



(Please scan this QR Code to view this Draft Red Herring Prospectus and the Draft Abridged Prospectus)

DRAFT RED HERRING PROSPECTUS

Dated: June 30, 2026

(Please read Section 32 of the Companies Act, 2013)

100% Book Built Offer

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)



Functional & Innovative Foods

REDEFINING NUTRITION

FUNCTIONAL & INNOVATIVE FOODS LIMITED

CORPORATE IDENTITY NUMBER: U15400TZ2020PLC034564

REGISTERED & CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
1/374A Andipalayam Village Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu, India, 637214	Karthikeyan Company Secretary and Compliance Officer	Tel: 04288-252544 Email: compliance@functionalandinnovativefoods.com	www.functionalinnovativefoods.com

PROMOTER OF OUR COMPANY: SENTHIL KUMAR CHINNUSAMY

DETAILS OF THE OFFER TO THE PUBLIC

Type	Fresh Issue Size [^]	Offer for Sale Size	Total Offer Size [^]	Eligibility and Share Reservation among QIBs, NIBs and RIBs
Fresh Issue and Offer for Sale	Fresh issue of up to 6,000,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to 2,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to 8,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations") and in compliance with Regulation 6(1) of the SEBI ICDR Regulations. For further details, see "Other Regulatory and Statutory Disclosures – Eligibility for the Offer" on page 424. For details in relation to share reservation among QIBs, NIBs, RIBs, see "Offer Structure" on page 443.

DETAILS OF THE PROMOTER SELLING SHAREHOLDER, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF THE PROMOTER SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED (UP TO)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹) ⁽¹⁾
Senthil Kumar Chinnusamy	Promoter Selling Shareholder	Up to 2,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	9.82

As certified by G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026.

RISKS IN RELATION TO THE OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Cap Price and the Offer Price (as determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in "Basis for Offer Price" on page 138, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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 have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 28.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Promoter Selling Shareholder accepts responsibility for and confirms the statements specifically made or confirmed by them in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to themselves and their respective portion of Equity Shares offered by them in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Promoter Selling Shareholder assume no responsibility for any other statements, including, inter alia, any and all of the statements made by or relating to our Company or its business in this Draft Red Herring Prospectus or any other Promoter Selling Shareholder.

LISTING

The Equity Shares, once offered through the Red Herring Prospectus, are proposed to be listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE" and together with NSE, the "Stock Exchanges"). For the purposes of the Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013.

BOOK RUNNING LEAD MANAGER

NAME OF BRLM AND LOGO	CONTACT PERSON	EMAIL AND TELEPHONE
 Beeline Capital Advisors Private Limited	Nikhil Shah	Email: mb@beelinemb.com Tel: 079 4918 5784

REGISTRAR TO THE OFFER

NAME OF REGISTRAR AND LOGO	CONTACT PERSON	EMAIL AND TELEPHONE
 KFin Technologies Limited	M. Murali Krishna	Email: functional.ipo@kfintech.com Tel: +91 40 6716 2222 /1800 309 4001

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●]*	BID/OFFER OPENS ON	[●]*	BID/OFFER CLOSES ON [#]	[●]**

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

**Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

#UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

*Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.



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DRAFT RED HERRING PROSPECTUS

Dated: June 30, 2026

(Please read Section 32 of the Companies Act, 2013)

100% Book Built Offer

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)



Functional & Innovative Foods

REDEFINING NUTRITION

FUNCTIONAL & INNOVATIVE FOODS LIMITED

CORPORATE IDENTITY NUMBER: U15400TZ2020PLC034564

Our Company was originally incorporated as “Christy Novel & Innovative Foods Private Limited” on September 12, 2020, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. Subsequently, the name of our Company was changed to “Functional & Innovative Foods Private Limited”, pursuant to a resolution passed by our Board dated March 08, 2021 and a special resolution passed by our Shareholders dated March 11, 2021 and a fresh certificate of incorporation dated March 26, 2021 was issued by the Registrar of Companies, Coimbatore. Thereafter, our Company converted from a private limited company to a public limited company, pursuant to a resolution passed by our Board on February 11, 2026 and a special resolution passed by our Shareholders on February 12, 2026, following which the name of our Company was changed to “Functional & Innovative Foods Limited” and a fresh certificate of incorporation dated February 23, 2026 was issued by the Registrar of Companies, Central Processing Centre. For details in relation to changes in the name of our Company and registered office of our Company since incorporation till date, see “History and Certain Corporate Matters” on page 266.

Corporate Identity Number: U15400TZ2020PLC034564

Registered & Corporate Office: 1/374A Andipalayam Village Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu, India, 637214

Tel: 04288-252544, **Contact Person:** Karthikeyan, Company Secretary and Compliance Officer;

E-mail: compliance@functionalandinnovativefoods.com, **Website:** www.functionalinnovativefoods.com

OUR PROMOTER: SENTHIL KUMAR CHINNUSAMY

INITIAL PUBLIC OFFERING OF UP TO 8,500,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF FUNCTIONAL & INNOVATIVE FOODS LIMITED (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO [●] MILLION COMPRISING OF A FRESH ISSUE OF UP TO 6,000,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 2,500,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AGGREGATING UP TO ₹ [●] MILLION BY SENTHIL KUMAR CHINNUSAMY, (THE “PROMOTER SELLING SHAREHOLDER”) (“OFFER FOR SALE”, AND TOGETHER WITH THE FRESH ISSUE, THE “OFFER”). THE OFFER SHALL CONSTITUTE [●] % OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLM, MAY CONSIDER A PRE-IPO PLACEMENT, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC (“PRE-IPO PLACEMENT”). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. THE UTILISATION OF THE PROCEEDS RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE DONE TOWARDS THE OBJECTS IN COMPLIANCE WITH APPLICABLE LAW. PRIOR TO THE COMPLETION OF THE ISSUE AND THE ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RHP AND THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT, WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, AND ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND [●] EDITIONS OF [●], A TAMIL DAILY NEWSPAPER (TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU, WHERE THE REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE AND NSE (“BSE” AND TOGETHER WITH NSE, “THE STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”).

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 31 and Regulation 32(1) of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs” and such portion, the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary

basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which 40% shall be reserved in the following manner (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the Life Insurance Companies and Pension Funds category specified in (ii) above may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the remaining QIB Portion (“Net QIB Portion”). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 0.2 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the

SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see “**Offer Procedure**” on page 448.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Offer Price as determined and justified by our Company, in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations, as stated under “**Basis for Offer Price**” on page 138 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the 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 the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “**Risk Factors**” beginning on page 28.

ISSUER’S AND PROMOTER SELLING SHAREHOLDER ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Promoter Selling Shareholder, severally and not jointly, accept responsibility for and confirm the statements specifically made or confirmed by each of them in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to themselves and the respective portions of the Equity Shares offered by them in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Promoter Selling Shareholder, severally and not jointly, assume no responsibility for any other statements, including, inter alia, any and all of the statements made by or relating to our Company or its business in this Draft Red Herring Prospectus or any other Promoter Selling Shareholder.

LISTING

The Equity Shares to be Allotted through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see “**Material Contracts and Documents for Inspection**” on page 507.

BOOK RUNNING LEAD MANAGER

REGISTRAR TO THE OFFER



Beeline Capital Advisors Private Limited



KFin Technologies Limited

Beeline Capital Advisors Private Limited

B 1311-1314, 13th Floor,
Shilp Corporate Park, Rajpath Rangoli Road, Thaltej
Ahmedabad-380054
Gujarat, India, 380054
Tel: 079 4918 5784
E-mail: mb@beelinemb.com
Investor Grievance E-mail: ig@beelinemb.com
Website: www.beelinemb.com
Contact person: Nikhil Shah
SEBI Registration No.: INM000012917

KFin Technologies Limited

301, The Centrium, 3rd Floor, Lal Bahadur Shastri, Nav
Pada, Kurla West, Mumbai, Maharashtra, 400070
Tel: +91 40 6716 2222 /1800 309 4001
E-mail: functional.ipo@kfintech.com
Investor grievance E-mail: einward.ris@kfintech.com
Website: www.kfintech.com
Contact person: M. Murali Krishna
SEBI Registration No: INR000000221

BID/ OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE

[●]*

BID/ OFFER OPENS ON

[●]*

BID/ OFFER CLOSES ON**

[●]**

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

**Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

#UPI mandate end time and date shall be at 5:00 pm on the Bid/ Offer Closing Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SEBI Act, the Depositories Act or the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined hereinafter). In case of any inconsistency between the definitions used in this Draft Red Herring Prospectus and the definitions included in the General Information Document, the definitions used in this Draft Red Herring Prospectus shall prevail.

Notwithstanding the foregoing, terms in “Description of Equity Shares and Terms of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Our Business”, “History and Certain Corporate Matters”, “Key Regulations and Policies in India”, “Objects of the Offer”, “Basis for Offer Price” “Restriction on Foreign Ownership of Indian Securities”, “Restated Consolidated Financial Information”, and “Outstanding Litigation and Material Developments” on pages 468, 149, 155, 221, 266, 256, 104, 138, 467, 302 and 412 respectively, will have the meaning ascribed to such terms in those respective sections.

GENERAL TERMS

Term	Description
Our Company/ the Company/ the Issuer	Functional & Innovative Foods Limited, a public limited company incorporated under the Companies Act, 2013 and having its Registered & Corporate Office at 1/374A Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu-637214.
We/ us/ our	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiary, on a consolidated basis.

COMPANY RELATED TERMS

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended.
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, the SEBI Listing Regulations and as described in “ Our Management – Board Committees – Audit Committee ” on page 283.
Auditors/ Statutory Auditors	The current statutory auditors of our Company, being G Sathiyam & Co., Chartered Accountants.
Board/ Board of Directors	The board of directors of our Company, as constituted from time to time. For further details, please see “ Our Management ” on page 275.
Chairman	The managing director of our Company, namely Sudhir Reddy Rebala. For further details, please see “ Our Management ” on page 275.
Chartered Engineer	The Independent Chartered Engineer appointed by our Company in connection with the Offer, namely R K Associate.
Chief Financial Officer	The chief financial officer of our Company, being S Pugalenthiran. For further details, please see “ Our Management – Key Managerial Personnel and Senior Management ” on page 289.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Karthikeyan. For further details, please see “ Our Management – Key Managerial Personnel and Senior Management ” on page 289.

Term	Description
Corporate Office	1/374A Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu-637214
CSR Committee or Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and as described in “ <i>Our Management – Board Committees –Corporate Social Responsibility Committee</i> ” on page 287.
Director(s)	The director(s) on our Board as appointed from time to time.
D & B Cost Vetting Report	Report titled “ <i>Plant & Machinery – Cost Vetting Report</i> ” dated June 29, 2026 issued by Dun & Bradstreet. The D&B Cost Vetting Report shall be available on the website of our Company at www.functionalinnovativefoods.com
Dun & Bradstreet	Dun & Bradstreet Information Services India Private Limited
Dun & Bradstreet Report/ (D&B Report)	The industry report titled “ <i>Industry report on Food Contract Manufacturing and related food categories</i> ” dated June 29, 2026 prepared and issued by Dun & Bradstreet, pursuant to an engagement contract dated December 19, 2025. The Dun & Bradstreet Report has been commissioned and paid for by our Company, exclusively in connection with the Offer and shall be available on the website of our Company at www.functionalinnovativefoods.com till the Bid/Offer Closing Date.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each, unless otherwise stated.
Group Company	The group company identified in accordance with SEBI ICDR Regulations, whereunder the term “group company” includes (i) companies with which there were related party transactions during the nine months period ended December 31, 2025 and the Fiscals 2025, 2024 and 2023, in accordance with Ind AS 24; and (ii) any other companies as considered material by our Board, in accordance with our Materiality Policy. For further details, see “ <i>Our Group Companies</i> ” on page 299.
Independent Director(s)	Non-executive and independent directors of our Company who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see “ <i>Our Management- Board of Directors</i> ” on page 275.
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act and as further described in “ <i>Our Management - Key Managerial Personnel and Senior Management</i> ” on page 289.
Managing Director	The managing director of our Company, namely Senthil Kumar Chinnusamy. For further details, please see “ <i>Our Management – Board of Directors</i> ” on page 275.
Materiality Policy	The policy adopted by our Board on June 20, 2026, for identification of: (a) outstanding material litigation proceedings; (b) Group Company; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.
Material Subsidiary/Subsidiary	The material subsidiary, of our Company as on the date of this Draft Red Herring Prospectus is Christy Quality Foods (India) Private Limited as described in the section titled “ <i>History and certain corporate matters</i> ” on page 266.
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, the SEBI Listing Regulations and as described in “ <i>Our Management – Committees of the Board – Nomination and Remuneration Committee</i> ” on page 285.
Non-Executive Director(s)	The non-executive and non-independent directors of our Company being Sudhir Reddy Rebala and S B Sathyagiri. For further details, please see “ <i>Our Management – Board of Directors</i> ” on page 275.
Promoter	The promoter of our Company in terms of Regulation 2(1) (oo) of the SEBI ICDR Regulations is Senthil Kumar Chinnusamy. For further details, please see “ <i>Our Promoter and Promoter Group</i> ” on page 292.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of

Term	Description
	Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in “ <i>Our Promoter and Promoter Group</i> ” on page 292.
Registered Office	1/374A, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu-637214
Registrar of Companies/RoC	The Registrar of Companies, Coimbatore
Restated Consolidated Financial Information / Restated Consolidated Financial Statements	Restated Consolidated Financial Information, comprising of the restated consolidated statement of assets and liabilities as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023; the restated consolidated statements of profit and loss (including other comprehensive income); the restated consolidated statement of changes in equity; and the restated consolidated statement of cash flows for the nine months period ended December 31, 2025 and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, the material accounting policies and other explanatory information and notes, prepared to comply in all material respects with Ind AS as specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013, and restated in terms of the requirements of Section 26 of Part I of Chapter III to the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India.
Senior Management/ Senior Management Personnel/ SMP	Senior management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as further described in “ <i>Our Management-Key Managerial Personnel and Senior Management</i> ” on page 289.
Share Purchase Agreement/ SPA	Share purchase agreement dated March 31, 2023, entered into between Senthil Kumar Chinnusamy and Karthik Thangaraj
Share Purchase and Subscription Agreement	Share Purchase and Subscription Agreement dated April 01, 2024 entered by and amongst Functional & Innovative Foods Private Limited (the “Acquirer”), Senthil Kumar Chinnusamy (the “Promoter Selling Shareholder”), the Persons listed in Schedule I of the Agreement (the “Non-Promoter Selling Shareholders”) (collectively with the Promoter Selling Shareholder, the “Selling Shareholders”), Christy Quality Foods (India) Private Limited, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited (collectively, the “Target Companies”)
Shareholders	The shareholders of our Company from time to time
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in “ <i>Our Management – Board committees – Stakeholders’ Relationship Committee</i> ” on page 286.
Unit-I	Door No. 1/374A, 1/374-B, 1/372-D, 1/374-E, 1/E9 & E9A, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu-637 214
Unit-II	3/1481, Paasuran Kadu, Karumapuram Post, Morepalayam Village, Tiruchengode, Namakkal, Tamilnadu, 637205
Unit-III	5/157, PCM Building, Pudur Road, Kumaramangalam Post, Tiruchengode, Namakkal, Tamilnadu, 637205 and 145-1, Kuppandampalayam, Oduvampalayam Bus Stop, Tiruchengode, Namakkal, Tamilnadu, 637205
Unit-IV	44/1, Kumilamparappu Village, Chitode, Erode, Taluk & District – 638102, Tamil Nadu, India
Unit-V	428/2 and 428/3, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India and SF. No.431/2, 3,4,5,6,7,8, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India
Unit-VI	Plot No. 49, Industrial Area Hatod, District Dhar-453111, Madhya Pradesh, India

OFFER AND PROMOTER SELLING SHAREHOLDER RELATED TERMS

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allot/ Allotment/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares by the Promoter Selling Shareholder pursuant to the Offer for Sale to successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Bidder(s) to whom the Equity Shares are Allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹ 100.00 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company, in consultation with the BRLM, on the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLM.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than one Working Day after the Bid/Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. 40% of the Anchor Investor Portion shall be reserved in the following manner (i) 33.33% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds; and (ii) 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds, as applicable, at or above the Anchor Investor Allocation Price. Any under-subscription in the Life Insurance Companies and Pension Funds category specified may be allocated to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by an ASBA Bidder with a SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism.

