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# M.V.K. AGRO FOOD PRODUCT LIMITED

Corporate Identity Number (CIN): U15316MH2018PLC304795

M.V.K. Agro Food Product Limited (the "Company") was incorporated on February 2, 2018 under the name and style of "M.V.K. Agro Food Product Limited", a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated February 2, 2018 issued by the Deputy Registrar of Companies, Central Registration Centre. For details of change in Registered Office of our Company, please refer to the chapter titled "History and Certain Corporate Matters" on page 149 of this Prospectus.

**Registered Office:** 1GUT No. 44 and 46, Kusumnagar, At Post Waghalwada, Umari, Nanded – 431 807, Maharashtra, India

**Telephone:** +91 862 309 4480 | **E-mail:** info@mvkagrofood.com | **Website:** www.mvkagrofood.com;

**Contact Person:** Swapna Rajaram Bansode, Company Secretary and Compliance Officer.

**Corporate Office:** Not Applicable.

**OUR PROMOTERS: MAROTRAO VYANKATRAO KAWALE, SAGARBAI MAROTRAO KAWALE, GANESHRAO VYANKATRAO KAWALE, KISHANRAO VYANKATRAO KAWALE AND SANDIP MAROTRAO KAWALE**

## THE ISSUE

**PUBLIC ISSUE OF 54,90,000 EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF THE COMPANY FOR CASH AT A PRICE OF ₹ 120/- PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ 110- PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING TO ₹ 6,588 LACS ("ISSUE") OUT OF THE ISSUE, 2,74,800 EQUITY SHARES AGGREGATING TO ₹ 329.76 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 52,15,200 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT AN ISSUE PRICE OF ₹ 120/- PER EQUITY SHARE AGGREGATING TO ₹ 6258.24 LAKHS IS HERINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 35.44% AND 33.67%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 270 OF THE PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARES IS ₹10 AND THE ISSUE PRICE IS 12.0 TIMES OF THE FACE VALUE**

The Offer is being made through the Fixed Price Process, in compliance with chapter IX of the Securities and Exchange Board of India (Issue Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") wherein minimum 50% of the Offer shall be available for allocation to Retail Individual Investors ("RIIs") and the balance shall be offered to individual Applicants other than RIIs and other Investors including QIBs, corporate bodies or institutions. For further details please refer the section titled "Issue Structure" on page 270 of the Prospectus.

## FIXED PRICE ISSUE AT ₹ 120.00 PER EQUITY SHARE

MINIMUM APPLICATION SIZE OF 1200 EQUITY SHARES AND IN MULTIPLES OF 1200 EQUITY SHARES THEREAFTER

**ISSUE PROGRAM**

**OPENS ON: THURSDAY, FEBRUARY 29, 2024**

**CLOSES ON: MONDAY, MARCH 4, 2024**

**ASBA\***

**Simple, Safe, Smart way of Application- Make use of it!!!**

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below. Mandatory in Public Issues from January 1, 2016. No cheque will be accepted.



**UPI – Now mandatory in ASBA for Retail Investors applying through Registered Brokers, DPs & RTAs. Retail Investors also have the options to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. \*\* Investors are required to ensure that the Bank Account used for applying is linked to their PAN.**

\*\*UPI-Now available in ASBA for all individual investors applying in public offers where the application amount is up to ₹5,00,000, applying through Registered Brokers, Syndicate, DPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Investors applying in the Retail Portion, and (ii) Individual Non-Institutional Investors applying with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and the Abridged Prospectus and the section "Issue Procedure" beginning on page 279 of the Prospectus. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the website of the National Stock Exchange of India Limited ("NSE") and in the General Information Document (GID). ASBA Application forms can be downloaded from the website of the Stock Exchange and can be obtained from the list of banks that is available on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in.

\*\*List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to www.sebi.gov.in. Investors applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34) respectively, as updated from time to time. Kotak Mahindra Bank Limited has been appointed as Sponsor Bank for the Issue.

For Issue related grievance investors may contact: Horizon Management Private Limited, Mr. Manav Goenka, Tel: +91 33 4600 0607, E-mail: smeipo@horizon.net.co. For UPI related queries, investors can contact NPCI at the toll-free number: 18001201740 and Mail ID: lpc.upi@npci.org.in; HDFC Bank Limited at Tel: +91 22 30752927/28/2914 and Email: siddharth.jadhav@hdfcbank.com and the Registrar to the Issue MAS Services Limited at Tel: +91 112 638 7281/83, 114 132 0335 and E-mail: ipo@masserv.com. All Investors shall participate in this Issue only through the ASBA process. For details in this regard, specific attention is invited to "Issue Procedure" on page 279 of the Prospectus. Applicants should ensure that DP ID, PAN, UPI ID (if applicable, in case of investor applying through UPI mechanism) and the Client ID are correctly filled in the Application Form. The DP ID, PAN and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected. Applicant should ensure that the beneficiary account provided in the Application Form is active. Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondences related to the Issue. Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants sole risk.

**PROPOSED LISTING:** The Equity Shares offered through the Prospectus are proposed to be listed on the Emerge Platform of The National Stock Exchange of India Limited ("NSE EMERGE"). Our Company has received 'In-principle' approval from NSE for the listing of the Equity Shares pursuant to letter dated February 16, 2024, for using its name in the Prospectus for listing of our shares. For the purposes of the Issue, the Designated Stock Exchange shall be the NSE EMERGE.

