (such as applicable regulatory approvals, Form ISR-1, ISR-2 with original cancelled cheque (if signature does not matched with our record), ISR-4 (if shares are under unclaimed suspense account) self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date, to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense 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 our Company or the Registrar account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner.

Further, with respect to Equity Shares for which Rights Entitlements are being credited to the Demat Suspense Account, the Application Form along with the Rights Entitlement Letter shall not be dispatched till the resolution of the relevant issue/concern and transfer of the Rights Entitlements from the Demat Suspense Account to the respective demat account other than in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date who will receive the Application Form along

with the Rights Entitlement Letter. Upon submission of such documents /records no later than two clear Working Days prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

Overview

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this the 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, the FEMA Rules, the SEBI ICDR Regulations, the SEBI LODR Regulations, the SEBI ICDR Master Circular 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.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials 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 Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see “*Restrictions on Purchases and Resales*” beginning on page 109 of this Draft Letter of Letter.

The Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, this Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, will be sent/ dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

Investors can access the Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Rights Equity Shares under applicable laws) on the websites of:

- (i) our Company at www.sarveshwarfoods.com;
- (ii) the Registrar at www.bigshareonline.com ;
- (iii) the Stock Exchanges at www.bseindia.com, and www.nseindia.com

To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, in case shares held in physical mode or contact with their Depository participant in case shares held in demat mode, Eligible Equity Shareholders should visit www.bigshareonline.com

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://www.bigshareonline.com/RightIssue.aspx>) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date). The link for the same shall also be available on the website of our Company at www.sarveshwarfoods.com.

Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including this Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the 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 the 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 this Draft Letter of Offer is being filed with Stock Exchanges and subsequently will be filed with SEBI for dissemination. Accordingly, Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials 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, such Issue Materials 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 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 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 the 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 Draft Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is outside the United States and is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire the Rights 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).

The Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

- **In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI ICDR Master Circular and the 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.**

The Application Form can be used by the Eligible Equity Shareholders as well as the

Renouncees to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights 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.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein that the ASBA Account 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 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, see “- Grounds for Technical Rejection” on page 88 of this Draft Letter of Offer. Our Company, the Registrar 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, Investors 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 and such Investors shall not utilise the Application Form for any purpose including renunciation even if it is received subsequently. For details, see “- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process ” on page 83 of this Draft Letter of Offer.

- ***Options available to the Eligible Equity Shareholders***

The Rights Entitlement letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to in the Issue.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- (ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
- (v) renounce its Rights Entitlements in full; or
- (vi) in case of Promoter and Promoter Group, renouncement of their Rights Entitlements can be made in favour of Specific Investors;

- ***Making of an Application through the ASBA process***

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors 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.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation 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 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, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar 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.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Do's for Investors applying through ASBA:

- (a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- (b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- (c) 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.
- (d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights 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.
- (e) 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.
- (f) Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in

such location.

- (g) 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.
- (h) 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.
- (i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated February 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don'ts for Investors applying through ASBA:

- (a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- (b) Do not apply if you have not provided an Indian address.
- (c) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or *vice versa*.
- (d) Do not send your physical Application to the Registrar, the Bankers to the Issue (assuming that such Bankers to the Issue are not SCSB's), 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.
- (e) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- (f) Do not submit Application Form using third party ASBA account.
- (g) Avoiding applying on the Issue Closing Date due to risk of delay/restriction in making any physical Application.
- (h) Do not submit Multiple Application Forms.

- ***Application by Specific Investor(s), if any and applicable***

In case of renunciation of Rights Entitlement to Specific Investor(s) by our Promoter or members of our Promoter Group.

Our Promoter or members of our Promoter Group may renounce any portion of their Rights Entitlement to one or more Specific Investor(s) subject to disclosure of the same in terms of the SEBI ICDR Regulations. The name of the Specific Investor(s) (i.e. the Renouncee), the name of our Promoter or members of our Promoter Group (i.e. renouncer) and the number of Rights Entitlements renounced in favour of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date.

In case of such renunciation of Rights Entitlement by our Promoter or members of our Promoter Group to any Specific Investor, all rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Specific Investor(s) (i.e. the Renouncee) as well.