Term	Description
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank(s) and Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in “ Offer Procedure ” on page 448.
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “ Bidding ” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 thereafter.
Bidder / Investor/ Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●], (a widely circulated Hindi national daily newspaper) and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where the Registered Office is located). In case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank. Our Company, in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●], a widely circulated Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where the Registered Office is located).
Bid/ Offer Period	Except in relation to Bids by Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three

Term	Description
	Working Days for all categories of Bidders, other than Anchor Investors. Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Manager/ BRLM/Manager	The book running lead manager to the Offer namely, Beeline Capital Advisors Private Limited
Broker Centers	Broker Centers of the Registered Brokers where ASBA Bidders can submit the ASBA Forms, provided that UPI Bidders may only submit ASBA Forms at such broker Centers if they are Bidding using the UPI Mechanism. The details of such broker Centers, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Beeline	Beeline Capital Advisors Private Limited
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price.
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLM, the Syndicate Members and Banker(s) to the Offer for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account.
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE, as updated from time to time.
Collecting Registrar and Share Transfer Agents/ CRTAs/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Cut-off Time	The confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date, at which the Sponsor Bank initiates the request for blocking of funds in the ASBA Accounts of the relevant Bidders.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names

Term	Description
	and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the CRTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to CRTAs. The details of such Designated CRTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
Draft Abridged Prospectus	The memorandum dated June 30, 2026 containing such salient features of this Draft Red Herring Prospectus as may be specified by SEBI in this regard.
Draft Red Herring Prospectus/ DRHP	This Draft Red Herring Prospectus dated June 30, 2026 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer including any addenda or corrigenda thereto.
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe or purchase the Equity Shares.
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares.
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an

Term	Description
	issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●].
First Bidder or Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
Fresh Issue	The fresh issue of up to 6,000,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each (including a share premium of ₹ [●] each), aggregating up to ₹ [●] million. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus with the RoC (“Pre-IPO Placement”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus. For information, see “<i>The Offer</i>” on page 71.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Manager.
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company.
ISIN	International Securities Identification Number of our Company being INE1OMW01026.
KPIs	The key performance indicators which have been used historically by our Company to understand and analyse our business performance, which in result, help us in analysing the growth of business in comparison to our peers. For further details please see “ <i>Basis for Offer Price</i> ” and “ <i>Our Business</i> ” sections beginning on pages 138 and 221, respectively.
Mobile App(s)	The mobile applications listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId4 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism.
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement dated [●] to be entered into between our Company and the Monitoring Agency.
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares of face value of ₹ 10 each, which shall be available for allocation to Mutual

Term	Description
	Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see " Objects of the Offer " beginning on page 104.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Bidders/ Non-Institutional Investors/ NIBs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 0.2 million (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, out of which i) one third shall be reserved for Bidders with Bids exceeding ₹ 0.2 million up to ₹ 1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (i) or (ii), may be allocated to Bidders in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price.
Non-Resident/NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
Offer	The initial public offering of up to 8,500,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each (including a share premium of ₹ [●] each), aggregating up to ₹ [●] million by our Company comprising a Fresh Issue of 6,000,000 Equity Shares aggregating up to [●] million and an Offer for Sale of up to 2,500,000 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million by the Promoter Selling Shareholder. For further information, see "The Offer" on page 71. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus with the RoC ("Pre-IPO Placement"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.
Offer Agreement	The agreement dated June 30, 2026 amongst our Company, the Promoter Selling Shareholder and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale component of the Offer of up to 2,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by the Promoter Selling Shareholder.

Term	Description
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band, at which Equity Shares of face value of ₹ 10 each will be Allotted to successful Bidders, other than Anchor Investors as determined in accordance with the Book Building Process and determined by our Company, in consultation with the Book Running Lead Manager, in terms of the Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 104.
Offered Shares	Up to 2,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million being offered by the Promoter Selling Shareholder.
Pre- IPO Placement	Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus with the RoC (“Pre-IPO Placement”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and the Prospectus.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●], a widely circulated Hindi national daily newspaper and [●] editions of [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where the Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Offer Price.
Promoter Selling Shareholder	Senthil Kumar Chinnusamy
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account(s)	Bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date.
Public Offer Account Bank(s)	The banks with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●].
QIB Category/ QIB Portion	The portion of the Offer (including the Anchor Investor Portion being not more than

Term	Description
	50% of the Offer comprising not more than [●] Equity Shares, which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price (or Anchor Investors)
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus/ RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto. The Bid/Offer Opening Date shall be at least three Working Days after the filing of Red Herring Prospectus with the RoC. The Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto.
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)	The Banker(s) to the Offer which are a clearing member registered with SEBI under the SEBI BTI Regulations with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of SEBI ICDR Master Circular, and other applicable circulars issued by SEBI.
Registrar Agreement	The agreement dated June 30, 2026, between our Company, the Promoter Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar to the Offer/ Registrar	KFin Technologies Limited
Resident Indian	A person resident in India, as defined under FEMA.
Retail Individual Bidders/ Retail Individual Investors(s)/ RIB(s) / RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.2 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.
SCORES	Securities and Exchange Board of India Complaints Redress System.
Self-Certified Syndicate Bank(s)/ SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId35 as applicable, or such other website as updated from time to time, and The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId4 or such other website as updated from time to time.
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●].
Share Escrow Agreement	The agreement to be entered into between our Company, the Promoter Selling

Term	Description
	Shareholder and the Share Escrow Agent in connection with the transfer of the respective portion of Equity Shares being offered by each Promoter Selling Shareholder in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Specified Locations	Bidding Centers where the Syndicate shall accept ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form.
Sponsor Bank(s)	The Bankers to the offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the UPI Bidders using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●].
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.
Sub-syndicate Members	The sub syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement to be entered into amongst our Company, the Promoter Selling Shareholder, the BRLM, the Syndicate Members and the Registrar, in relation to collection of Bids by the Syndicate.
Syndicate Members	Intermediaries (other than the BRLM) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, [●].
Syndicate/ members of the Syndicate	Together, the BRLM and the Syndicate Members.
Systemically Important Non-Banking Financial Company/ NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] entered among the Underwriters, the Promoter Selling Shareholder and our Company to be entered into on or after the Pricing Date, but prior to filing of the Prospectus with RoC.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹0.50 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents. Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI and shall provide their UPI ID in the bid-cum- application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI ICDR Master Circular along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022 (to the extent any of these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to the UPI Mechanism), along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by BSE having reference number 20220803-40 dated August 3, 2022, SEBI Circular no. SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86 dated June 11, 2025, and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard from time to time
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the NPCI.

Term	Description
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders using the UPI Mechanism initiated by the Sponsor Banks to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and the subsequent debit of funds in case of Allotment. In accordance with the applicable UPI Circulars, UPI Bidders, Bidding may apply through the SCSBs and mobile applications, whose names appears on the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time.
UPI Mechanism	The Bidding mechanism that may be used by UPI Bidders to make Bids in the Offer in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day(s)	All days on which commercial banks in Mumbai, Maharashtra, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, Maharashtra, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI, including UPI Circulars.

CONVENTIONAL AND GENERAL TERMS AND ABBREVIATIONS

Term	Description
A/c	Account.
AGM	Annual General Meeting.
AIF	Alternate Investment Fund.
AY	Assessment Year.
BSE	BSE Limited.
CAGR	Compounded Annual Growth Rate.
Category I AIF	AIFs registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.
Category I FPIs	FPIs registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations.
Category II AIF	AIF AIFs registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations.
Category II FPIs	FPIs registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations.
Category III AIF	AIFs registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31.
CDSL	Central Depository Services (India) Limited.
CGST	Central Goods and Services Tax.
CIN	Corporate Identity Number.
Copyright Act	Copyright Act, 1957.

Term	Description
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder.
Consolidated FDI Policy	The FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time.
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020.
CPC	Central Processing Centre
CRC	Central Registration Centre
CSR	Corporate Social Responsibility.
Demat	Dematerialised.
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder.
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number.
DP ID	Depository Participant's Identification Number.
DP/ Depository Participant	A depository participant as defined under the Depositories Act.
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
EGM	Extra-ordinary General Meeting.
EPCG	Export Promotion Capital Goods
EPS	Earnings Per Share.
Er.	Engineer.
ESOP	Employee Stock Option Plan.
FCNR Account	Foreign Currency Non-Resident Account.
FDI	Foreign Direct Investment.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended.
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise.
FI	Financial institutions.
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
GAAP	Generally Accepted Accounting Principles.
GIR Number	General Index Registry number.
GoI / Central Government	Government of India.
GST	Goods and Services Tax.
GSTIN	Goods and Services Tax Identification Number.
HUF	Hindu Undivided Family.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
IND AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015.
India	Republic of India.
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
IGST	Integrated GST.

Term	Description
IPO	Initial Public Offer.
IT	Information Technology.
IRDAI	Insurance Regulatory and Development Authority of India.
IT Act	The Information Technology Act, 2000.
I.T. Act	The Income Tax Act, 1961.
KPI	Key Performance Indicators.
MCA	Ministry of Corporate Affairs, Government of India.
MCLR	Marginal cost of fund-based lending rate.
MSME	Micro, Small and Medium Enterprises.
N.A. or NA	Not applicable.
NACH	National Automated Clearing House.
NAV	Net asset value.
NBFC	Non-Banking Finance Company.
NEFT	National electronic fund transfer.
Non-Resident	A person resident outside India, as defined under FEMA.
NPCI	National Payments Corporation of India.
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB/ 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 the 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 the FEMA. OCBs are not allowed to invest in the Offer.
P/E Ratio	Price/earnings ratio.
PAN	Permanent account number allotted under the I.T. Act.
PLR	Prime Lending Rate
Provident Fund	Provident Fund for employees managed by the Employee's Provident Fund Organisation in India.
RBI	Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
RONW	Return on net worth.
Rs. / Rupees/ ₹ / INR	Indian Rupees.
RTGS	Real time gross settlement.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.

Term	Description
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 issued on June 21, 2023 and updated on February 9, 2026.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI RTA Master Circular	SEBI master circular bearing number HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations.
SGST	State Goods and Services Tax.
State Government	Government of a state of India.
STT	Securities Transaction Tax.
UAE	United Arab Emirates
U. S. Securities Act	United States Securities Act of 1933, as amended.
US GAAP	Generally Accepted Accounting Principles in the United States of America.
USA/ U.S. / US	The United States of America.
USD / U.S.\$	United States Dollars.
USA/ U.S. / US	The United States of America.
USD / U.S.\$	United States Dollars.
TAN	Tax deduction account number
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.
WACA	Weighted Average Cost of Acquisition.

TECHNICAL AND INDUSTRY RELATED TERMS OR ABBREVIATIONS

Term	Description
AOAC	Association Of Official Analytical Chemists
ASEAN	Association Of Southeast Asian Nations
BE, RE	Budget Estimates, Revised Estimates
BIS	Bureau Of Indian Standards
B2C	Business-to-Consumer
B2B	Business-to-Business
BPA	Bisphenol A
CAGR	Compound Annual Growth Rate
CEPA	Comprehensive Economic Partnership Agreement
CMIE	Centre For Monitoring Indian Economy
CPSE	Central Public Sector Enterprises
D2C	Direct-To-Consumer
EBP	Ethanol Blended with Petrol
FDI	Foreign Direct Investment
FMCG	Fast-Moving Consumer Goods
FOPL	Front-Of-Pack Nutrition Labelling
FRE	First Revised Estimate

Term	Description
FSSAI	Food Safety and Standards Authority of India
GDP	Gross Domestic Product
GFCF	Gross Fixed Capital Formation
GMV	Gross Merchandise Value
GVA	Gross Value Added
HCES	Household Consumption Expenditure Survey
HFSS	High In Fat, Sugar, Or Salt
IBS	Irritable Bowel Syndrome
IEA	The International Energy Agency
IIP	Index Of Industrial Production
IMF	International Monetary Fund
INR	Indian Rupee
ISO	International Organization for Standardization
IUPAC	International Union of Pure and Applied Chemistry
Mofpi	Ministry Of Food Processing Industries
M-O-M	Month-On-Month
MOSPI	Ministry Of Statistics & Programme Implementation
MPC	Monetary Policy Committee
MPCE	Monthly Per Capita Consumption Expenditure
NSO	National Statistics Office
NSWS	National Single-Window System
ODOP	One District One Product
P	Projected
PDS	Public Distribution System
PFAS	Poly- And Perfluoroalkyl Substances
PFCF	Private Final Consumption Expenditure
PLFS	Periodic Labour Force Survey
PLI	Production Linked Incentive
PMFME	Pradhan Mantri Formalisation of Micro Food Processing Enterprises
PMKSY	Pradhan Mantri Kisan SAMPADA Yojana
QSR	Quick Service Restaurant
REIT	Real Estate Investment Trust
RTC	Ready-To-Cook
RTE	Ready-To-Eat
SAARC	South Asian Association for Regional Cooperation
SKUs	Stock Keeping Unit
UAE	United Arab Emirates
USD	United States Dollar
WEO	World Economic Outlook
WPI	Wholesale Price Index
WSO	World Spice Organisation
Y-O-Y	Year-On-Year

KEY PERFORMANCE INDICATORS

Sr. No	Metric	Unit	Explanation
GAAP Measures			
1.	Revenue from Operations	(₹ in Million)	Revenue is defined as Income arising in the course of an entity's ordinary activities
2.	Profit After Tax	(₹ in Million)	Profit or loss is the total of income less expenses, excluding the components of other comprehensive income.
Non-GAAP Measures			
3.	Compounded Growth in Revenue from Operations	(in %)	Compounded Growth in Revenue from Operations represents the compounded annual growth rate of Revenue from Operations between Fiscal 2023 and Fiscal 2025, reflecting the average annual growth

Sr. No	Metric	Unit	Explanation
			achieved by the Company over the period.
4.	EBITDA	(₹ in Million)	EBITDA represents the earnings of the Company before interest, taxes, depreciation and amortization as reduced by other income.
5.	EBITDA Margin	(In %)	EBITDA Margin represents EBITDA expressed as a percentage of revenue from operations.
6.	PAT Margin	(In %)	PAT Margin represents Profit as a percentage of revenue from operations of respective period.
7.	Return on Equity	(In %)	Return on equity represents profit/(loss) after tax attributable to owners of the parent divided by average shareholders' equity during the relevant period.
Operational Measures			
8.	Number of Customers under Contract Manufacturing	(In Numbers)	Number of Customers under Contract & Private Label Manufacturing refers to the total number of customers for whom the Company manufactures products under contract manufacturing arrangements during the respective period/fiscal.
9.	Number of Distributors	(In Numbers)	Number of Distributors for B2C Operations refers to the total number of active distributors engaged by the Company for the distribution and sale of its products to end consumers as at the end of period/fiscal.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to “India” are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. All references in this Draft Red Herring Prospectus to the (i) “U.S.”, “USA” or “United States” are to the United States of America; (ii) “Norway” are to the Kingdom of Norway; and (iii) “UAE” are to United Arab Emirates.

Unless indicated otherwise, all references to time in this Draft Red Herring Prospectus are to Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Unless indicated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the corresponding page numbers of this Draft Red Herring Prospectus.

Financial Data

Our Company’s financial year commences on April 01 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular fiscal or financial year are to the 12-month period commencing on April 01 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless indicated otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information. The restated consolidated financial information of our Company, and Subsidiary included in this Draft Red Herring Prospectus comprise the restated consolidated statement of assets and liabilities as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the nine months period ended on December 31, 2025 and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, the material accounting policies and other explanatory information, and are prepared as per requirements of (a) Section 26 of Part I of Chapter III of the Companies Act 2013, (b) the SEBI ICDR Regulations and (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, and included in “*Restated Consolidated Financial Information*” on page 302.

Unless the context otherwise requires, any percentage, amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on pages 28, 221, and 377, respectively and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Consolidated Financial Information unless otherwise stated.

Our Company has acquired Christy Quality Foods (India) Private Limited (“CQFIPL”) pursuant to a transfer of equity shares effective as at April 01, 2024. Subsequently, with effect from April, 2024, CQFIPL became a wholly owned subsidiary of our Company. Prior to the completion of the acquisition of CQFIPL by us, CQFIPL was under the control of our Promoter. Accordingly, the Restated Consolidated Financial Information has been prepared after consolidated the operations of CQFIPL, in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations with effect from April 1, 2022 as these transactions are considered common control transactions under Appendix C of Ind AS 103. Further the Restated Consolidated Information has been prepared after consolidated the operations of amalgamated entities i.e. Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited in accordance with the requirements of Appendix C to Ind AS 103, as the amalgamated entities were under the common control. For further information, see “*History and Certain Corporate Matters — Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc.*” on page 271.

There are significant differences between the Ind AS, the IFRS and the Generally Accepted Accounting Principles in the United States of America (the “U.S. GAAP”). Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with the Ind AS, the Companies Act 2013 and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify or identify the impact of the differences between the financial data (prepared under Ind AS and IFRS/U.S. GAAP), nor have we provided a reconciliation thereof. We urge you to consult your own advisors regarding such differences and their impact on our financial data included in this Draft Red Herring Prospectus. For details see, “*Risk Factors – Significant differences exist between the Indian Accounting Standards (Ind AS) used to*

prepare our financial information and other accounting principles, such as the United States Generally Accepted Accounting Principles (U.S. GAAP) and the International Financial Reporting Standards (IFRS), which may affect investors' assessments of our financial condition." on page 60.

Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar, and the impact on our financial data. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

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

Non-Generally Accepted Accounting Principles Financial Measures

Certain non-generally accepted accounting principles ("**Non-GAAP**") financial measures, such as Return on Net Worth, Net worth, Net Asset Value ("**NAV**"), Return on Equity (RoE), PAT margin, Net tangible assets, Monetary assets, Monetary assets as a percentage of Net tangible assets, Operating Profit, EBITDA and EBITDA Margin ("**Non-GAAP Financial Measures**") presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. For details in relation to reconciliation of Non-GAAP financial measures, see "***Other Financial Information***" on page 370. Further, these Non-GAAP Financial Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year 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. In addition, the Non-GAAP Financial Measures used by our Company and their definition as set out herein, are not standardised terms, hence a direct comparison of similarly titled Non-GAAP Financial Measures between companies may not be possible. Other companies may calculate the Non-GAAP Financial Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Financial Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating performance. For details see, "***Risk Factors – Significant differences exist between the Indian Accounting Standards (Ind AS) used to prepare our financial information and other accounting principles, such as the United States Generally Accepted Accounting Principles (U.S. GAAP) and the International Financial Reporting Standards (IFRS), which may affect investors' assessments of our financial condition."*** on page 60.