**DISCLAIMER CLAUSE OF SEBI:** Since the Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, the Draft Prospectus was not filed with SEBI and SEBI has not issued any observation on Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "Disclaimer Clause of SEBI" on page 263 of the Prospectus.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of NSE."

**RISK TO INVESTORS:** Investments 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 of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Prospectus. Specific attention of the investors is invited to section titled "Risk Factors" appearing on page 24 of the Prospectus.

**BASIS OF ISSUE PRICE:** The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in chapter "Basis of Issue Price" on page 88 of the Prospectus is based on Company's Restated Financial Statements. Investors should also refer to the chapter titled "Risk Factors" and "Restated Financial Statements" on page 24 and 179 respectively of the Prospectus. The Independent Directors at a meeting recommended the Price noting that the Price is justified based on quantitative factors and key financial and operational performance indicators (KPIs) disclosed in "Basis for Issue Price" section vis-a-vis the weighted average cost of acquisition of past five primary issuances /secondary transactions disclosed in the "Basis of Issue Price" section.

**ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013:**

**MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION ("MOA") OF OUR COMPANY:** For information on the main objects of our Company, see "History and Certain Corporate Matters" on page 149 of the Prospectus and Clause III (A) of the MoA of our Company. The MoA is a material document for inspection in relation to the Offer.

**LIABILITY OF MEMBERS:** The Liability of members of Company is Limited.

**AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE:** The authorised, issued, subscribed and paid-up Equity Share capital of the Company as on the date of the Prospectus is as follows:

- Authorised Share Capital: ₹ 17,00,00,000 divided into 1,70,00,000 Equity Shares of ₹10 each.
- Pre-Issue Issued, Subscribed & Paid-up Share Capital: ₹ 10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹10 each.

For further details of the share capital and capital structure of the Company, please see "Capital Structure" on page 67 of the Prospectus.

**Name of the Signatories to the MoA of our Company and the number of Equity Shares held by them:**

- Maroti Venkoba Kawale - 4,000 shares
- Ganesh Venkatrao Kavale - 1,000 shares
- Kishan Vyankatarao Kawale - 1,000 shares
- Sagarbai Marottrao Kawale - 1,000 shares
- Sandeep Maroti Kawale - 1,000 shares
- Prayagbai Vyankatrao Kawale - 1,000 shares
- Prameshwar Kishanrao Kawale - 1,000 shares

LEAD MANAGER TO THE OFFER	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <p><b>HORIZON MANAGEMENT PRIVATE LIMITED</b> 19 R N Mukherjee Road, Main Building, 2nd Floor, Kolkata - 700 001, West Bengal, India. <b>Telephone:</b> +91 33 4600 0607 <b>Facsimile:</b> +91 33 4600 0607 <b>E-mail:</b> smeipo@horizon.net.co <b>Website:</b> www.horizonmanagement.in <b>Investor grievance:</b> investor.relations@horizon.net.co <b>SEBI Registration Number:</b> INM000012926 <b>Contact Person:</b> Manav Goenka</p>	 <p><b>MAS SERVICES LIMITED</b> T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020 <b>Telephone:</b> +91 112 638 7281/83, 114 132 0335 <b>Facsimile:</b> +91 112 638 7384 <b>E-mail:</b> ipo@masserv.com <b>Website:</b> www.masserv.com <b>Investor grievance:</b> investor@masserv.com <b>SEBI Registration No.:</b> INR000000049 <b>Contact Person:</b> N. C. Pal</p>	 <p><b>M.V.K. AGRO FOOD PRODUCT LIMITED</b> M/s. Swapna Rajaram Bansode GUT No. 44 and 46, Kusumnagar, At Post Waghalwada, Umari, Nanded – 431 807, Maharashtra, India <b>Telephone:</b> +91 862 309 4480 <b>E-mail:</b> info@mvkagrofood.com <b>Website:</b> www.mvkagrofood.com</p> <p>Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-offer or post-offer related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, etc.</p>

**AVAILABILITY OF PROSPECTUS:** Investors should note that Investment in Equity Shares involves a degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Full copy of the Prospectus is available at the website of Stock Exchange at www.nseindia.com, the website of Lead Manager at www.horizonmanagement.in, the website of our Company at www.mvkagrofood.com and the website of SEBI at www.sebi.gov.in.

**AVAILABILITY OF APPLICATION FORMS:** Application Forms can be obtained from the registered office of our Company and registered office of Lead Manager, Horizon Management Private Limited. Application Forms can also be obtained from the Stock Exchange and the list of SCSBs is available on the websites of the Stock Exchange and SEBI.

**BANKERS TO THE OFFER / REFUND BANK / SPONSOR BANK:** HDFC Bank Limited

**CREDIT RATING:** As this is an offer for Equity Shares therefore no credit rating is applicable.

**DEBENTURE TRUSTEES:** As this is an offer for Equity Shares, the appointment of Debenture Trustees is not applicable.

**IPO GRADING:** Not applicable.

**DISCOUNT TO OFFER PRICE:** Not applicable.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus.

Issued by for **M.V.K. AGRO FOOD PRODUCT LIMITED**

Sd/-

Place: Nanded

Date: February 22, 2024

**Swapna Rajaram Bansode**

**Company Secretary and Compliance Officer**

**M.V.K. AGRO FOOD PRODUCT LIMITED** is proposing, subject to market conditions and other considerations, public offer of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Mumbai, Maharashtra. **Investor should read the Prospectus carefully, including the Risk Factors on page 24 of the Prospectus before making any investment decision.** The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be issued and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those issues and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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