Time limit for renouncing of Rights Entitlements by promoter and members of promoter and credit of RE to specific investor should be specified such that specific investor is able to apply before 11:00 am on Issue Opening Date. On-market Rights Entitlements renunciation may not be possible in such case considering T+2 rolling settlement.

The Application by such Specific Investor(s) shall be made on the Issue Opening Date before 11:00 a.m. (Indian Standard Time) and no withdrawal of such Application by the Specific Investor(s) shall be permitted. Our Company undertakes to disclose to the Stock Exchange(s) whether such Specific Investor(s) have made the Application or not, for dissemination on the Issue Opening Date by 11:30 a.m. (Indian Standard Time).

In case of allotment of any undersubscribed portion of the Rights Issue to Specific Investor.

Our Company may allot any undersubscribed portion (if any) of the Rights Issue to one or more Specific Investor(s) and the names of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date. The Application by such Specific Investor(s) shall be made along with their Application Money before the finalisation of Basis of Allotment for undersubscribed portion of the Rights Issue in co-ordination with our Company and Registrar.

- ***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 terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through 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 or Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising 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.

Please note that in terms of Regulation 78 of SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled 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:

1. Name of our Company, being **Sarveshwar Foods Limited**;
2. 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);
3. DP and Client ID in which RE held;
4. 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;
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;

9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total Application amount paid at the rate of ₹ [●] per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. 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;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. 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
16. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “*Restrictions on Purchases and Resales - Representations, Warranties and Agreements by Purchasers*” on page 110 , and shall include the following:

“I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. 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 (the “United States”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (“Regulations”) to Eligible Equity Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements 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 Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights 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. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

*I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Draft Letter of Offer titled “**Restrictions on Purchases and Resales**” on page 109*

I/ We understand and agree that the Rights Entitlements 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 U.S. 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.”

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 Investor. The plain paper Application format will be available on the website of the Registrar at <https://www.bigshareonline.com/RightIssue.aspx>.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

- ***Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form***

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

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

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date 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 to send form ISR1, ISR2 (in case signature does not match with RTA record), ISR-4, Client master copy, Copy of Self attested PAN, Original Cancelled cheque to RTA above documents should reach with RTA no later than two Clear Working Days prior to the Issue Closing Date;
- (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; and
- (c) The remaining procedure for Application shall be same as set out in the section entitled “- ***Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***” on page 84

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the Demat Suspense Account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights 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 Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights 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 the section entitled “- **Basis of Allotment**” on page 101.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares unless regulatory approvals are submitted.

Allotment of the under-subscribed portion of the Issue.

Our Company intend to allot the under-subscribed portion of the Rights Equity Shares in this Issue to any Specific Investor(s).

Additional general instructions for Investors in relation to making of an Application

- (a) Please read the Letter of Offer carefully to understand the Application process and applicable settlement process.
- (b) Please read the instructions on the Application Form sent to you. 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 this Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- (c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section entitled **“Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process”** on page 83 of this Draft Letter of Offer.
- (d) 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, 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.
- (e) Applications should not be submitted to the Bankers to the Issue, our Company or the Registrar.
- (f) 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.
- (g) 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. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID 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. Therefore, 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. **The Allotment Advice and the intimation**

on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian 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) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

- (h) By signing the Application Forms, 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.
- (i) 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.
- (j) Investors should provide correct DP ID and Client ID/ folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) 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.
- (k) 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.
- (l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details 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 number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details 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.
- (m) Investors are required to ensure that the number of Rights Equity Shares applied for by them does not exceed the prescribed limits under the applicable law.
- (n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- (o) Do not submit the GIR number instead of the PAN as the application is liable

to be rejected on this ground.

- (p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- (q) Do not pay the Application Money in cash, by money order, pay order or postal order.
- (r) Do not submit Multiple Applications.
- (s) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply in this Issue as an incorporated non-resident must do so in accordance with the FDI Policy and the FEMA Rules, as amended.
- (t) Ensure that your PAN is linked with Aadhaar, and you are in compliance with CBDT notification dated February 13, 2020, and press release dated June 25 2021, and September 17, 2021.

- ***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 does not match 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/ Depository.
- (c) Sending an Application to our Company, Registrar, Bankers to the Issue, to a branch of a SCSB which is not a Designated Branch of the SCSB.
- (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, as applicable.
- (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: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.
- (q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (r) Application from Investors that are residing in U.S. address as per the depository records.
- (s) Applicants not having the requisite approvals to make Application in the Issue.
- (t) RE not available in DPID on Issue Closing Date.