Industry and Market Data

Unless otherwise indicated, industry and market data used in this Draft Red Herring Prospectus has been derived from the report titled "***Industry report on Food Contract Manufacturing and related food categories***" dated June 29, 2026, ("**D&B Report**") prepared and issued by Dun & Bradstreet, pursuant to an engagement contract dated December 19, 2025. The Dun & Bradstreet Report is commissioned and paid for exclusively for the purposes of the Offer, by our Company in connection with the Offer. The data included in this Draft Red Herring Prospectus includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. A copy of the D&B Report is available on the website of our Company at www.functionalinnovativefoods.com until the Bid/Offer Closing Date. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular Fiscal/ calendar year refers to such information for the relevant Fiscal/ calendar year. Dun & Bradstreet has confirmed that it is an independent agency and has no relationship with our Company, Directors, Promoters, Promoter Group, Key Managerial Personnel, Senior Management, Subsidiaries, Group Company, Promoter Selling Shareholders or the BRLM.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. The excerpts of the Dun &

Bradstreet Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies, and assumptions may vary widely among different market and industry sources. Data from these sources may also not be comparable. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in ***“Risk Factors –This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, Dun & Bradstreet Information Services India Private Limited, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer.”*** on page 56. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, ***“Basis for Offer Price”*** on page 138 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified therein.

Currency and Units of Presentation

All references to:

- **“Rupees”** or **“₹”** or **“Rs.”** or **“INR”** are to Indian Rupees, the official currency of the Republic of India;
- **“US\$”, “U.S. Dollar”, “USD”** or **“U.S. Dollars”** are to United States Dollar, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in million or in whole numbers where the numbers have been too small to represent in million, except where specifically indicated. One million represents 10 lakhs or 1,000,000 and 10 million represents one crore or 10,000,000. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than million in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Exchange Rates

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

The following table sets forth as of the dates indicated, information with respect to the exchange rate between the Indian Rupee and certain other currencies:

Currency	Exchange Rate as on:			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
1 USD	89.92	85.58	83.37	82.22

Source: www.fbi.org.in and www.rbi.org.in

Note: The exchange rates are rounded off to two decimal places and in case of any public holiday, the previous Working Day not being a public holiday has been considered.

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FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “forward-looking statements”. These forward-looking statements include statements which can generally be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “propose”, “will continue”, “seek to”, “will achieve”, “will likely”, “will pursue” 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. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue, and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

For a further discussion of factors that could cause our actual results to differ from the expectations, see “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” on pages 28, 221 and 377, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate and the forward- looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, any Promoter Selling Shareholder, nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permissions by the Stock Exchanges. In accordance with the requirements of SEBI and as prescribed under the applicable law, the Promoter Selling Shareholder will ensure (through our Company and the BRLM) that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by them in the Red Herring Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholder to the extent of information pertaining to themselves and/or their respective portion of Equity Shares being offered by them, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Promoter Selling Shareholder.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also have an adverse effect on our business. If any or a combination of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occurs, our business, financial condition, results of operations and cash flows could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Furthermore, some events may be material collectively rather than individually.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the effect is not quantifiable and hence have not been disclosed in the applicable risk factors. Prospective investors should read this section together with “Our Business”, “Industry Overview”, “Key Regulations and Policies in India”, “Management’s Discussions and Analysis of Financial Condition and Results of Operations” and “Restated Consolidated Financial Information” on pages 221, 155, 256, 377, and 302, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors should rely on their own examination of us and the terms of the Offer, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also 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 but not limited to the considerations described below. For further details, see “Forward-Looking Statements” on page 27.

Unless the context otherwise requires, in this section, references to “we”, “us” and “our” refer to our Company and its Subsidiary on a consolidated basis while “our Company” or “the Company”, refers to our Company on a standalone basis. Our financial or fiscal year ends on March 31 of each calendar year. Accordingly, references to a “Fiscal” or “fiscal year” are to the 12-month period ended March 31 of the relevant year. References in this section to a “nine-months period” refers to the nine-months ended December 31 of a particular fiscal year. Unless otherwise stated or the context otherwise requires, the consolidated financial information included in this section is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see “Restated Consolidated Financial Information” on page 302.

We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Consolidated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions. Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus is derived from the report titled, “Industry report on Food Contract Manufacturing and related food categories” dated June 29, 2026 (“D&B Report”) prepared and issued by Dun & Bradstreet (“D&B”), pursuant to an engagement letter dated December 19, 2025. The D&B Report is commissioned and paid for by our Company in connection with the Offer. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. A copy of the D&B is available on the website of our Company at www.functionalinnovativefoods.com. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular Fiscal/ calendar year refers to such information for the relevant Fiscal/ calendar year.

Internal Risk Factor

- 1. We derived 60.36%, 69.75%, 54.39% and 46.24% of our revenue from operations during the nine-months period ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively, from our top 10 customers. Loss of such customers, a substantial reduction in purchases by such customers or our inability to attract new customers in addition to our existing customers will have a material adverse impact on our business, results of operations and financial condition.*

We are an integrated food contract manufacturing company, with a diversified portfolio of food product offering and

catering to a customer base comprising both emerging brands and multi-national Fast Moving Consumer Goods (FMCG) companies. Consequently, our business and financial condition in any given period is significantly dependent on certain key customers. The table below sets forth our revenue from our largest customer, top five (5) customers and top ten (10) customers and their contribution to our revenue from operations for the nine-months period ended December 31, 2025 and for the Fiscal 2025, 2024 and 2023 is disclosed below:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
Largest Customer	263.97	11.46	620.52	24.09	171.37	10.74	130.56	11.43
Top 5 customers	991.12	43.01	1,338.48	51.97	659.02	41.31	389.91	34.13
Top 10 customers	1,390.63	60.36	1,796.41	69.75	872.66	54.70	528.27	46.24

Notes: The largest, top 5 (five) and top 10 (ten) customers are the top one (1), top three (3) and top ten (10) customers, respectively, in terms of revenue for each of the respective period /years and may not necessarily be the same customers. Certain customers have not been disclosed here due to non-receipt of consent.

- (1) For the nine-months period ended on December 31, 2025 our top 10 customers included Kisan Commerce Private Limited, Wholsum Foods Private Limited, Christy Friedgram Industry Private Limited and Manjilas Food Tech Private Limited.
- (2) For fiscal 2025, our top 10 customers included Wholsum Foods Private Limited, Marico Limited, Kellogg India Private Limited, Manjilas Food Tech Private Limited and Christy Apparels Private Limited.
- (3) For fiscal 2024, our top 10 customers included Wholsum Foods Private Limited, Manjilas Food Tech Private Limited, Nataraj Spice & Food Products and Kellogg India Private Limited.
- (4) For fiscal 2023, our top 10 customers included Wholsum Foods Private Limited, Manjilas Food Tech Private Limited and Nataraj Spice & Food Products.

We expect that we will continue to rely significantly on our key customers for the foreseeable future. As on December 31, 2025, we served 106 major customers (customers contributing revenue of more than ₹ 1.00 million) under food contract manufacturing, of which 33 were repeat customers, which, contributed 34.31% of our revenue from operation, amounting to ₹ 797.57 million.

Our business, results from operations, and financial condition are significantly dependent on maintaining relationship with our customers, and failure or inability to maintain relationship with all or any of our top 10 customers, for any reason (including, due to failure to negotiate acceptable terms, adverse change in the financial condition of such customers for various factors such as possible bankruptcy or liquidation or other financial hardship, merger or decline in sales from such customers, reduced or delayed customer requirements, facility shutdowns, labour strikes, and, or, other work stoppages affecting production by such customers) could have a material adverse impact on our business, results of operations, financial condition and cash flows.

In addition, geopolitical factors (including disruption to supply chain, regional conflicts, or military conflict) could have an adverse impact on our relationship with our top 10 customers which may result in loss of any or all of our top 10 customers as well. Consequently, our future growth may also be subject to challenges due to our current reliance on a limited group of customers, including our top 10 customers. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future.

Further, while we have built long-standing supply relationships with customers across our business segments, we have not entered into long-term agreements or purchase arrangement with our customers. For further details, see “**Our Business – Our Customers**” and “**Our Business - Our Strengths - Established private label manufacturing capabilities with repeat customers**” on pages 240 and 226, respectively. Our relationships with our customers are therefore, dependent to a large extent on our ability to regularly meet customer requirements, customizations, including price competitiveness, efficient and timely product deliveries and consistent product quality. In the event we are unable to meet such requirements in the future, it may result in decrease in orders or cessation of business from affected customers. Our inability to diversify our customer base or to attract new customers, could have an adverse impact on our business operations.

Further, if any of our customers are exposed to financial difficulties or insolvency, the loss or delay in payments from a major customer could negatively affect our working capital, cash flow, and overall financial stability. We typically provide our customers with credit periods of 60 days to 90 days from the date of delivery, as part of our standard payment terms. While we generally assess the creditworthiness of our customers and determine the credit terms extended to them based on factors such as their financial condition, payment history and our ongoing commercial relationship, there can be no assurance that delays in collections or deterioration in the financial position of any of our customers will not occur, which could adversely affect our cash flows and working capital requirements. As a result, there is a risk that our estimates may not

be accurate. As at December 31, 2025 and as at Fiscals 2025, 2024 and 2023, our trade receivables were ₹ 698.77 million, ₹ 237.63 million, ₹ 325.44 million, and ₹ 228.96 million, respectively, which accounted for 30.06%, 9.14%, 20.16% and 19.86% of our revenue from operations, respectively. The table below shows our bad debts written-off during the nine months period ended December 31, 2025 and during Fiscals 2025, 2024 and 2023, and such amounts as a percentage of our revenue from operations:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
Bad debts written-off	0.16	0.01	1.93	0.07	1.04	0.06	0.61	0.05

Any increase in our receivable turnover days or write-offs will negatively affect our business. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, financial condition, cash flows and results of operations.

2. ***Our industry and operations are subject to volatility in the pricing of raw materials, including food staples such as soya, wheat, millets and other functional food ingredients, which are susceptible to seasonal price swings. Our inability to procure such raw materials at competitive prices, in the absence of fixed-price supplier contracts, may adversely affect our business, financial condition, cash flows and results of operations.***

Our ability to manufacture products and the cost thereof are dependent on our ability to source raw materials at acceptable prices. Our key raw materials include food staples such as soya, wheat, millets and other functional food ingredients, the prices and availability of which are subject to significant seasonal variability and fluctuations driven by factors beyond our control. These factors include crop failures, reduced harvests, adverse climatic and weather conditions, changes in global and domestic demand-supply dynamics, transportation costs, warehousing and storage constraints, and changes in applicable duties and taxes. Set out below are details of the total cost of raw materials and packing materials consumed (including purchase of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade) as a percentage of our revenue from operations for the nine-months period ended December 31, 2025 and for the Fiscal 2025, 2024 and 2023 is disclosed below:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
Cost of goods sold [^]	1,688.51	72.64	1,908.29	73.36	1,096.69	67.94	849.52	73.69

[^] Cost of goods sold includes cost of raw materials, purchase of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade.

We do not enter into long-term, fixed-price procurement contracts with our suppliers. The absence of such arrangements exposes us to the risk of spot-price volatility and sudden increases in input costs.

The prices of raw materials essential for food manufacturing are influenced by numerous factors beyond our control, including, among others, the quality of raw materials, production capacity, and supply chain logistics. Such events have not occurred during the past three Fiscals, and the nine-months ended December 31, 2025. Factors such as crop yields, seasonal variations, climatic conditions, global and domestic demand-supply dynamics, import and export restrictions, further impact the availability and pricing of these materials, thereby influencing manufacturing costs. If the prices of the raw materials required for our operations, increase significantly, we may not be able to adjust our product pricing in a timely or adequate manner to fully offset such cost increases. Our ability to pass on higher raw material costs to customers is influenced by, among other factors, prevailing market conditions, competitive pricing for comparable products, and the commercial negotiations with customers. To the extent we are unable to transfer increases in raw material prices to our customers, or where there is a significant lag in doing so due to competitive pressures, our margins may contract, and our business, financial condition, results of operations and cash flows could be adversely affected.

We procure such raw materials from a network of suppliers, based on our requirements and prevailing market conditions.

Although we have maintained longstanding commercial relationships with several of our suppliers, we generally do not enter into long-term or exclusive supply arrangements with them. An inability to procure quality raw materials on a consistent basis may lead to a decline in the quality of our product offerings which may lead to an increase in the cost of the product, decline in our sales volumes and profit margins and adversely affect our results of operations. If we are unable to reliably source these environmentally sustainable raw materials due to market shortages, logistical disruptions, regulatory changes, or price volatility, it can materially impair our ability to maintain sustainable manufacturing practices and prevent us from meeting applicable environmental guidelines and certifications. While there have been no such instances in the last three Fiscals and in the nine months ended December 31, 2025. Further, if any of our suppliers is exposed to financial difficulties or insolvency, the delay in raw material supplies from a major supplier could negatively affect our working capital, cash flow, and overall financial stability. While we have not faced delays in supplies from our major suppliers in the last three financial years and the nine months ended December 31, 2025, we cannot assure you that we will not have any such incidences in future.

3. Our operations are significantly concentrated in the states of Tamil Nadu and Karnataka. As a result, our business is exposed to region-specific risks in these states, which may adversely affect our operations by any unfavourable events affecting this region.

A significant portion of our revenue from operations is derived from customers located in Tamil Nadu, Karnataka and other states in Southern India. For details in relation to our market presence, see “**Our Business – Geographical Presence**” on page 239. The table below sets forth the geographical break-up of our sale of products for the nine-months period ended December 31, 2025 and for the Fiscal 2025, 2024 and 2023:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
North India	167.51	7.27	74.81	2.88	74.40	4.61	42.09	3.65
South India	1,984.33	86.12	2,278.15	87.58	1,415.09	87.66	1,060.26	91.97
West India	141.36	6.13	215.25	8.28	103.23	6.40	37.97	3.29
East India	8.74	0.38	5.75	0.22	2.89	0.18	2.70	0.23
Central India	0.91	0.04	0.19	0.01	0.16	0.01	0.22	0.02
Outside India	1.37	0.06	1.81	0.07	-	-	-	-
Total	2,304.23	99.13	2,575.96	99.03	1,595.77	98.85	1,143.24	99.17

Our concentration in Southern India has influenced our business strategy, customer relationships and operating performance. Accordingly, our business is exposed to risks associated with these regions, including adverse economic conditions, changes in consumer preferences and demand patterns, disruptions in transportation and logistics networks, shortages of labour or utilities, infrastructure constraints, regulatory developments, extreme weather events, natural disasters, political or social disturbances and other region-specific factors. Any such events could adversely affect our ability to procure raw materials, manufacture and distribute products, service customers and maintain our operations, which may adversely affect our business, results of operations, cash flows and financial condition. While we have not experienced any material disruptions arising from such factors during the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023, there can be no assurance that such events will not occur in the future.

Further, our continued dependence on Southern India may limit our ability to mitigate the impact of adverse developments affecting these regions. Although we intend to diversify our geographical presence through expansion into other parts of India and international markets and by enhancing our manufacturing capabilities and product portfolio, there can be no assurance that these initiatives will be successful or implemented within the anticipated timelines. Any delay or inability to successfully expand our geographical footprint and customer base may result in our continued dependence on Southern India, which could adversely affect our growth prospects, business, results of operations, cash flows and financial condition. For further details relating to our geographical expansion, see “**Our Business – Our Strategies**” on page 232.

4. We are subject to strict quality requirements, and sales of our product offerings are dependent on our quality controls and standards. Any failure to comply with quality standards may adversely affect our business prospects, cash flows and financial performance, including cancellation of existing and future orders.

All our product offerings and manufacturing processes are subject to stringent quality standards. As a result, any failure on our part to maintain applicable standards and manufacture products according to prescribed quality specifications, may lead

to loss of reputation and goodwill, cancellation of the order, loss of customers, rejection of the product, which will require us to incur additional cost, that may not be borne by the customer, which could have an adverse impact on our business prospects and financial performance. Additionally, it could expose us to pecuniary liability and/ or litigation.

Quality defects resulting from errors and omission may result in customers cancelling current or future orders resulting in damage to our reputation, loss of customers, which could adversely affect our business prospects and financial performance. While there are no instances of product returns during the nine-months period ended December 31, 2025 and Fiscal 2025, 2024 and 2023, however, there can be no assurance that our product offerings will at all times comply with customer specifications, and the rejection of a large volume of products could adversely affect our operations.

The quality of our product offerings is critical to the success of our business, which, in turn, depends on a number of factors, including the implementation and application of our quality control policy and guidelines, and strength and experience of our quality control team. As of December 31, 2025, we had a team of 21 employees in our quality assurance and quality control team. Further, we have received ISO 22000:2018 issued by Bureau Veritas Certification. For details in relation to the quality control measures adopted by us, see “***Our Business – Quality Control and Quality Assurance***” on page 248. Any significant failure or deterioration of our quality control system could result in defective or substandard products, which, in turn, may result in delays in the delivery of our products and the need to replace defective or substandard products.

5. Our proposed expansion into the manufacturing of sprouted and fortified products through a Proposed Unit-V is based on a business segment in which we have limited operating experience, and our inability to successfully scale such operations may adversely affect our business, financial condition and results of operations.

Pursuant to a resolution of our Board of Directors dated June 30, 2026, we have proposed to establish our Unit-V at 428/2 and 428/3, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamil Nadu, India and SF. No.431/2, 3,4,5,6,7,8, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India for the manufacture of sprouted and fortified products. While we currently manufacture such products at our existing Unit-I, our experience in the commercial-scale manufacturing, marketing and expansion of sprouted and fortified products is relatively limited when compared to established participants in this industry.

The proposed manufacturing unit represents an expansion of our operations in the State of Tamil Nadu and is expected to require significant managerial, technical and operational capabilities. The successful implementation and operation of the proposed unit will depend on various factors, including timely completion of the project, procurement of suitable machinery and raw materials, recruitment and retention of skilled personnel, establishment of efficient manufacturing processes, maintenance of quality standards, compliance with applicable regulatory requirements and successful market acceptance of our products.

Our limited operating history in this product segment may expose us to risks associated with production efficiencies, quality control, supply chain management, customer acquisition, pricing strategies, demand estimation and competition from more experienced manufacturers. Any inability to effectively address these challenges or successfully execute our expansion strategy may result in delays, increased costs, operational inefficiencies or lower-than-expected revenues and profitability.

Further, the proposed Unit-V is estimated to have installed capacity of 3,000 TPA on commissioning, however, there can be no assurance that the proposed manufacturing unit will achieve the anticipated production capacity, operational efficiencies or commercial success within the expected timeframe, or at all. Any such failure may materially and adversely affect our business, prospects, financial condition, cash flows and results of operations.

6. Our Company has obtained the Consent to Operate (“CTO”) however, the Consent to Establish (“CTE”) approvals for certain manufacturing facilities and historical CTE records relating to certain leased manufacturing premises are presently non-traceable. Any observations by regulatory authorities, requirement for additional compliance measures, regularisation requirements or adverse regulatory actions in relation thereto may adversely affect our business operations, financial condition, cash flows and results of operations.

Our manufacturing operations are undertaken from certain leased premises situated at (i) 1/374A, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu – 637214, (ii) 1/372-D, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu – 637214, (iii) 1/374B, Chettikadu, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu – 637214, (iv) 1/374-E, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu – 637214, and (v) No. 1/E9 and 1/E9A, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu – 637214 (collectively, the “**Unit I Leased Premises**”). The Unit I Leased Premises constitute an industrial establishment that had historically been utilised for food manufacturing activities by the previous occupant prior to

being leased to our Company.

The original Consent to Establish (“CTE”) documentation relating to the Unit I Leased Premises is presently non-traceable and despite efforts undertaken by our Company, including discussions with relevant authorities, such historical records could not be traced or retrieved. Our Company commenced operations from the Unit I Leased Premises without undertaking any structural, civil or physical modifications to the existing manufacturing infrastructure and subsequently undertook steps to obtain and update applicable regulatory approvals, including obtaining Consent to Operate (“CTO”) in its own name.

Further, one of our manufacturing facilities situated at 3/1481, Paasuran Kadu, Karumapuram Post, Morepalayam Village, Tiruchengode, Namakkal, Tamil Nadu – 637205 (“Unit II Facility”) was established and developed by our Company for undertaking manufacturing operations including manufacturing of RTE/RTC products. In connection with obtaining applicable environmental and operational approvals, our Company approached the relevant Pollution Control Board authorities for obtaining regulatory consents. Considering the stage of establishment and construction of the Unit II Facility at the relevant time, the competent authority informed the Company that issuance of a separate CTE would not be feasible and that the applicable consent process could be undertaken through issuance of Consent to Operate (“CTO”), subject to payment of prescribed charges and compliance with applicable requirements. Accordingly, our Company paid the prescribed charges and subsequently obtained CTO for the Unit II Facility.

While our Company presently operates pursuant to approvals obtained from the competent authorities, there can be no assurance that regulatory authorities may not seek additional information or documentation, raise observations regarding historical approvals or records, take a different view with respect to the absence of a separate CTE, or require regularisation, corrective actions, fresh approvals or additional compliance measures in relation to such facilities.

In the event of any regulatory proceedings, observations, penalties, compliance directions, operational restrictions, requirement to undertake corrective actions, requirement to obtain fresh approvals, adverse regulatory determinations or any disruption arising from historical or regulatory compliance matters relating to such facilities, our business operations, reputation, financial condition, cash flows and results of operations could be adversely affected.

7. *The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus has been subject to an adverse remark by our Statutory Auditor, G. Sathiyar & Co., Chartered Accountants, on account of the audit trail feature in the accounting software not being enabled. Any qualifications or matters giving rise to such adverse remark may adversely affect investors' assessment of our financial condition and results of operations.*

Our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus and prepared in accordance with the requirements of the SEBI ICDR Regulations and the applicable guidance issued by the Institute of Chartered Accountants of India has been examined by our Statutory Auditor, G. Sathiyar & Co., Chartered Accountants, who have expressed an adverse remark thereon. The adverse remark has been issued, inter alia, on account of the audit trail (edit log) feature available in the accounting software used by our Company not being enabled during the relevant period, as more particularly described in the report of our Statutory Auditor included in the chapter titled “**Restated Consolidated Financial Information**” beginning on page 302 of this Draft Red Herring Prospectus.

The absence of an enabled audit trail feature may be viewed as a deficiency in our accounting records and internal financial reporting environment and may raise concerns regarding compliance with the applicable provisions relating to maintenance of books of account. Consequently, investors may perceive our historical financial reporting processes and internal controls less favourably, which could adversely affect investor confidence, our reputation and our ability to comply with applicable laws and regulatory requirements.

The management has represented that the accounting software installed by the Company is equipped with an audit trail (edit log) facility. However, due to unprecedented technical and operational difficulties, the audit trail functionality could not be enabled during the relevant period. The management has taken note of the observations made by the Statutory Auditor and intends to enable the audit trail feature in the accounting software. The management believes that enabling such functionality will further strengthen the Company's governance framework, internal financial controls and financial reporting processes. However, there can be no assurance that the corrective measures undertaken by the Company will be considered adequate by the relevant regulatory authorities or that similar observations will not arise in the future.

Prospective investors should carefully consider the adverse remark of our Statutory Auditor, G. Sathiyar & Co., Chartered Accountants, together with the detailed explanations provided under the chapter titled “**Restated Consolidated Financial Information**” before making an investment decision.

8. *Our proposed capacity expansion plans relating to our proposed units are subject to the risk of unanticipated delays*

in implementation and cost overruns.

We intend to use a part of the Net Proceeds towards setting up of new manufacturing unit at Tamil Nadu and Madhya Pradesh. For further information, refer “***Objects of the Offer***” on page 104. Our proposed capital expenditure plans remain subject to the potential problems and uncertainties including cost overruns or delays. Problems that could adversely affect new project plans include labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing units, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre- operating expenses, taxes and duties, interest and finance charges, working capital margin and other external factors which may not be within the control of our management. There can be no assurance that the proposed capacity additions and expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements.

If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

9. Our business and the demand for our product offerings are dependent, to a significant extent, on the commercial success of our customers’ products with end consumers, and any decline in the demand for such products could adversely affect our business, results of operations and financial condition.

We manufacture a broad range of food products, including ready-to-eat (“RTE”) and ready-to-cook (“RTC”) products, staples, sugar alternatives, spices and other allied FMCG products, primarily for third-party brands under private label and contract manufacturing arrangements. Accordingly, the demand for our products is dependent, to a significant extent, on the market acceptance and commercial success of the products marketed and sold by our customers to end consumers. For further details in relation to our customers, see “***Our Business – Our Product Portfolio***” on page 236. As on December 31, 2025, our product portfolio comprised more than 25 product offerings with more than 700 Stock Keeping Units (SKUs). The table below sets forth our largest, top five (5) and top ten (10) product offerings and their contribution to our revenue from operations for the nine-months period ended December 31, 2025 and for the Fiscal 2025, 2024 and 2023 is disclosed below:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
Largest Product offering	654.12	28.14	543.12	20.88	376.06	23.30	263.75	22.88
Top 5 Product offering	1,737.67	74.75	1,833.10	70.47	1,052.05	65.17	771.44	66.91
Top 10 Product offering	2,078.34	89.41	2,286.76	87.91	1,267.54	78.52	932.93	80.92

Notes: The largest, top 5 (five) and top 10 (ten) product offerings are the top one (1), top three (3) and top ten (10) product offerings, respectively, in terms of revenue for each of the respective period /years and may not necessarily be the same product offering.

For the above-mentioned reporting period, our top 10 product offerings include Pre-mixes & Ready mixes, Sugar Alternatives, Pulses (Protein Staples), Flakes, Pure Spices, Traditional Staples & Flour, Crunches, Crisp & Makhana, Millets, Muesli, Pancakes, Blended Spice.

The performance of our customers’ products may be affected by several factors beyond our control, including changes in consumer preferences, increased competition, pricing pressures, unsuccessful product launches, adverse publicity, product recalls, changes in regulatory requirements, macroeconomic conditions, seasonal fluctuations, supply chain disruptions and the inability of our customers to effectively market and distribute their products. Any reduction in demand for our customers’ products, loss of market share by our customers or discontinuation of products for which we act as a manufacturing partner may lead to lower order volumes and reduced capacity utilisation.

While we seek to maintain long-standing relationships with our customers and diversify our product offerings and customer base, there can be no assurance that the products manufactured by us for our customers will continue to enjoy consumer acceptance or that our customers will be able to maintain or expand their market positions. Any material decline in the demand for our customers’ products could adversely affect our business, results of operations, cash flows and financial

condition.

10. We have incurred negative net cash from our operating, investing and financing activities in the past. Negative net cash in financing activities and investment activities in the future could have an adverse impact on our growth prospectus.

We have incurred negative net cash from operating, investing and financing activities on a restated consolidated basis as set out below:

(₹ in million)

Particulars	For the period/ fiscal ended on			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Net Cash flow from/ (used in) Operating Activities (A)	17.24	125.70	75.76	(51.73)
Net Cash flow from/ (used in) Investing Activities (B)	(80.62)	(156.61)	(105.77)	(101.20)
Net Cash flow from/ (used in) Financing Activities (C)	40.53	29.48	50.79	172.83
Net Increase/(Decrease) in cash & cash equivalents	(22.85)	(1.43)	20.78	19.90
Cash & Cash equivalent at the end of the year	27.22	50.07	51.50	30.72

The net cash used in investing activities is primarily attributable to purchase of property, plant & equipment, amounting to ₹ 73.21 million, ₹ 116.84 million, ₹ 107.93 million and ₹ 93.54 million during the nine-months period ended December 31, 2025 and during Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively. For further details, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 377.

While we have generated positive cash flows from operating activities in certain periods, we have incurred negative cash flows from operating activities in Fiscal 2023. Further, we have incurred significant negative cash flows from investing activities. We cannot assure you that such negative net cash flows will not continue or recur in the future. Any sustained negative cash flows may require us to rely on external financing, which may not be available on favourable terms or at all, and could adversely impact our business, financial condition, results of operations and the trading price of the Equity Shares.

11. We have not yet placed orders in relation to the capital expenditure to be incurred which we intend to fund through a portion of our Net Proceeds. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.

Our Company planning to utilize the portion of Net Proceeds from the Fresh Issue towards Funding of capital expenditure for the setting up of two new manufacturing unit at Namakkal, Tamil Nadu (**Proposed Unit-V**) for sprouted and fortified products and manufacturing unit at Dhar, Madhya Pradesh for manufacturing of existing product portfolio of our company (**Proposed Unit-VI**, together with Proposed Unit-V, ‘**Proposed Units**). For further details, see “*Objects of the Offer*” on page 104.

While we have procured quotations from various vendors in relation to the proposed units which includes civil and structural work, plant & machinery and utilities, we do not have any firm arrangements for any of them. For details, see “*Objects of the Offer*” on page 104. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment and complete Civil and structural work in a timely manner, or at all, we may encounter time and cost overruns for our proposed capital expenditure. We have estimated the total combined cost of proposed units as ₹ 370.23 million (excluding taxes), for the civil and structural work, plant and machinery and utilities. The total estimated cost is, as certified by Dun & Bradstreet, through the detailed cost vetting report, dated June 29, 2026 (“**D&B Cost Vetting Report**”). The amount of investment has been determined based on the D&B Cost Vetting Report and supported by quotations from various vendors, suppliers and contractors for arriving at the cost, which are valid as on the date of this Draft Red Herring Prospectus. For further information including details regarding quotations obtained from vendors for the purchase of equipment, see “*Objects of the Offer*” on page 104. We cannot assure you that we will be able to place orders for such equipment, in a timely manner or at all.

Further, the costs of such equipment may escalate or vary based on external factors which may not be in our control. If our actual expenses on equipment significantly exceed our estimates, or there is a delay in the delivery of such equipment, we may not be able to achieve the intended economic benefits, which in turn may adversely affect our results of operations,

financial condition, cash flows, and prospects. We may not be able to install and duly utilise the equipment to be purchased from the Net Proceeds due to factors beyond our control such as labour shortages, inadequate performance of the equipment, defects in design or construction, the possibility of unanticipated future regulatory restrictions, taxes and duties, delays in receiving or non-receipt of governmental, statutory and other regulatory approvals as we apply for them at various stages of the expansion, environment costs and other external factors. In the event of any delay in the placement of such orders and/or delivery of such equipment, the proposed schedule of implementation of our proposed expansion and deployment of the Net Proceeds may be extended or may vary accordingly, which could have an adverse impact on our growth, prospects, cash flows, results of operations and financial condition.

12. We propose to utilise a portion of the Net Proceeds for, inter alia, setting up of two new manufacturing unit at Namakkal, Tamil Nadu for sprouted and fortified products and manufacturing unit at Dhar, Madhya Pradesh for manufacturing of existing product portfolio of our company. The funding for these proposed units is based on costs derived from the D&B Cost Vetting Report and quotations received from third-party vendors and is subject to receipt of various approvals from regulatory authorities. Inadequate assumptions and estimates or failure to obtain the required approvals may have an adverse effect on our business operations.

Our Company planning to utilize the portion of Net Proceeds from the Fresh Issue towards Funding of capital expenditure for the setting up of proposed units. For further details, see “**Objects of the Offer**” on page 104. These proposed units involve significant capital expenditure and are subject to various risks associated with project implementation including delays in obtaining regulatory approvals, challenges in land use or site readiness, delays in procurement and installation of plant and machinery, availability of skilled manpower, and coordination with third-party contractors and service providers. The amount of investment has been determined based on the D&B Cost Vetting Report and supported by quotations from various vendors, suppliers and contractors for arriving at the cost, which are valid as on the date of this Draft Red Herring Prospectus. For further information including details regarding quotations obtained from vendors for the purchase of equipment, see “**Objects of the Offer**” on page 104.

Such expansion may be subject to cost overruns due to increases in input costs, changes in project scope, or unforeseen technical or operational challenges. Any delay in the implementation or commissioning of such projects may result in time and cost overruns and may defer the expected benefits from such expansion. Additionally, while all requisite approvals have been obtained for the setting-up of proposed units, certain approvals required are proposed to be applied for post-commissioning of such proposed units. There can be no assurance that the requisite approvals will be obtained in a timely manner or at all, and any delay in, or failure to obtain, such approvals may result in variations in the schedule of deployment. Also see “- **Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval**” on page 39 above.

In addition, the success of the setting up of proposed units is dependent on our ability to achieve anticipated capacity utilisation levels, secure adequate demand for the increased production and operate the expanded facilities efficiently. There can be no assurance that the proposed capacity addition will be utilised at expected levels or that such facilities will generate the anticipated returns.

While we have not experienced any material delays or cost overruns in the implementation of our past projects during the nine months period ended December 31, 2025 and in Fiscals 2025, 2024 and 2023, there can be no assurance that similar issues will not arise in respect of the proposed projects. Any such delays, cost overruns or failure to achieve expected benefits could adversely affect our business, financial condition and results of operations.

13. A portion of the Net Proceeds is proposed to be utilized for Prepayment or scheduled re-payment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company.

Our Company has entered into certain financing arrangements with banks and financial institutions for term loans and working capital facilities to fund its expansion activities and operational requirements. As of May 31, 2026, our Company’s total outstanding borrowings amounted to ₹ 465.05 million on consolidated basis. We intend to utilize an amount of ₹ 200.00 million from the Net Proceeds in order to repay/ prepay, in full or in part, certain or all of the borrowings availed by our Company, which constitutes 43.01% of our total outstanding borrowings, on a consolidated basis, as of May 31, 2026. For details of our financing arrangements, see “**Financial Indebtedness**” on page 375.

The following table sets forth details of certain borrowings availed by our Company, which are outstanding as on May 31, 2026, out of which our Company may repay/prepay, all or a portion of, any or all of the borrowings, from the Net Proceeds:

Sr No	Name of the Lender	Nature of borrowing	Date of Latest Sanction letter	Date of disbursement of loan	Amount sanctioned as at May 31, 2026 (₹ in million)	Amount outstanding as at May 31, 2026 (₹ in million)	Rate of interest as at May 31, 2026*	Repayment schedule/ Tenor	Purpose as mentioned in Sanction letter*	Pre-payment conditions/ penalty, if any	Whether utilised for capital expenditure (Yes/ No)
1.	HDFC Bank Limited	Cash Credit	May 30, 2026	September 12, 2022	110.00	108.49	8.85%	12 Months (Subject to renewal)	For Working Capital Purpose	4% of the Overall Facility Limit	No
2.	HDFC Bank Limited	Cash Credit	May 30, 2026	September 18, 2024	49.00	48.63	8.10%	12 Months (Subject to renewal)	For Working Capital Purpose	4% of the Overall Facility Limit	No
3.	Indian Bank	Cash Credit	June 02, 2026	March 21, 2024	50.00	48.64	8.40%	12 Months (Subject to renewal)	For Working Capital Purpose	4% of the Overall Facility Limit	No
Total					209.00	205.76					

In accordance with Para 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate to be obtained from the statutory auditor or a chartered accountant, holding a valid certificate issued by the Peer Review Board of the ICAI, certifying the utilization of loans for the purposes availed, our Company, has obtained the certificate from our Statutory Auditor, G. Sathiyam & Co. dated June 30, 2026, for the loans utilised during their audit period i.e. last three Fiscal and nine months period ended December 31, 2025.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay / repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) terms and conditions of consents and waivers, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. For further details, see “**Objects of the Offer**” on page 104. Prospective investors in the Offer will need to rely upon our management’s judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business, cash flows, financial condition and results of operations. Also see “- **The objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates. Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected**” on page 61.