- ***Multiple Applications***

In case where multiple Applications are made using same demat account in respect of the same set of Rights Entitlement, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors, and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Rights Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “- **Procedure for Applications by Mutual Funds**” on page 91.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications may be treated as multiple applications and are liable to be rejected or all the balance shares other than Rights Entitlement will be considered as additional shares applied for, other than multiple applications submitted by any of our Promoter or members of our Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in the section entitled “**Summary of the Draft Letter of Offer – Intention and extent of participation by our Promoters and Promoter Group with respect to (i) their rights entitlement, (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention to renounce their rights, to any specific investor(s)**” on page 42.

Procedure for Applications by certain categories of Investors

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 investors 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. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates.

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 (iv) 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:

- (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- (b) 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.

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 / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

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 ceiling of investment by a FPIs is 49% and by NRI's under portfolio scheme is 24%. 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 amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

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.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or exchange traded funded or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

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) net worth 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.

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 may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft 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 the section entitled “- **Basis of Allotment**” on page **101**

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.

Please ensure that the Application Form and necessary details are filled in. In place of

Application number, Investors 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 Investor applying through ASBA facility may withdraw their Application post the Issue Closing Date. In case of Specific Investor in whose favour Promoter and Promoter Group have renounced their Rights Entitlement and the Specific Investors have made an application for subscribing to the Rights Entitlement, then no withdrawal of such application will be allowed.

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 or a committee thereof 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 ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within one Working Day 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

III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

- ***Rights Entitlements***

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e., <https://www.bigshareonline.com> by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date). The link for the same shall also be available on the website of our Company (i.e., www.sarveshwarfoods.com)

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is ISIN: [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited

to the demat accounts of the Eligible Equity Shareholders and the Demat Suspense Account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under the Issue for subscribing to the Rights Equity Shares offered under the Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, 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 no later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the Demat Suspense Account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat by sending ISR- 1, ISR-2 (in case signature not matched with RTA record), ISR-4 with copy of PAN, original Cancelled cheque (name of 1st shareholder should be printed on it), Copy of CML (client master) to RTA in original. Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI ICDR Master 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, our Company shall credit the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

- ***Renounees***

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall 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 favour 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.

- ***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 Investors 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.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors 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 Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Equity Shares

₹ [●] per Rights Equity Share (including premium of ₹ [●] per Rights Equity Share) shall be payable on Application.

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the 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 (ICDR) Master Circular, 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) Rights Entitlements.

The on Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●], 2025 to [●], 2025 (both days inclusive).

The Investors 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 Investors 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+1 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.

The Off-Market Renunciation shall take place only during the Renunciation Period for Off Market Renunciation, i.e., from [●] to [●] (both days inclusive).

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 to enable Renounees to subscribe to the Rights Equity Shares in the Issue.

The Investors 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 Investors 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.

V. 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.

Under the ASBA facility, the Investor 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 Investor's 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 Investor 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 as set forth in this Draft Letter of Offer and 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, of the receipt of minimum subscription 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 finalisation 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. 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.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, 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:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-Tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

Payment Schedule of Rights Equity Shares

₹ [●] per Rights Equity Share (including premium of ₹ [●] per Rights Equity Share) shall be payable on Application.

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription 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 dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement, see “*The Issue*” beginning on page 45

- ***Fractional Entitlements***

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Equity Share for every [●] Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or not in the multiple of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

- ***Ranking***

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI LODR Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue, shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

- ***Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue***

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights 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 Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from BSE & NSE through letter bearing reference number [●] dated [●], 2025 and [●] dated [●], 2025 respectively. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their 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 this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: [543688]), and NSE (Symbol: SARVESHWAR) under the ISIN: INE324X01026. The Rights 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 Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights 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 Rights 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 Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within one Working Day of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within one Working Day 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 such period, 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 our Promoter Group***

For details of the intent and extent of subscription by our Promoter and members of our Promoter

Group, see “*Summary of Draft Letter of Offer – Intention and extent of participation by our Promoters and Promoter Group with respect to (i) their rights entitlement, (ii) their intention to subscribe over and above their rights entitlement; and (iii) their intention to renounce their rights, to any specific investor(s)*” on page 42 of this Draft Letter of Offer.