14. We are subject to extensive food safety regulations administered by the FSSAI and other statutory authorities. Any non-compliance with applicable food safety standards at our contract manufacturing units, including in respect of any batch of products manufactured by us, may expose us to license suspension, criminal proceedings or other regulatory action, and could have a material adverse effect on our business, financial condition, cash flows and results of operations

As a contract manufacturer of food products, we are governed by the Food Safety and Standards Act, 2006 and the regulations framed thereunder, including the Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011, the Food Safety and Standards (Labelling and Display) Regulations, 2020, and other regulations prescribed by the Food Safety and Standards Authority of India (“FSSAI”). We are required to maintain valid FSSAI licences for each of our manufacturing units and to comply with prescribed standards of hygiene, quality, labelling and product safety at all times. For further details, see “**Key Regulations and Policies in India**” and “**Government and Other Statutory Approvals**” on pages 256 and 417, respectively.

Any failure of a batch of products manufactured by us to conform to applicable food safety standards - whether on account of human error, equipment failure, contamination during processing or storage, or otherwise - may result in regulatory notices, product recalls, suspension or cancellation of our FSSAI licences, or initiation of criminal proceedings against our Company and its officers. Given that we manufacture products on behalf of clients whose brands are affixed to such products, a food safety incident attributable to our manufacturing operations could expose both us and our clients to significant reputational and legal risk, and may result in such clients discontinuing their engagement with us. While we have not faced any such instances of material non-compliance in the past, there can be no assurance that such instances will not occur in the future. Any such occurrence could materially and adversely affect our business, financial condition, cash flows

and results of operations.

- 15. Our Company has in the past entered into related party transactions and may continue to do so in the future and we cannot assure you that we could not have achieved more favorable terms if such transactions had not been entered into with related parties and that such transactions will not have an adverse effect on our financial conditions and result of operations.**

In the ordinary course of our business, we have entered into transactions with our Promoter, Directors, relatives of our Promoter and Directors and entities in which certain of our Promoter and Directors have an interest. Such transactions have included sale/purchase of goods, discount allowed/received, services rendered, interest expenses/income, remuneration and various types of advances. For details of our related party transactions, see “*Summary of Related Party Transactions*” and “*Restated Consolidated Financial Information – Note 38 – Related Party Disclosures*” on pages 80 and [●], respectively.

Particulars	For the period/ fiscal ended on			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Sum of all Related Party Transactions (₹ in million)	51.21	82.11	292.93	199.81
Revenue from Operations (₹ in million)	2,324.43	2,601.17	1,614.27	1,152.84
Sum of all Related Party Transactions as a percentage of Revenue from Operations (in %)	2.20	3.16	18.15	17.33

While we believe that such transactions have been entered into on an arm’s length basis and on commercially reasonable terms, there can be no assurance that we could not have achieved more favourable terms had such transactions been entered into with unrelated third parties. Further, we expect to continue to enter into related party transactions in the ordinary course of our business. Although our related party transactions are subject to applicable regulatory requirements and approval processes, such transactions may involve actual or perceived conflicts of interest and there can be no assurance that such transactions, individually or in the aggregate, will always be in the best interests of our Company or our minority shareholders.

Accordingly, any actual or perceived conflicts of interest arising from our related party transactions, or any adverse developments in relation thereto, could adversely affect our business, results of operations, cash flows and financial condition.

- 16. The functional and health food industry is subject to rapidly evolving consumer preferences. Any failure on our part to align our product development and manufacturing capabilities with emerging trends may result in client attrition and could adversely affect our business, financial condition, cash flows and results of operations.**

We operate in the functional and health food segment, a category characterized by dynamic and fast-shifting consumer preferences driven by factors such as rising health awareness, evolving nutritional science, changing lifestyles, demographic trends and increased consumer access to nutritional information through digital platforms. Product formats, ingredient profiles and nutritional claims that are commercially relevant today may become obsolete within a short period as new functional categories, superfoods and dietary paradigms emerge.

As a largely private label manufacturer, our commercial relevance is directly linked to our ability to anticipate and respond to such shifts, develop or adapt formulations in alignment with evolving client briefs, and invest in the requisite capabilities, certifications and manufacturing processes. If we are unable to develop new product formulations, incorporate novel ingredients or acquire the necessary technological capabilities in a timely and cost-effective manner, our clients may seek alternative contract manufacturing partners whose capabilities better match their product development roadmap, or may choose to invest in proprietary manufacturing infrastructure. Any such client attrition could result in reduced order volumes, revenue loss and an adverse impact on our business, financial condition, cash flows and results of operations.

- 17. The contract manufacturing market in the food industry is fragmented and competitive. Our clients may switch to lower-cost or geographically proximate manufacturers, or may elect to develop their own manufacturing capacity, which could adversely affect our business, financial condition, cash flows and results of operations.**

The food contract manufacturing segment operates largely behind the scenes and is marked by a fragmented base of small to mid-sized manufacturers, with competition centred on quality standards, regulatory compliance, scalability, and cost efficiency. (Source: D&B Report) We face competition from existing food contract manufacturers, new entrants attracted by the growth of the health food segment, and in certain cases from the clients themselves should they determine that in-house

manufacturing is commercially advantageous.

Some of our competitors may have greater financial resources, lower cost structures, more proximate manufacturing locations relative to certain client distribution hubs, or more diversified product capabilities. Our clients typically do not enter into long-term exclusive arrangements with contract manufacturers, and may evaluate alternative sourcing options on a periodic basis. If competitors offer lower pricing, superior logistics terms or broader product capabilities, our clients may reduce or discontinue their engagement with us. Additionally, if any of our key clients achieve sufficient scale, they may elect to establish or acquire dedicated manufacturing infrastructure, thereby reducing or eliminating their dependence on contract manufacturers including us. Any such development could have a material adverse effect on our revenue, business, financial condition, cash flows and results of operations.

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

We propose to utilize the Net Proceeds for the purposes described in “*Objects of the Offer*” on page 104 of this Draft Red Herring Prospectus. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. Various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Thus, the use of the Net Proceeds for the purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

Further, in accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. However, we will have flexibility in utilizing the balance Net Proceeds, if any, for general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds from the Fresh Issue in accordance with Regulation 7(2) of the SEBI ICDR Regulations.

Additionally, our Promoter would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by applicable SEBI regulations. Additionally, the requirement on the Promoter to provide an exit opportunity to such dissenting shareholders may deter the Promoter from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

Thus, we may not be able to utilise the proceeds from the Fresh Issue in this Offer in the manner set out in this Draft Red Herring Prospectus in a timely manner or at all. As a consequence of any increased expenditure, the actual deployment of funds may be higher than estimated. There is no assurance that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. In terms of the provisions of the SEBI ICDR Regulations, our Company will appoint Monitoring Agency prior to the filing of the Red Herring Prospectus, for monitoring the utilization of the Gross Proceeds however, the proposed utilization of Fresh Issue proceeds is based on our current business plan, management estimates, prevailing market conditions and other commercial considerations, which are subject to change and may not be within the control of our management.

19. Our Promoter, Directors, Key Managerial Personnel, Senior Managerial Personnel and skilled workforce are critical to our continued success, and our inability to attract, retain or replace such personnel could adversely affect our business, results of operations and financial condition.

We believe that our employees and personnel constitute one of our key assets and are critical to maintaining our competitive position in the industry. As of December 31, 2025, we had 641 permanent employees. Our continued success depends significantly on the expertise and continued services of our Promoter, Directors, Key Managerial Personnel, Senior Management and other employees, as well as the availability of an adequate and skilled workforce. The table below provides

details of attrition among our permanent employees for the periods indicated:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Number	% of Attrition rate	Number	% of Attrition rate	Number	% of Attrition rate	Number	% of Attrition rate
Employees	641	32.00	645	33.46	607	35.88	488	23.11
Key Managerial Personnel*	NA	NA	NA	NA	NA	NA	NA	NA
Senior Managerial Personnel*	NA	NA	NA	NA	NA	NA	NA	NA

*As on reporting period, our company has no KMP and SMP in place

Our future performance will depend largely on our ability to retain the continued service of our Key Managerial Personnel, Senior Managerial Personnel and our workforce. If any of our Key Managerial Personnel, Senior Managerial Personnel or other personnel terminates their services with us due to death, disability or any other reason, our business may be disrupted and we may incur additional expenses to recruit, train, and retain qualified personnel. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. Further, shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with work force could also have an adverse effect on our business, results of operations, cash flows and financial condition. While we have not experienced any disruption in our business operations due to strikes, disputes or other problems of similar nature with our work force in the during the nine months period ended December 31, 2025 and in Fiscals 2025, 2024 and 2023, there can be no assurance that we will not experience any such disruption in the future.

20. Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, results of operations, cash flows and financial condition.

As on the date of this Draft Red Herring Prospectus, our operations are carried out through four (4) manufacturing units comprising nine (9) facilities located in the State of Tamil Nadu. Set forth below are the details of our capacity utilisation, as at and for the nine-months period ended December 31, 2025 and the last three Fiscals:

Particular	Effective Installed Capacity (In Tonnes)	Actual Production (In Tonnes)	Capacity Utilisation (In %)
For the nine-months period ended December 31, 2025			
Unit-I	24,570.00	23,302.78	94.84
Unit-II	2,948.40	2,287.58	77.59
Unit-III	884.52	706.63	79.89
Unit-IV	7,985.25	6,797.33	85.12
Total	36,388.17	33,094.32	90.95
Fiscal 2025			
Unit-I	26,863.20	23,131.89	86.11
Unit-II	3,931.20	3,740.88	95.16
Unit-III	1,179.36	794.93	67.40
Unit-IV	10,647.00	6,806.17	63.93
Total	42,620.76	34,473.87	80.89
Fiscal 2024			
Unit-I	14,742.00	8,550.29	58.00
Unit-II	3,931.20	2,809.63	71.47
Unit-III	720.72	705.84	97.94
Unit-IV	10,647.00	6,256.84	58.77
Total	30,040.92	18,322.60	60.99
Fiscal 2023			
Unit-I	9,828.00	5,714.85	58.15
Unit-II	3,276.00	1,536.32	46.90
Unit-III	655.20	500.39	76.37
Unit-IV	10,647.00	5,987.72	56.24

Particular	Effective Installed Capacity (In Tonnes)	Actual Production (In Tonnes)	Capacity Utilisation (In %)
Total	24,406.20	13,739.29	56.29

Our ability to maintain our profitability depends on our ability to maintain high levels of capacity utilization and there is no assurance that our capacities will be adequately utilized in the future. Capacity utilization is affected by our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, and industry/market conditions. In the event there is a decline in the demand for our product offerings, or if we face prolonged disruptions at our facility including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing units, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, or an inability to fully realize the benefits of our recently implemented capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance.

21. Our operations and client relationships are significantly dependent on our Promoter. The absence of formal succession planning and the loss of such persons could adversely affect our business, financial condition, cash flows and results of operations.

Our business has been built on the technical expertise, industry relationships and operational knowledge of our Promoter, Senthil Kumar Chinnusamy, who is closely involved in day-to-day manufacturing decisions, client engagement, product development and quality oversight. A significant portion of our client relationships have been established and are maintained through the direct involvement of our Promoter. Similarly, our business operations, quality assurance and procurement of raw materials are supported by key managerial personnel and senior managerial personnel. For further details in of our KMPs and SMPs, see “**Our Management**” on page 275.

We do not currently have formal succession planning policy or key-man insurance arrangements in place in respect of our Promoter or key managerial personnel. The loss of services of one or more of these individuals, whether due to resignation, incapacitation or other circumstances, could result in disruption to our operations, deterioration in client relationships and a loss of institutional knowledge that may be difficult to replace within a short period of time. Further, as we transition towards a more institutionally governed entity, our ability to attract, train and retain qualified professionals to supplement and eventually succeed our current leadership will be critical to sustaining our growth. Any failure to do so could materially and adversely affect our business, financial condition, cash flows and results of operations.

22. Any change in regulatory interpretation or classification relating to environmental categorisation of certain of our manufacturing operations may require additional compliance measures and could adversely affect our business operations and financial condition.

Certain of our manufacturing operations undertaken at Unit III situated at (i) 5/157, PCM Building, Pudur Road, Kumaramangalam Post, Tiruchengode, Namakkal, Tamil Nadu – 637205 and (ii) 145-1, Kuppandampalayam, Oduvampalayam Bus Stop, Tiruchengode, Namakkal, Tamil Nadu – 637205 comprise processing, powdering and allied activities relating to spices, masala products, flour and other food products. Having regard to the nature of the manufacturing activities undertaken at Unit III, such operations were considered to fall within the "White Category" under the applicable environmental regulatory framework, pursuant to which Consent to Establish (“CTE”) and Consent to Operate (“CTO”) are generally not required.

As an additional compliance measure and in furtherance of its environmental governance framework, the Company has obtained a CTO in respect of Unit III under the “Orange Category”.

There can be no assurance that the relevant regulatory authorities will not, in the future, adopt a different interpretation regarding the environmental categorisation of our manufacturing operations or the applicability, scope or sufficiency of the approvals and consents obtained by us under applicable environmental laws. Any requirement to obtain additional approvals or consents, modify or renew existing approvals, implement additional compliance measures, suspend or alter manufacturing operations, or any adverse regulatory action, including the imposition of penalties or operational restrictions, may adversely affect our business, financial condition, cash flows and results of operations.

23. Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.

Set forth below are the details of contingent liabilities and capital commitments as on December 31, 2025, March 31, 2025, March 31, 2024, and March 31, 2023:

Contingent liabilities and commitments not provided for in respect of:

(₹ in million)

Particulars	As at December 31, 2025
Contingent liabilities	
Guarantee on behalf of others	264.90
Commitments	
Estimated amount of contracts remaining to be executed on capital accounts and not provided for	-

Guarantee on behalf of others

(₹ in million)

Particulars	As at December 31, 2025
In favour of Christy Apparels Private Limited	4.90
In favour of Christy Quality Foods (India) Private Limited	200.00
In favour of Tiruchengode MSME Cluster Packing Federation	60.00

While most of these contingent liabilities have incurred in the normal course of business, if these were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition. For further details, see ‘**Restated Consolidated Financial Information**’ on page 302. Further, we cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future.

24. *There are certain outstanding legal proceeding involving our Material Subsidiary. Any adverse outcome in such proceeding may have an adverse impact on our reputation, business, results of operations, cash flows and financial condition.*

There are certain taxation and regulatory proceedings involving our Material Subsidiary. The following table sets forth a summary of the litigation proceedings involving our Company, Subsidiary, Directors, Promoter, KMPs and SMPs in accordance with the Materiality Policy. For further details of such outstanding legal proceedings, see “**Outstanding Litigation and Material Developments**” beginning on page 412.

(₹ in million)

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Other material proceedings	Aggregate amount involved*
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiary						
By our Subsidiary	01	Nil	Nil	Nil	Nil	0.18
Against our Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil
Directors (Other than Promoter)						
By our Directors	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Directors	Nil	N.A.	Nil	N.A.	Nil	Nil
Promoter						
By our Promoter	Nil	Nil	N.A.	N.A.	Nil	Nil

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Other material proceedings	Aggregate amount involved*
Against our Promoter	Nil	N.A.	Nil	Nil	Nil	Nil
KMP						
By our KMP	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our KMP	Nil	N.A.	Nil	N.A.	N.A.	Nil
SMP						
By our SMP	Nil	N.A.	N.A.	N.A.	N.A.	Nil
Against our SMP	Nil	N.A.	Nil	N.A.	N.A.	Nil

*To the extent ascertainable and quantifiable

Further, we cannot assure you that the outstanding litigation proceedings against our Material Subsidiary will be settled in their favor, or that no additional liability will arise out of these proceedings. Further, such proceedings could divert management time and attention and consume financial resources in their defense or prosecution. Further, an adverse outcome in these proceedings may affect our reputation, standing and future business, and could adversely affect our reputation, business, results of operations, cash flows and financial conditions.

25. Our manufacturing and processing operations are dependent on the efficient functioning of our machinery and equipment, and any breakdown, malfunction or operational failure may adversely affect our operations.

Our food manufacturing and processing operations are carried out using various machinery and equipment installed at our units, including process equipment used for cleaning, grading, processing, blending, extrusion, roasting, drying and packaging or other product-specific processing operations. These include blenders, blowers, dryers, grinders, toasters, compressors, flakers, roasting equipment, conveyors and associated processing systems, which support the manufacture of products such as flours, spice blends, breakfast cereals, noodles, snacks, health mixes and other value-added food products.

The continuous and efficient functioning of such machinery and equipment is critical to maintaining our production levels, product quality and operational efficiency. Such equipment may be subject to risks including mechanical breakdown, technical malfunction, wear and tear, operational errors, power disruptions, or damage arising from accidents or other unforeseen events. Set forth below are the details of the expenses undertaken by our Company for repair of plant and machinery in the nine months period ended December 31, 2025 and the last three Fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses
Repairs to machinery	7.31	0.36	10.93	0.47	7.98	0.55	9.50	0.85
Repairs to building	0.74	0.04	0.51	0.02	1.68	0.12	0.58	0.05

Any significant failure, prolonged shutdown or disruption in the functioning of such machinery may lead to production interruptions, reduced plant utilisation, delays in fulfilling customer orders, or increased maintenance and repair costs. While there has been no instance during the nine months period ended December 31, 2025 and in Fiscals 2025, 2024 and 2023 where any material breakdown, malfunction or operational failure of machinery and equipment at our manufacturing facilities has resulted in a material adverse impact on our production or operations, there can be no assurance that such breakdowns, malfunctions or disruptions will not occur in the future. Any such events may require us to incur significant repair or replacement costs, temporarily suspend operations at the affected facilities or otherwise affect our ability to meet customer demand, which could adversely affect our business, financial condition and results of operations.

26. Our future success will depend on our ability to effectively implement our business and growth strategies. Our failure

in effectively implementing our business and growth strategies may adversely affect our results of operations.

The diversification and expansion of our product portfolio is primarily driven by the needs of our customers and technological advancements in our industry. Our success will depend, in large part, on our ability to effectively implement our business and growth strategies. Our current strategies include (i) Deepen our presence across value-added grain processing, nutritionally enhanced food ingredients and nutraceutical product categories; (ii) Strengthen our geographical presence through expansion of our Tamil Nadu manufacturing cluster and establishment of a new manufacturing unit in Madhya Pradesh; (iii) Capitalize on emerging opportunities in food contract manufacturing and related food categories; (iv) Capitalise on evolving consumer preferences and structural changes in India's consumer landscape including increasing urbanization, rising disposable incomes and evolving dietary preferences; and (v) Expand our international customer base through our contract manufacturing capabilities. For details, see '***Our Business – Our Strategies***' on page 232.

We cannot assure you that we will be able to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of our clients and other stakeholders. We believe that our business and growth strategies will place significant demands on our senior management and other resources and will require us to develop and improve operational, financial and other internal controls. Any inability to manage our business and growth strategies could adversely affect our business, financial condition and results of operations. Further, our business is, to a large extent, driven by our internal policies and mechanism. Therefore, our continued growth is intrinsically linked to our ability to follow such policies and mechanism. Our inability to maintain our growth or failure to successfully implement our growth strategies within time and cost expectations could have an adverse impact on the results of our operations, our financial condition and our business prospects.

27. Our certain manufacturing units, which is located at our Registered and Corporate Office, from where we and our subsidiary operate, as well as certain operational spaces of our Company, are located on land not owned by us and have been leased to us by our promoters, members of our promoter group and third-parties. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected.

A portion of our manufacturing units, which is located at our Registered and Corporate Office, from where we and our subsidiary operate, as well as certain operational spaces of our Company, are located on land that we do not own but have been leased to us by our promoters, members of our promoter group and third-parties under lease agreements. While we have entered into long-term lease agreements for our manufacturing facilities, the continuity of our operations at these sites is dependent on the renewal and enforceability of these lease arrangements. The table below provides details of our leased properties including our registered office and manufacturing facilities:

Sr. No.	Property	Address	Lessor/Seller/owner	Lessee / Purchaser/Tenant	Details of Agreement	Relation with the lessor of property	Duration / period of lease
1.	Registered Office / Manufacturing Facility*	SF No. 9/1, Door No. 1/374A, 1/374A1, 1/372D, and SF No. 33/1B & 33/2B, Door No. 1/374B, Andipalayam Village, Tiruchengode, Namakkal, Tamil Nadu-637214	T.S. Kumarasamy	Functional & Innovative Foods Limited	Date of Rent agreement: March 07, 2026 Rent amount: ₹ 15,000 per month	Member of promoter group	29 years commencing from March 07, 2026 to March 06, 2055
2.	Manufacturing Facility*	Survey No.8/5 and New Separate Sub-division No.8/5D, Door No.1/374E, Andipalayam Village, Andipalayam Post, Tiruchengode Taluk, Namakkal District - 637 214, Tamil Nadu, India	Handhold Ventures Private Limited	Functional & Innovative Foods Limited	Date of Rent agreement: March 07, 2026 Rent amount: ₹ 5,000 per month	Member of promoter group	29 years commencing from March 07, 2026 to March 06, 2055
3.	Manufacturing Facility*	SF No. 32/1, Door No. 1/E9 and 1/E9A, Andipalayam Village, Tiruchengode, Namakkal, Tamil Nadu-637214	Christy Friedgram Industry Private Limited	Functional & Innovative Foods Limited	Date of Rent agreement: March 07, 2026 Rent amount: ₹ 4,000 per month	Member of promoter group	March 07, 2026 to March 06, 2055
4.	Manufacturing Facility*	Door No.5/157, Kumaramangalam Village, Kumaramangalam Po, Tiruchengode Taluk, Namakkal District - 637205, Tamil Nadu	Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	Date of Rent agreement: March 10, 2026 Rent amount: ₹ 5,000 per month	Promoter	29 years commencing from March 10, 2026 to March 09, 2055
5.	Registered Office*	Door No. 1/364B, SIDCO, Industrial Estate, Andipalayam Village, Andipalayam Post, Tiruchengode Taluk, Namakkal Dist. 637214, Tamil Nadu, India	T.S. Kumarasamy	Christy Quality Foods (India) Private Limited	Date of Lease Agreement: November 25, 2025 Rent amount: ₹ 38,500 for 11 (eleven) months	Member of promoter group	11 Months from November 01, 2025 to September 30, 2026
6.	Manufacturing Facility	SF. No. 97/5 and now subdivision SF No. 97/5A and 97/6, Door No. 44/1, Kumilamparappu Village, Chitode, Erode, Taluk & District – 638102, Tamil Nadu, India	N. Senthilkumar & N. Sakthivel	Christy Quality Foods (India) Private Limited	Date of Rent Agreements: May 13, 2026 Rent Amount: To Mr. N Senthilkumar:	Third-party	7 years from May 01, 2026 to April 30, 2033

Sr. No.	Property	Address	Lessor/Seller/owner	Lessee / Purchaser/Tenant	Details of Agreement	Relation with the lessor of property	Duration / period of lease
					For 1st 3 years ₹ 1,12,200 per month For next 3 years ₹ 1,23,420 per month For last 1 year: ₹ 1,35,762 per month To Mr. N. Sakthivel: For 1st 3 years ₹ 1,07,800 per month For next 3 years ₹ 1,18,580 per month For last 1 year ₹ 1,30,438 per month		
7.	Vacant Land for Proposed Unit-V*	428/2 and 428/3, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India	Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	Date of Lease Agreement: April 18, 2026 Rent amount: ₹ 10,000 per month	Promoter	29 years commencing from April 18, 2026 to April 17, 2055
8.	Vacant Land for Proposed Unit-V*	SF. No.431/2, 3,4,5,6,7,8, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India	Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	Date of Lease Agreement: April 11, 2026 Rent amount: ₹ 10,000 per month	Promoter	29 years commencing from April 11, 2026 to April 10, 2055

*All transactions with related parties have been entered into by our Company at an arm's length basis.

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For further details in relation to our properties see "*Our Business – Immovable Properties*" on page 252.

In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for our office and facilities, and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges. While we have not faced any such incidents in the past, any such incident in future could have an adverse effect on our business, prospects, results of operations and financial condition.

Additionally, if we are unable to renew the lease or the license or relocate on commercially suitable terms, it may have a material adverse effect on our business, cash flows, results of operation and financial condition.

28. The improper processing, storage or handling of our products or raw materials, spoilage of or damage to such products or raw materials, or any actual or perceived contamination, adulteration, misbranding or non-compliance with applicable food safety standards could subject us to regulatory action, product recalls, reputational harm and adversely affect our business, results of operations and financial condition.

As a manufacturer of food products, we are exposed to risks typically associated with the food processing industry, including contamination, adulteration, spoilage, product tampering, labelling errors and deterioration of raw materials and finished products during manufacturing, packaging, storage, transportation and distribution. While we maintain quality control procedures and undertake testing of raw materials and finished products at our manufacturing units, and endeavour to comply with applicable quality and food safety standards, we cannot assure you that such measures will always be effective or that our products will be free from defects, contamination or other quality issues.

In addition, the storage, handling and transportation of our products and raw materials by us, our logistics service providers, distributors, retailers, e-commerce platforms, quick commerce platforms and other participants in the supply chain are subject to risks of contamination, spoilage and deterioration. Any failure to maintain prescribed conditions or comply with applicable food safety and labelling requirements, whether due to negligence, human error, equipment failure or otherwise, may result in damage to our products and expose us to regulatory scrutiny or legal proceedings.

Any actual or alleged contamination, adulteration, misbranding or failure to comply with applicable laws and industry standards, irrespective of whether such allegations have any factual basis, could adversely affect consumer confidence in the products manufactured by us and damage our reputation. Such events could also result in regulatory actions, investigations, penalties, suspension or cancellation of licences, product liability claims, product recalls or other legal proceedings. While we have not experienced any material product recalls during the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023, and have not been subject to any material regulatory proceedings in relation to product quality or safety, there can be no assurance that such events will not occur in the future.

Further, defending product liability claims or regulatory proceedings and undertaking voluntary or mandatory product recalls may require significant management attention and result in substantial costs and liabilities. In addition, our insurance coverage may not be adequate to cover all losses arising from such events. Any of the foregoing may adversely affect our reputation, business, results of operations, cash flows and financial condition.

29. Our Company is dependent on third party logistics and transportation service providers for the procurement of raw materials and delivery of our products. Any disruption in such services or increase in our freight, clearing and forwarding expenses could adversely affect our business, financial condition, cash flows and results of operations.

Our Company relies on third-party logistics and transportation service providers for the procurement of raw materials and the delivery of finished products to our customers. While we have not experienced any material disruption in our operations on account of transportation-related issues in the past, we cannot assure you that such disruptions will not occur in the future. Transportation services may be affected by strikes, lock-outs, adverse weather conditions, natural disasters, accidents, inadequacies in road infrastructure, labour shortages, fuel price fluctuations, regulatory changes or other events beyond our control.

Any disruption in transportation services may result in delays in the procurement of raw materials or the delivery of finished products, loss of or damage to goods in transit, increased lead times, higher logistics costs, interruption of manufacturing operations, inability to meet customer delivery schedules or other operational inefficiencies. Further, any increase in freight, clearing and forwarding expenses or any shortage or unavailability of transportation services may increase our operating costs and adversely affect our profitability.

Our freight, clearing and forwarding expenses represented 1.44%, 1.63%, 2.54% and 2.26% of our total expenses for the

nine months period ended December 31, 2025 and Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively. Accordingly, any material increase in such expenses or any significant disruption in the availability or quality of transportation and logistics services could adversely affect our business, financial condition, cash flows and results of operations. Set forth below are the details of the expenses undertaken by our Company for Freight, clearing and forwarding expenses in the nine-months period ended December 31, 2025 and the last three Fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses
Freight, clearing and forwarding expenses	28.94	1.44	37.58	1.63	36.81	2.54	25.22	2.26

30. We may be unable to adequately obtain, maintain, protect and enforce our intellectual property rights. We may also be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations.

We rely on a combination of intellectual property laws and contractual arrangements to protect our proprietary rights and as on the date of this Draft Red Herring Prospectus, we have filed applications for four trademarks under the Trade Marks Act,



1999, which include the 'Functional & Innovative Foods REDEFINING NUTRITION' wordmark, and the logo of our Company.

Further, our Material Subsidiary has four registered trademarks in India under Classes 29 and 30, including its logo



and the mark "NALAAS". Of these, two trademarks are registered under Class 29 and two trademarks are registered under Class 30, with validity extending up to July 3, 2029, November 20, 2034, March 9, 2035 and March 12, 2035, respectively.

For further details, see "**Our Business – Intellectual Property**" on page 249 of this Draft Red Herring Prospectus.

It is often difficult to register, maintain and enforce intellectual property rights in India. Statutory laws and regulations are subject to judicial interpretation and enforcement and may not be applied consistently due to the lack of clear guidance on statutory interpretation. Any claim of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending, and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. Protecting the intellectual properties of our Company is critical for maintaining competitive advantage and brand value in the industry in which we operate. Our inability to obtain or maintain our trademarks in our business, could adversely affect our reputation, goodwill, business prospectus, and results of operations.

Policing any unauthorized use of our intellectual property is difficult and costly and the steps we have taken may be inadequate to prevent the misappropriation of our intellectual property. While we have not faced any such instances of intellectual property-related litigation in the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023 that led to any material adverse impact on our business and operations, in the event that we resort to litigation to enforce our intellectual property rights in the future, such litigation could result in substantial costs and a diversion of our managerial and financial resources. There can be no assurance that we will prevail in such litigation.

31. There have been certain discrepancies in the filings made by our Company with the RoC. While our Company has filed adjudication applications and applications for correction of records in this regard, we cannot assure you that we will not be subject to penalties or that no other action will be initiated against us.

There have been certain discrepancies in the secretarial form filings and corporate records submitted by our Company with the RoC.

Set out below are the details of such discrepancies:

- It was observed that, on several occasions during the financial years 2020–21 to 2023–24, the Company's letterheads and official correspondence did not contain certain mandatory particulars prescribed under Section 12 of the Companies Act, 2013, including the telephone number, CIN and Email address. Further, pursuant to the change in the name of the Company, the former name of the Company was not reflected on certain letterheads, correspondence, and official documents, as required under the applicable provisions of law. Accordingly, the Company appears to have not fully complied with certain requirements stipulated under Section 12 of the Companies Act, 2013.
- It was observed that certain e-forms, statutory filings and the attachments thereto made by the Company contain few typographical, clerical, and inadvertent errors and discrepancies.
- Certain forms were filed delay with additional fees.

Our Company has undertaken remedial measures in relation to the above matters and is in the process of taking such further corrective actions as may be necessary. We cannot assure you that we will not be subject to penalties, fines or any other actions imposed by the relevant regulatory authorities in connection with such discrepancies and procedural non-compliances.

We cannot assure you that we will not be subject to any penalties imposed by the competent regulatory authority in connection with such discrepancies.

32. Information relating to the effective installed capacity and actual production of our manufacturing units and proposed capacity expansion included in this Draft Red Herring Prospectus are based on various assumptions and estimates. These assumptions and estimates may prove to be inaccurate and our future production and capacity may vary.

Information relating to the effective installed capacity and actual production of our manufacturing units and proposed capacity expansion included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management including expected operations, availability of raw materials, expected unit utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in stock keeping units for a particular product, unscheduled breakdowns, as well as expected operational efficiencies. Assumptions and estimates taken into account for measuring installed and actual capacities include production cycle time, process flow, machine utilisation pattern and re-utilisation of equipment during the subsequent stage of processing as well as expected operational efficiencies working 26 days in a month, at 3 shifts for 7 hours. While we have obtained a certificate dated June 26, 2026 from R K Associate, independent chartered engineer, in relation to such installed, actual and proposed capacities of our manufacturing units, future capacity utilisation at our manufacturing unit may vary significantly from the estimated production capacities. For further information, see “**Our Business – Manufacturing Facilities and Infrastructure**” on page 243. Further, the effective installed capacity, actual production, capacity utilized and other related information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other comparable companies in the industry in which we operate.

33. We are exposed to risks in relation to the availability and fluctuations in the prices of power, fuel and water. Any shortage or non-availability of power, fuel and water at reasonable cost and in a timely manner could have an adverse impact on our business, financial condition, cash flows and results of operations.

Our manufacturing facilities have significant power and fuel requirements and any interruption in the supply of power or fuel may disrupt our operations. Set out below are the power, fuel and water charges incurred by us for periods/years indicated:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses
Power, fuel and water charges	26.72	1.33	45.66	1.98	42.09	2.91	27.28	2.44

While we maintain power back-ups for our operations, there can be no assurance that such backup will be adequate in case

of any prolonged disruption. Any prolonged disruption in power may lead to stoppage of production and/or increase in cost of production due to high-cost alternatives such as use of diesel generators for power backup. Further, any unexpected or unforeseen increase in the tariff rates can increase the operating cost of our manufacturing facilities and thereby increase the production cost which we may not be able to pass on to our customers. While we have not faced any material interruption in power and fuel supplies to our manufacturing facilities or any irregular or significant hike in tariff rates as on December 31, 2025 and in Fiscals 2025, 2024 and 2023, there can be no assurance that these instances will not occur in the future. Any of the above, may adversely affect our business, financial condition, cash flows and results of operations.

34. Our Promoter has provided personal guarantees in connection with our borrowings. Our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by them in connection with our borrowings.

Our Promoter, Senthil Kumar Chinnusamy, has provided personal guarantees for our borrowings, amounting to ₹ 376.42 million as of May 31, 2026. If any of these guarantees are revoked, our lenders may require alternative guarantees or cancel such loans or facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by our Promoter, in connection with our borrowings. For further information, see “*Restated Consolidated Financial Information*” and “*Financial Indebtedness*” on pages 302 and 375, respectively.

35. We operate in a labour-intensive industry and are subject to stringent labour laws and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows.

Our manufacturing processes are labour intensive in nature, which makes us prone to labour shortage due to reasons such as labour availability, pandemics, lockouts etc., which may affect our ability to manufacture and deliver our products on time. Further, if we are unable to negotiate with the labour, it could result in work stoppages or increased operating costs due to higher than anticipated wages or benefits. During periods of shortages in labour, we may not be able to deliver or manufacture our products according to our previously determined time frames, at our previously estimated product costs, or at all, which may adversely affect our business, results of operations, cash flows and reputation.