- ***Rights of Holders of Equity Shares of our Company***

Subject to applicable laws, Equity Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

- (a) The right to receive dividend, if declared;
- (b) The right to receive surplus on liquidation;
- (c) The right to receive offers for rights shares and be allotted bonus shares, if announced;
- (d) The right to free transferability of Rights Equity Shares;
- (e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Draft Letter of Offer; and
- (f) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

VI. GENERAL TERMS OF THE ISSUE

- ***Market Lot***

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is one Equity Share.

- ***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.

Since the Allotment is in dematerialised 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 Investors would prevail. Any Investor 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 dematerialised form only and, therefore, the marketable lot shall be one Equity Share and hence, no arrangements for disposal of odd lots are required.

- ***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 this Issue. However, the Investors should note that pursuant to the provisions of the SEBI (LODR) Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

- ***Notices***

Our Company will send through email and speed post, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material 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 Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Urdu language daily newspaper with wide circulation (Urdu being the regional language of Jammu, where our Registered Office is situated).

This Draft Letter of Offer, the Letter of Offer, and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

- ***Offer to Non-Resident Eligible Equity Shareholders/Investors***

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue rights equity shares to non-resident equity shareholders including additional rights 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 Rights 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 Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor 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 <https://www.bigshareonline.com/>. It will be the sole responsibility of the Investors 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 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 Rights Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access this

Draft Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights 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 Rights 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 Rights Equity Shares are issued on rights basis.

An Application made shall be subject to the provisions of FEMA and the FEMA NDI Rules. Further, the shareholding on the basis of which an Eligible Equity Shareholder is entitled to their respective Rights Entitlement, must have been acquired and held as per the provisions of the FEMA NDI Rules.

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.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar to the Issue by submitting their respective copies of self-attested proof of address, passport, etc. at rightsissue@bigshareonline.com

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS 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 INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 95 OF THIS DRAFT LETTER OF OFFER.

VII. ISSUE SCHEDULE

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	[•]
ISSUE OPENING DATE	[•]
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS #	[•]
ISSUE CLOSING DATE*	[•]
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	[•]
DATE OF ALLOTMENT (ON OR ABOUT)	[•]
DATE OF CREDIT (ON OR ABOUT)	[•]
DATE OF LISTING (ON OR ABOUT)	[•]

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.

* *Our Board or the Rights Issue Committee 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.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, 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 no later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the Demat Suspense Account to their respective demat accounts, at least one day before the Issue Closing Date.

VIII. BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, 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 Rights Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part including to the specific investor(s) making an application under Regulation 84(1)(f)(i) of the SEBI ICDR Regulations.
- (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 Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights 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 Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights 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 Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights 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 Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis having due regard to the number of Rights Entitlement held by them as on Issue Closing Date and in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any specific investor(s) disclosed by our Company in terms of the SEBI ICDR Regulations before opening of the Issue, provided there is surplus available after making full Allotment under (a), (b), (c) and (d) above.

After taking into account Allotment to be made under (a) to (e) 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 Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. 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;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCsBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

IX. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations, if applicable, or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address; along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in Demat Suspense Account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within one Working Day from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are “officers in default” shall pay interest at such other rate as specified under applicable law from the expiry of such period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

X. PAYMENT OF REFUND

Mode of making refunds

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.

- (a) Unblocking amounts blocked using ASBA facility.
- (b) **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 centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (“**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 centres 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 Credit or RTGS.
- (c) **National Electronic Fund Transfer (“NEFT”)** – Payment of refund shall be undertaken through NEFT wherever the Investors’ 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 Investors 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 Investors through this method.
- (d) **Direct Credit** – Investors having bank accounts with the Bankers 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.

- (e) **RTGS** – If the refund amount exceeds ₹ 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors 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 Investor’s bank receiving the credit would be borne by the Investor.
- (f) 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 demand drafts drawn in favour of the sole/first Investor and payable at par.
- (g) Credit of refunds to Investors in any other electronic manner, permissible 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.

XI. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within two days from the Issue Closing Date or such other timeline in accordance with applicable laws.