As of December 31, 2025, we had a total of 641 employees. For details, see “*Our Business – Human Resources*” on page 250. There can be no assurance that we will not experience any disruptions in our operations due to any disputes with our employees, strike or work stoppage in the future. While we have not faced any such instance in the last three Fiscals and nine months period ended December 31, 2025, however, occurrence of such instances in the future could have an adverse effect on our business, financial condition, cash flows and results of operations.

We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. For further details see, “*Key Regulations and Policies in India*” on page 256. If labour laws become more stringent, it may become more difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

36. Our Company has not paid dividends during the last three Fiscals and during the current Fiscal. There can be no assurance that our Company will be in a position to pay dividends in the future. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable laws, including the Companies Act. Our Company has not paid dividends on its Equity Shares for Fiscal 2025, 2024 and 2023 and during the current Fiscal. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, cash requirements, capital expenditure, business prospects and restrictive covenants of our financing arrangements. Further, our Promoter will continue to hold a significant portion of our post-Issue paid-up Equity Share capital and may have a significant ability to control the payment and/or the rate of dividends. Therefore, our Company cannot assure you that it will be able to declare dividends, of any particular amount or with any frequency in the future. For further details, see “*- Our Promoter will, even after the completion of the Offer, continue to be our largest Shareholder and can influence the outcome of resolutions, which may potentially involve conflict of interest with the other Shareholders.*” and “*Dividend Policy*” on

pages 54 and 301, respectively.

37. *Our Restated Consolidated Financial Information includes the historical financial and operational performance of entities acquired pursuant to the group restructuring undertaken in Fiscal 2025, and such historical information may not be indicative of our future performance.*

Prior to the restructuring undertaken, certain entities forming part of our present group structure, including Christy Quality Foods (India) Private Limited, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited, were owned and controlled by our Promoter and members of our Promoter Group and were not subsidiaries of our Company for the purposes of consolidated financial reporting. Accordingly, their business operations, financial performance and results were accounted for separately and were not reflected in the standalone financial statements of our Company for periods prior to such restructuring.

Pursuant to the acquisition of such entities by our Company in Fiscal 2025, our Restated Consolidated Financial Information has been prepared in accordance with the applicable accounting standards, including Appendix C to Ind AS 103 relating to business combinations involving entities under common control, and has been presented as if such entities had been subsidiaries of our Company for the periods presented in this Draft Red Herring Prospectus.

Accordingly, the historical financial and operational information included in our Restated Consolidated Financial Information reflects the performance of such entities during periods when they were under the ownership and control of our Promoter and Promoter Group and not as subsidiaries of our Company. Such historical information may not necessarily be indicative of their future performance as part of our consolidated business. Further, such entities may have operated under different management structures, business strategies, internal control mechanisms, financial policies and operational priorities prior to their acquisition by our Company.

As a result, investors should exercise caution when evaluating our historical financial information, as the financial information for the periods presented may not be directly comparable across periods or necessarily be indicative of our future financial condition, results of operations or cash flows. There can be no assurance that the acquired entities will continue to perform in a manner consistent with their historical performance, and any adverse developments affecting their operations or financial performance may have a material adverse effect on our business, financial condition, results of operations and cash flows.

38. *Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like Return on Net Worth, Net worth, Net Asset Value ("NAV"), Return on Equity (RoE), PAT margin, Net tangible assets, Monetary assets, Monetary assets as a percentage of Net tangible assets, Operating Profit, EBITDA and EBITDA Margin have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as Return on Net Worth, Net worth, Net Asset Value ("NAV"), Return on Equity (RoE), PAT margin, Net tangible assets, Monetary assets, Monetary assets as a percentage of Net tangible assets, Operating Profit, EBITDA and EBITDA Margin have been included in this Draft Red Herring Prospectus. These non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ 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, Indian GAAP, or IFRS. These non-GAAP financial measures and other information relating to our operations and financial performance 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 and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

39. *Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.*

In terms of applicable laws, we require various statutory and regulatory permits, licenses, registrations, certifications, consents and approvals to carry out our business and operations (cumulatively, the **Approvals**). A majority of these Approvals are granted for a limited duration and must be periodically renewed. Further, while we have applied for some of these Approvals, we cannot assure you that such Approvals will be issued or granted to us in a timely manner, or at all. If we

do not receive these Approvals or if we are unable to renew the Approvals in a timely manner, or at all, then our business and operations may be adversely affected. We cannot assure you that such an event will not occur in the future or occurrence of such an event will not adversely affect our business. For details, see ‘**Government and Other Statutory Approvals**’ at page 417.

Further, in addition to the Approvals required for our existing operations, we will also be required to obtain, renew and maintain various statutory and regulatory approvals, permits, licenses, registrations, consents and certifications in relation to our proposed Unit V and Unit VI, as and when such approvals become applicable. Any delay in obtaining, renewing or maintaining such Approvals, or any failure to obtain the same on a timely basis or at all, may delay the commencement of operations at such proposed units, restrict our ability to execute our expansion plans, increase our costs and adversely affect our business, results of operations, cash flows and financial condition.

Moreover, the Approvals are subject to numerous conditions and there can be no assurance that these Approvals will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Suspension or revocation of the Approvals by the relevant regulatory authority, either on account of non-compliance or otherwise, would impair our Company’s operations and, consequently, have an adverse effect on our business, cash flows and financial condition. Our Company may also be liable to monetary penalties and concerned officers in default may be subject to imprisonment. While there have not been any cases during the nine months period ended December 31, 2025, and in Fiscal 2025, Fiscal 2024, and Fiscal 2023 where our Approvals were suspended or revoked, we cannot assure you that such an event will not occur in future.

Uncertainty in the applicability, 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. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

40. *Failure to maintain confidential information of our customers could adversely affect our results of operations or damage our reputation.*

As part of our business operations, we are entrusted to keep confidential certain details of our customers. While we do not have formal confidentiality agreements with our customers, there remains an ethical obligation to safeguard their confidential information. In the event of any breach or alleged breach of our confidentiality obligations, these customers may initiate litigation against us. Moreover, if our customers’ confidential information is misappropriated by us or our employees, our customers may seek damages and compensation from us. Assertions of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and substantial cost. While there have been no instances of assertions of misappropriation of confidential information or intellectual property of our customers against us in the last three Fiscals and in the nine months ended December 31, 2025, we cannot assure you that any such assertions may not be made against us going forward which may cause us to incur reputational harm.

41. *All of our manufacturing units are located within a concentrated geography in and around Tiruchengode, Namakkal District, Tamil Nadu. Any localised disruption - including fire, flood, natural disaster, regulatory action or power failure - could simultaneously affect all of our manufacturing units, halting our entire manufacturing operations, and could have a material adverse effect on our business, financial condition, cash flows and results of operations.*

As on the date of this Draft Red Herring Prospectus, we operate across 4 units comprising 9 facilities, all of which are situated within the Andipalayam Village, Karumapuram, Kumaramangalam and Kuppandampalayam localities in and around Tiruchengode, Namakkal District, Tamil Nadu. All of our manufacturing units are located within a narrow geographic radius of one another, and we do not operate any manufacturing unit in any other state or region of India. Set out below are details of our manufacturing units as on the date of this Draft Red Herring Prospectus:

Unit No.	Location
Unit-I	Door No. 1/374A, 1/374-B, 1/372-D, 1/374-E, 1/E9 & E9A, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu-637 214

Unit-II	3/1481, Paasuran Kadu, Karumapuram Post, Morepalayam Village, Tiruchengode, Namakkal, Tamilnadu, 637205
Unit-III	5/157, PCM Building, Pudur Road, Kumaramangalam Post, Tiruchengode, Namakkal, Tamilnadu, 637205 and 145-1, Kuppandampalayam, Oduvampalayam Bus Stop, Tiruchengode, Namakkal, Tamilnadu, 637205
Unit-IV*	44/1, Bhavani By-Pass Road, Erode, Tamil Nadu- 637214

*This unit belongs to Christy Quality Foods (India) Private Limited

The concentration of all our manufacturing operations within a single geographic cluster exposes us to significant operational risk. Unlike manufacturers with geographically dispersed facilities, we have no alternative or backup manufacturing location to which operations can be transferred or redirected in the event of a disruption. Accordingly, any of the following events could simultaneously affect all of our manufacturing units and result in a complete suspension of our contract manufacturing operations:

- fire, explosion or industrial accident at any one facility, which given the proximity of our units, could spread to adjoining facilities;
- flooding, cyclone, earthquake or other natural disaster affecting the Tiruchengode or Namakkal region;
- prolonged or widespread disruption in the supply of power, water or other essential utilities in the region;
- regulatory action by state or local authorities - including suspension or cancellation of licences, closure orders or show cause proceedings under applicable environmental, labour or food safety laws - that could affect multiple facilities simultaneously given that they share the same regulatory jurisdiction; or
- civil unrest, labour disputes or other local disturbances affecting the Tiruchengode area.

Any such disruption could prevent us from fulfilling outstanding manufacturing orders, result in delays in delivery to clients, trigger contractual penalties or termination rights under our client arrangements, and cause us to lose business to competing contract manufacturers. The perishable nature of certain raw materials and finished goods maintained at our facilities means that a prolonged shutdown could also result in significant inventory losses. Further, our ability to restore operations in the event of physical damage to our facilities or equipment would be dependent on the availability of replacement machinery, regulatory re-approvals etc., all of which may not be available in a timely manner.

While we have not experienced any material disruption to our manufacturing operations on account of the above factors during the nine months period ended December 31, 2025, and in Fiscal 2025, Fiscal 2024, and Fiscal 2023, there can be no assurance that such instances will not occur in the future. Any significant disruption to our manufacturing operations could have a material adverse effect on our business, financial condition, cash flows and results of operations.

42. Our inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

We operate in an industry that involves various inherent risks, including equipment failure, workplace accidents, natural disasters such as earthquakes and floods, fire, explosions, acts of terrorism, and other force majeure events. These risks can result in personal injury, property damage, environmental harm, and financial loss. To mitigate such exposures, we maintain a range of insurance policies that we consider appropriate for our operations. These policies include coverage for stocks, plant and machinery, furniture and fittings, computers and office equipment, as well as industrial all-risk and property insurance, among others. For further information, see “***Our Business – Insurance Policies***” on page 250.

The table below sets forth our total insurance coverage as of the dates indicated:

Particulars	As of December 31, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Insured assets (₹ in million)*	397.18	424.13	233.38	174.91
Percentage of total assets (%)	65.00	100.00	85.00	100.00

*Insured assets includes plant & machinery and inventory.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained

by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In the event of a loss, theft, or damage during transit, there is a possibility that our recovery through insurance may not fully compensate for the financial loss or cover the associated reputational damage. Additionally, the claims process can be time-consuming and may not fully restore the business to its previous position.

While in the last three Fiscals and the nine months period ended December 31, 2025, there has not been any instance of any claim exceeding the insurance cover, our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. Further, we do not maintain product liability insurance for our products. A product liability claim arising from quality concerns or any other reason, may adversely affect our brand image and lead to a loss of confidence of customers in our products, which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

43. Negative publicity against us, our Promoter, Promoter group, our suppliers, our customers or any of our or their affiliates could cause us reputational harm and could have a material adverse effect on our business, financial condition, results of operations and prospects.

From time to time, we, our Promoter, Promoter Group, our suppliers, our customers or any of our or their affiliates may be subject to negative publicity in relation to our or their business or staff, including publicity covering issues such as anti-corruption, safety and environmental protection. While we have not faced any such instances of negative publicity which had a material adverse effect on us in the past, such negative publicity in future, however, even if later proven to be false or misleading, and even where the entities or individuals implicated are members or employees of our suppliers, customers or our or their affiliates and not of us, could lead to a temporary or prolonged negative perception against us by virtue of our affiliation with such individuals, suppliers, customers or affiliates. Our reputation in the marketplace is important to our ability to generate and retain business. In particular, damage to our reputation could be difficult and time-consuming to repair, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

44. Our Promoter will, even after the completion of the Offer, continue to be our largest Shareholder and can influence the outcome of resolutions, which may potentially involve conflict of interest with the other Shareholders.

As on the date of this Draft Red Herring Prospectus, our Promoter holds 18,676,920 Equity Shares of face value of ₹10 each, equivalent to 99.93% of the issued, subscribed and paid-up Equity Share capital of our Company. Additionally, they will continue to hold [●]^ of the equity share capital after the completion of this Offer. Accordingly, our Promoter, collectively, will have the ability to significantly influence our corporate decision-making process. This will include the ability to appoint Directors on our Board and the right to approve significant actions at the Board and at the Shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements and any amendment to the constitutional documents. Our Company cannot assure you that the interest of the Promoter in any such scenario will not conflict with the interest of other Shareholders or with our Company's interests. Any such conflict may adversely affect our Company's ability to execute its business strategy or to operate our Company's business effectively or in the best interests of the other Shareholders of our Company.

[^]Subject to finalisation of the Basis of Allotment.

45. If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our Company has a dedicated quality assurance and quality control team comprising 21 employees, respectively, as of December 31, 2025, that is responsible for maintaining our required quality standards and inventory. We have put in place quality control processes that cover every stage of production, from raw material inspection to finished product testing, ensuring consistent product performance and compliance with customer specifications. There have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment

and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance. Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking or delivery. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Further, if we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation. As we continue to grow, there can be no assurance that there will be no instances of non-compliance with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

46. We have, in the last year, issued Equity Shares at a price that could be lower than the Offer Price.

In the preceding one year from the date of this Draft Red Herring Prospectus, our Company has issued Equity Shares at a price that may be lower than the Offer Price. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing. For details on such allotments, see “*Capital Structure –Notes to Capital Structure –Share capital history of our Company*” on page 93.

47. Our Promoter, who is also the Selling Shareholder, has subscribed to, and purchased, Equity Shares, at a price which could be below the Offer Price. The average cost of acquisition of Equity Shares by our Promoter could also be lower than the Offer Price.

Our Promoter, who is also the Selling Shareholder, has acquired Equity Shares at a price which could be below the Offer Price. For more details see “*Capital Structure*” on page 93. The average cost of acquisition of Equity Shares by our Promoters (Average Cost of Acquisition) is set out below:

Name of the Promoter [^]	Number of Equity Shares Held	Percentage of shareholding (%)	Average cost of acquisition per Equity Share (in ₹)
Senthil Kumar Chinnusamy	18,676,920	99.93	9.82

[^]Also the Promoter Selling Shareholder

*As certified by G. Sathiyam & Co., Chartered Accountant, Statutory Auditors of our Company through certificate dated June 30, 2026.

The aforementioned average cost of acquisition of Equity Shares by our Promoters may be lower than the Offer Price. The Offer Price is not indicative of the price at which our Company has issued the Equity Shares in the past or that will prevail in the open market following listing of the Equity Shares.

48. Our inability to accurately forecast demand or price for our products and manage our inventory may have an adverse effect on our business, results of operations and financial condition.

Our business depends on our ability to accurately forecast customer demand for our products. If we underestimate demand or have insufficient manufacturing capacity, we may be unable to fulfil customer requirements, resulting in lost business opportunities and adversely affecting our revenues. Conversely, if we overestimate demand, we may incur additional costs by expanding capacity, procuring excess raw materials, or manufacturing products in excess of actual requirements. Such excess inventory may lead to increased storage costs, inventory obsolescence, or delays in sale, which could adversely affect our profitability and cash flows. Accordingly, any material inaccuracies in our demand forecasts or production planning may have an adverse effect on our business, financial condition, results of operations, and cash flows. Set out below are the details of our inventory turnover ratio for the periods mentioned:

Particulars	For the period/ fiscal ended on			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Opening Inventory (A) (₹ in million)	299.70	171.72	87.47	88.64
Closing Inventory (B) (₹ in million)	467.24	299.70	171.72	87.47
Average inventory (C= (A+B)/2) (₹ in million)	383.47	235.71	129.60	88.06

Particulars	For the period/ fiscal ended on			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Revenue from operation (D)	2,324.43	2,601.17	1,614.27	1,152.84
Inventory turnover ratio (D/C)	6.06	11.04	12.46	13.09

Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations and financial condition.

49. This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, Dun & Bradstreet Information Services India Private Limited, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer.

This Draft Red Herring Prospectus includes industry related information that is derived from the Dun & Bradstreet Report, prepared by Dun & Bradstreet, a research house, pursuant to an engagement with our Company through an engagement contract dated December 19, 2025. Dun & Bradstreet has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable (“**Information**”), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. The Dun & Bradstreet Report also highlights certain industry and market data, which may be subject to estimates and, or, assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such estimates and, or, assumptions may change based on various factors. We cannot assure you that Dun & Bradstreet’s estimates and, or, assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Additionally, some of the data and information in the Dun & Bradstreet Report are also based on discussions/ conversations with industry sources. Industry sources and publications are also prepared based on information as of specific dates and may not be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Further, the Dun & Bradstreet Report is not a recommendation to invest or disinvest in our Company. Dun & Bradstreet has disclaimed all financial liability in case of any loss suffered on account of reliance on any information contained in the Dun & Bradstreet Report.

50. Our business is exposed to foreign exchange fluctuations, delays in realisation of export proceeds and risks arising from foreign currency borrowings, which may adversely affect our financial condition and results of operations.