- **Receipt of the Rights Equity Shares in Dematerialized Form**

PLEASE NOTE THAT THE RIGHTS 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 INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form physical certificates:

- a) Tripartite agreement dated April 21, 2007, amongst our Company, NSDL and the Registrar to the Issue; and
- b) Tripartite agreement dated April 11, 2017, amongst our Company, CDSL and the Registrar to the Issue.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. 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 Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. 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. Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, on their registered email address or through physical dispatch.
7. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
8. 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.
9. Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, and who have not provided the details of their demat accounts to our Company or to the Registrar at least two clear Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

XII. IMPERSONATION

Attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of,*

securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹0.10 crore 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 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹0.10 crore or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹0.50 crore or with both.

XIII. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- C. Details of all unutilized monies out of this Issue referred to under (A) above, 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.

XIV. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- 1) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- 2) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within the time limit specified by SEBI.
- 3) 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.
- 4) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within two 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.
- 5) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- 6) No further issue of securities shall be made till the Equity Shares offered through this Draft Letter of Offer are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 97 of SEBI ICDR Regulations.
- 7) Adequate arrangements shall be made to collect all ASBA Applications.
- 8) As on date, our Company does not have any convertible debt instruments.
- 9) Our Company shall comply with such disclosure and accounting norms specified by

SEBI from time to time.

XV. INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1. Please read the Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with this Draft Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the registered folio number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed “[●] – Rights Issue” on the envelope and postmarked in India) to the Registrar at the following address:

Name: BIGSHARE SERVICES PRIVATE. LIMITED.
Address - Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400 093, Maharashtra, India
Tel: 22 - 6263 8200
E-mail: rightsissue@bigshareonline.com
Investor Grievance ID: investor@bigshareonline.com
Contact Person: Mr. Suraj Gupta
Website: www.bigshareonline.com
3. In accordance with SEBI ICDR Master Circular, frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar www.bigshareonline.com. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties : 22-6263 8200
4. The Investors can visit following link for frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com;

This Issue will remain open for a minimum seven days. However, our Board or the Rights Issue Committee 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).

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, 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. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The FDI Policy 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 Policy will be valid until the DPIIT issues an updated circular. The Company operates in Agriculture sector. Accordingly, the sectoral cap prescribed under the prevailing FDI policy for the agriculture sector shall be applicable to the company.

The Government 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 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 SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

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 the issue as an incorporated non-resident must do so in accordance with the FDI Policy 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 are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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. Investors are cautioned to consider any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer

RESTRICTION ON PURCHASES AND REALES

Eligibility and Restrictions

General

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that this Draft Letter of Offer will be filed with Stock Exchanges.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials 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 Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, renunciation, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

This Draft Letter of Offer and its accompanying documents are 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.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

No offer in the United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Equity Shares are only being offered and sold outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act to Eligible Equity Shareholders located in jurisdictions where such offer and sale is permitted under the laws of such jurisdictions. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Entitlements or Rights Equity Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, you should not forward or transmit this Draft Letter of Offer into the United States at any time.

Representations, Warranties and Agreements by Purchase\

The Rights Entitlements and the Rights Equity Shares offered outside the United States are being offered in offshore transactions in reliance on Regulations.

In addition to the applicable representations, warranties and agreements set forth above, each purchaser outside the United States by accepting the delivery of this Draft Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the “**purchaser**”, which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser (i) is aware that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act and are being distributed and offered outside the United States in reliance on Regulation S, (ii) is, and the persons, if any, for whose account it is acquiring such Rights Entitlements and/or the Rights Equity Shares are, outside the United States and eligible to subscribe for Rights Entitlements and Rights Equity Shares in compliance with applicable securities laws, and (iii) is acquiring the Rights Entitlements and/or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations.
2. No offer or sale of the Rights Entitlements or the Rights Equity Shares to the purchaser is the result of any “directed selling efforts” in the United States (as such term is defined in Regulation S under the U.S. Securities Act).
3. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares, and the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.
4. The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.
5. The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.
6. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer.
7. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.
8. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of this Draft

- Letter of Offer with the Stock Exchanges and subsequently with SEBI for dissemination); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements except in India or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.
9. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in this Issue.
 10. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.
 11. Prior to making any investment decision to exercise the Rights Entitlements and renounce and/or subscribe for the Rights Equity Shares, the Investor (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of this Draft Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to our Company and our Group and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (iv) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company (other than, with respect to our Company and any information contained in this Draft Letter of Offer); and (v) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.
 12. Without limiting the generality of the foregoing, (i) the purchaser acknowledges that the Equity Shares are listed on BSE Limited, and National Stock Exchange of India Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited, and National Stock Exchange of India Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) none of our Company, any of its affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.
 13. The purchaser acknowledges that (i) any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Rights Equity Shares, including this Draft Letter of Offer and the Exchange Information (collectively, the "Information"), has been prepared solely by our Company.
 14. The purchaser will not hold our Company responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by our Company to it.
 15. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained in this Draft Letter of Offer and the Application Form. The

purchaser understands that none of our Company, 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 in the United States, or is ineligible to participate in this Issue under applicable securities laws.

16. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If in the future the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity Shares (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.
17. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares.
18. If the purchaser is outside India, the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.
19. If the purchaser is outside India, the purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence.
20. The purchaser is authorized to consummate the purchase of the Rights Equity Shares sold pursuant to this Issue in compliance with all applicable laws and regulations.
21. Except for the sale of Rights Equity Shares on one or more of the Stock Exchanges, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.
22. The purchaser shall hold our Company harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties or agreements set forth above and elsewhere in this Draft Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.

The purchaser acknowledges that our Company, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreement.

SECTION VIII- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts and documents 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 Draft 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 above-mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all working days and will also be available on the website of our Company from the date of this Draft Letter of Offer until the Issue Closing Date.

A. Material Contracts for the Issue

1. Registrar Agreement dated August 11, 2025, between our Company and the Registrar to the Issue.
2. Monitoring Agency Agreement dated August 11, 2025, between our Company and the Monitoring Agency.
3. Banker to the Issue Agreement dated August [●], 2025, between our Company, Registrar and the Bankers to the Issue.
4. Underwriter Agreement dated August 11, 2025 between our Company and Underwriter.

B. Material Documents

1. Certified true copies of Memorandum of Association and Articles of Association of our Company as amended from time to time.
2. Fresh certificate of incorporation dated June 29, 2015, issued by the RoC, Jammu upon change in the name of our Company to 'Sarveshwar Foods Limited'.
3. Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Bankers to the Issue, the Registrar to the Issue, and the Monitoring Agency, for inclusion of their names in the Draft Letter of Offer and Letter of Offer to act in their respective capacities.
4. Resolution of our Board of Directors dated August 11, 2025, in relation to approval of this Issue.
5. Resolution of our Board of Directors dated August 11, 2025, approving and adopting the Draft Letter of Offer.
6. The audited Consolidated financial statements for the financial year ended March 31, 2025 and 2024 included in the Draft Letter of Offer
7. The unaudited Consolidated financial results for the quarter ended June 30, 2025.
8. Resolution of our Board of Directors dated August [●], 2025, approving terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters
9. Resolution of the Board of Directors dated August [●], 2025 approving and adopting the Letter of Offer.
10. Statement of Tax Benefits dated August 11, 2025, from the Statutory Auditor included in the Draft Letter of Offer and Letter of Offer.
11. Tripartite agreement dated April 21, 2007 amongst our Company, NSDL and the Registrar to the Issue.
12. Tripartite agreement dated April 11, 2017, amongst our Company, CSDL and the Registrar to the Issue

13. Annual Reports of our Company for the Financial Years 2024, and 2023

14. In-principle listing approvals dated [●], 2025 and [●], 2025, issued by BSE and NSE respectively.

Any of the contracts or documents mentioned in this Draft 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 Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 the SEBI Act, or the rules made there under, or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Mr. Rohit Gupta Non-Executive - Non-Independent Director Chairperson	Mr. Anil Kumar Executive Director-Managing Director
Mr. Pradeep Kumar Sharma Non-Executive - Independent Director	Mr. Mahadeep Singh Janwal Executive Director
Mrs. Seema Rani Executive Director	Mr. Uttar Kumar Padha Non-Executive - Independent Director
Mr. Adarsh Kumar Gupta Non-Executive - Independent Director	Mr. Mubarak Singh Non-Executive - Independent Director
Mr. Kamal Kishore Sharma Non-Executive - Independent Director	Mr. Anand Sharda Chief Financial Officer

Date: August 11, 2025

Place: Jammu