Our exposure to the risk of changes in foreign exchange rates relates to our operating activities, when revenue and expenses are denominated in a different currency from our Company’s functional currency, which is the Indian Rupee. We have expanded our operations to the sale of goods to United Arab Emirates, Quatar, Oman, Bahrain and Tanzania. The table below provides our revenue from operations generated in currency other than Indian Rupees for the periods indicated:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
Revenue from operations generated in currency other than Indian Rupees	1.37	0.06	1.95	0.07	-	-	-	-

We are exposed to foreign exchange fluctuations. The exchange rate between the Indian Rupee and foreign currencies, primarily the USD, has fluctuated in the past and our results of operations have been impacted by such fluctuations and may be impacted by such fluctuations in the future. For example, during times of strengthening of the Indian Rupee, we expect that our revenue from offerings from markets outside India will generally be negatively impacted as foreign currency

received will be translated into fewer Indian Rupees. However, the converse positive effect of depreciation in the Indian Rupee may not be sustained or may not show an appreciable impact in our results of operations in any given financial period due to other variables impacting our business and results of operations during the same period. Accordingly, any appreciation or depreciation of the Indian Rupee against these currencies can impact our results of operations. We remain exposed to foreign exchange fluctuations and may be required to recognize losses or make provisions for such differences in accordance with applicable accounting standards, which could adversely affect our business, results of operations, cash flows and financial condition.

51. Our business has grown consistently including our revenue from operations, and we may fail to manage our growth effectively.

We have experienced consistent growth in our business. The following table sets forth certain financial information for our Company for the periods indicated:

Sr. No.	Key Performance Indicators (KPIs)	Unit	Nine months period ended December 31, 2025 [^]	Fiscal 2025	Fiscal 2024	Fiscal 2023
GAAP Measures						
1.	Revenue from Operations	(₹ in Million)	2,324.43	2,601.17	1,614.27	1,152.84
2.	Profit After Tax	(₹ in Million)	256.08	232.22	137.59	32.23
Non - GAAP Measures						
3.	Compounded Growth in Revenue from Operations	(in %)	NA	50.21		
4.	EBITDA	(₹ in Million)	369.65	338.29	208.65	68.82
5.	EBITDA Margin	(In %)	15.90	13.01	12.93	5.97
6.	PAT Margin	(In %)	11.00	8.91	8.49	2.79
7.	Return on Equity	(In %)	51.74	85.58	69.40	42.71
Operational Metrics						
8.	Number of Customers under Contract Manufacturing	(In Numbers)	413	418	406	378
9.	Number of Distributors	(In Numbers)	450	562	615	554

[^]Not annualized

KPI as identified and approved by the Audit Committee of the board of directors of our Company pursuant to their resolution dated June 30, 2026 and certified by G. Sathyan & Co., Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated June 30, 2026.

Notes:

- Revenue from operations is as per the restated consolidated statement of profit and loss for the relevant period / year.
- Profit for the period/ year ("PAT") means profit for the year/ period as appearing in the restated consolidated statement of profit and loss for the relevant period / year.
- Compounded Growth in Revenue from Operations is defined as the compounded annual growth rate ("CAGR") of Revenue from Operations from the first financial year in the reporting period to the latest completed financial year in the reporting period.
- EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as sum of Profit before tax for the period/year, finance cost, depreciation and amortization expense as reduced by other income.
- EBITDA Margin (%) is calculated as EBITDA as a percentage of Revenue from operations.
- PAT Margin (%) is calculated as PAT as a percentage of Total income.
- Return on Equity % is computed as profit/ (loss) for the period/ year attributable to owners of the parent as divided by average equity attributable to owners of the shareholders. Average equity attributable to owners of the shareholders is calculated as average of equity attributable to owners of the shareholders as at the beginning and at the end of the year/period.
- Number of Customers under Contract Manufacturing refers to the total number of customers for whom the Company manufactures products under contract manufacturing arrangements during the respective period/fiscal.
- Number of Distributors for B2C Operations refers to the total number of active distributors engaged by the Company for the distribution and sale of its products to end consumers as at the end of period/fiscal.

Further, our historical growth rates and profitability may not be indicative of future growth or profitability, and we cannot assure you that we will be able to maintain our past growth rate or profitability. For further details, also see "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on page 377. We intend to continue expansion to pursue existing and potential market opportunities. In this regard, we plan to invest approximately ₹ 370.23 million from the Net Proceeds as capital expenditure for setting up of a new manufacturing units at Namakkal, Tamil Nadu and Dhar, Madhya Pradesh. For details, see "**Objects of the Offer**" on page 104. While we have not faced any instances of inability to manage our growth in the nine months ended December 31, 2025 and in Fiscals 2025, 2024 and 2023 that led to any material

adverse effect on our business and operations, any such instances in the future could disrupt our ongoing business, distract our management and employees and increase our expenses.

52. Any delay in payment of statutory dues in future, may result in the imposition of penalties and in turn may have an adverse effect on our business, financial condition, results of operation and cash flows.

We are required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, professional tax and labour welfare fund. The table below sets forth the details of the statutory dues paid by our Company in relation to our employees for the periods indicated below:

Nine months period ended December 31, 2025:

Nature of Payment	No. of employees as on the last day of the period	Total dues (₹ in million)	Paid (₹ in million)	Unpaid (₹ in million)
Employee state insurance	177	0.73	0.73	-
Provident fund	313	5.38	5.38	-
Gratuity	759	0.19	0.19	-
Professional tax	44	0.08	0.08	-
Tax deducted at source on salary	58	-	-	-
Labour welfare fund	187	0.01	0.01	-

Fiscal 2025:

Nature of Payment	No. of employees as on the last day of the Fiscal	Total dues (₹ in million)	Paid (₹ in million)	Unpaid (₹ in million)
Employee state insurance	212	1.19	1.19	-
Provident fund	276	8.02	8.02	-
Professional tax	1	0.00	0.00	-
Tax deducted at source on salary	56	0.16	0.16	-
Labour welfare fund	228	0.01	0.01	-

Fiscal 2024:

Nature of Payment	No. of employees as on the last day of the Fiscal	Total dues (₹ in million)	Paid (₹ in million)	Unpaid (₹ in million)
Employee state insurance	226	1.18	1.18	-
Provident fund	286	7.22	7.22	-
Professional tax	1	0.00	0.00	-
Tax deducted at source on salary	36	0.22	0.17	-
Labour welfare fund	123	0.01	0.01	-

Fiscal 2023:

Nature of Payment	No. of employees as on the last day of the Fiscal	Total dues (₹ in million)	Paid (₹ in million)	Unpaid (₹ in million)
Employee state insurance	178	0.82	0.82	-
Provident fund	292	4.95	4.95	-
Professional tax	1	0.00	0.00	-
Tax deducted at source on salary	10	0.14	0.14	-
Labour welfare fund	210	0.01	0.01	-

There have been certain instances of defaults/delays in the payment of certain statutory dues in the past by our Company and our Subsidiaries. The details pertaining to such delays are set out below:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Instance of Delays	Amount (₹ in million)	Instance of Delays	Amount (₹ in million)	Instance of Delays	Amount (₹ in million)	Instance of Delays	Amount (₹ in million)
Employee State Insurance	01	0.02	06	0.03	-	-	02	Negligible
Provident Fund	-	-	02	0.11	-	-	01	Negligible
Total	01	0.02	08	0.14	-	-	04	Negligible

Any delay in payment of statutory dues in future, may result in the imposition of penalties and in turn may have an adverse effect on our business, financial condition, results of operation and cash flows.

53. Our business and operations are capital intensive, and we may require significant financing to support our growth strategies and expansion plans. Any failure to raise additional financing could have an adverse effect on our business, results of operations, financial condition and cash flows.

We require a substantial amount of capital to build and maintain our manufacturing units, purchase equipment and machineries, implement new technologies in our new and existing plants and facilitate our expansion plans. The table below sets forth our capital expenditure towards purchase of property, plant and equipment and intangible assets (including capital work-in-progress) for the periods indicated:

Particulars	For the period/ fiscal ended on			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Capital Expenditure* (₹ in million)	175.73	116.80	107.91	90.34
Capital expenditure as a % of total assets (in %)	10.77	11.86	12.51	15.46

* Capital expenditure means addition in the gross block of Property, plant & equipment and CWIP during the respective year / period.

Additionally, our Company is also planning to undertake capital expenditure requirements of our Company towards, inter alia, Funding capital expenditure for the setting up of new manufacturing unit at Namakkal, Tamil Nadu (**Proposed Unit-V**) for sprouted and fortified products and Funding capital expenditure for the setting up of new manufacturing unit at Dhar, Madhya Pradesh for manufacturing of existing product portfolio of our company (**Proposed Unit-VI**, together with Proposed Unit-V, '**Proposed Units**'), respectively, through the Net Proceeds. For further details, see "**Objects of the Offer**" on page 104.

Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, existing terms under our financing agreements, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to obtain such financing in a timely manner, at a reasonable cost and on acceptable terms, we may be forced to delay our expansion plans, downsize or abandon such plans, which may materially and adversely affect our business, financial condition and results of operations, as well as future prospects.

Further, our manufacturing facilities are equipped with adequate machinery and production equipment. However, we cannot assure you that in the future, we will be able to successfully make timely and cost-effective enhancements, additions or replacements to our current technological infrastructure. Our industry is subject to technological changes with the constant introduction of new and enhanced processes, machinery and technologies. Our failure to successfully adopt and implement such technological changes may increase our costs or reduce our competitiveness, which may adversely affect our business, financial condition, cash flows and results of operations.

54. We will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholders will receive the net proceeds from the Offer for Sale.

The Offer consists of a Fresh Issue and an Offer for Sale. The Offer for Sale comprises [●]^ of the total Offer size. The

Promoter Selling Shareholders will be entitled to the Net Proceeds from the Offer for Sale, which comprises proceeds from the Offer for Sale net of Offer Expenses to be shared by the Promoter Selling Shareholders, and we will not receive any proceeds from the Offer for Sale. For further information, see “**Objects of the Offer**” on page 104.

[^]Subject to finalisation of the Basis of Allotment.

55. Significant differences exist between the Indian Accounting Standards (Ind AS) used to prepare our financial information and other accounting principles, such as the United States Generally Accepted Accounting Principles (U.S. GAAP) and the International Financial Reporting Standards (IFRS), which may affect investors’ assessments of our financial condition.

We have not attempted to quantify the impact of U.S. GAAP or any other system of accounting principles on the Restated Consolidated Financial Information, prepared and presented in accordance with Ind AS for the nine-months period ended December 31, 2025 and for the Fiscals 2025, 2024, and 2023, included in this Draft Red Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or any other accounting principles. U.S. GAAP differs in significant respects from Ind AS. Accordingly, the degree to which the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Additionally, Ind AS differs in certain respects from IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

56. Our Promoter, who is also the Selling Shareholder, have subscribed to, and purchased, Equity Shares, at a price which could be below the Offer Price. The average cost of acquisition of Equity Shares by our Promoter could also be lower than the Offer Price.

Our Promoter, who is also the Selling Shareholder, have acquired Equity Shares at a price which could be below the Offer Price. For more details see ‘**Capital Structure**’ on page 93.

The average cost of acquisition of Equity Shares by our Promoter (Average Cost of Acquisition) is set out below:

Name	Number of Equity Shares acquired	Average Cost of Acquisition per Equity Share (in ₹) *
Promoter[^]		
Senthil Kumar Chinnusamy	18,676,920	9.82

[^] Also the Promoter Selling Shareholder

* As certified by G. Sathiyar & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026.

The aforementioned average cost of acquisition of Equity Shares by our Promoter may be lower than the Offer Price. The Offer Price is not indicative of the price at which our Company has issued the Equity Shares in the past or that will prevail in the open market following listing of the Equity Shares.

57. Our Company has availed certain unsecured borrowing which is repayable on demand.

As of May 31, 2026, we had outstanding unsecured borrowings that amounted to ₹ 62.06 million, availed from related parties. The total outstanding unsecured borrowings availed by us form 13.34% of our total outstanding borrowings respectively, as on May 31, 2026. Since these loans are unsecured, it does not require any collateral, and is repayable on demand. Any unforeseen demand for immediate repayment could adversely affect our liquidity, cash flow, and financial stability. A significant disruption in our ability to manage or refinance these liabilities may also impact our operations and overall financial health. For further details of our unsecured loans, please refer “**Financial Indebtedness**” and “**Restated Consolidated Financial Information**” on pages 375 and 302, respectively.

58. Our Company has extended performance guarantees with respect to certain debt facilities and contractual obligations of our Subsidiary. In the event of failure of our Subsidiary to successfully repay its loans or discharge its obligations under these arrangements, the corporate guarantees provided by our Company may be invoked which may adversely affect cash flow and financial conditions of our Company.

Our Company has extended performance guarantees with respect to certain debt facilities and contractual obligations of our Subsidiary. Set out below are the details of such guarantees provided by our Company:

Guarantee issued

(₹ in million)

Particular	As at the nine-months period/financial year ended			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
- Corporate Guarantee issued for availing enhanced cash credit facilities by Christy Quality Foods (India) Private Limited	200.00	-	-	-
Total	200.00	-	-	-

In the event our Subsidiary fail to repay its debt facilities / default in the payment of its debt facilities or discharge their obligations under these arrangements, the corporate guarantee extended by our Company may get invoked. Consequently, our Company may be required to repay the outstanding amount. While none of the corporate guarantees provided by our Company for such third parties have been invoked in the nine months period ended December 31, 2025, and during the last three Fiscals there can be no assurance that such guarantees will not be revoked in the future. For further details, see “- ***Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition***” and “***Restated Consolidated Financial Information***” on pages 41 and 302, respectively.

59. Conflicts of interest may arise out of common pursuits between our Company and our Subsidiary, in which our Promoter and Directors have interest.

There are common pursuits amongst our Company and our Subsidiary, i.e., Christy Quality Foods (India) Private Limited (“CQFIPL”), by virtue of engagement in similar business activities. The objects of the memorandum of association of CQFIPL permits it to undertake business activities that are similar to our Company. Further, our Promoter and Directors also have an interest in this entity to the extent of their directorships in CQFIPL. Whilst we cannot assure you that a conflict of interest will not arise if this entity decides to pursue such activities in future, our Company shall adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any instances of conflict of interest, if and when they arise.

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

Our operations may be subject to incidents of theft or damage to inventory in transit and prior to or during stocking. While we have not experienced any instance of theft, fraud, employee negligence and resultant loss in the past, the business may encounter some inventory loss on account of employee theft, vendor fraud and general administrative error, in the future. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition. Additionally, losses due to theft, fire, breakage or damage caused by other casualties, theft of confidential information such as manufacturing processes, customers and product formulations, could adversely affect our results of operations and financial condition.

61. The objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates. Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.

Our funding requirements and proposed deployment of Net Proceeds, as set out in the section “***Objects of the Offer***” at page 104, are based on internal management estimates based on current market conditions and historic level of expenditures and have not been appraised by any bank or financial institution. Our funding requirements are based on our current business plan and may vary based on various factors including macro-economic and other changes. In view of the dynamic nature of the industry in which we operate, we may have to revise our business plan from time to time and, consequently, the funding requirement and the utilization of proceeds from the Offer may also change. This may also include rescheduling the proposed utilization of the Offer Proceeds at the discretion of our management without obtaining Shareholders’ approval. We may make necessary changes to utilisation of the Offer Proceeds in compliance with the provisions of the Companies Act. In the event of any variation in actual utilization of the Offer Proceeds, any increased fund deployment for a particular activity may be met from funds earmarked from any other activity and, or, from our internal accruals thereby resulting in a

reduction of expected returns and margins of our Company. Further, any such revision in the estimates may require us to revise our projected expenditure which may have a bearing on our profitability. In addition to this, the estimates of the management may be inaccurate, and we may require additional funds to implement the purposes of the Offer. Our Company will appoint the monitoring agency for monitoring the utilization of the Gross Proceeds from the Fresh Issue, in compliance with Regulation 41 of the SEBI ICDR Regulations, prior to filing of the Red Herring Prospectus with the RoC. For details, see “*Objects of the Offer–Monitoring of utilization of funds*” on page 136 of this Draft Red Herring Prospectus.

62. *Our Promoter have interests in our Company other than reimbursement of expenses incurred and benefits.*

Our Promoter may be regarded as having an interest in our Company other than reimbursement of expenses incurred or benefits. Our Promoter is interested in our Company to the extent (i) that he has promoted our Company, (ii) to the extent of his respective shareholding in our Company, the shareholding of his relatives and entities in which our Promoter is interested which hold Equity Shares in our Company; and (iii) the dividends payable and any other distributions in respect of his shareholding in our Company. Further, our Promoter who is also Director and/or Key Managerial Personnel of our Company, may be deemed to be interested in the terms of his appointment as such, including in relation to benefits, remuneration, reimbursement of expenses, etc., payable to him, if any, in his capacity as Director and/or Key Managerial Personnel. Our Promoter, namely, Senthil Kumar Chinnusamy has extended personal guarantees in favour of our lenders to secure the borrowings availed by our Company and may be deemed to be interested to that extent, and have also from time-to-time extended unsecured loans to our Company and is interested to the extent of repayment of such amounts. For further details, see “*Our Promoters and Promoter Group*” and “*Restated Consolidated Financial Information*” on pages 292 and 302, respectively. Additionally, our Promoter, Senthil Kumar Chinnusamy, has also leased the land for manufacturing facility of Unit-III of our Company, and is interested to the extent of the lease rent payments. For further details, see “*- Our certain manufacturing units, which is located at our Registered and Corporate Office, from where we and our subsidiary operate, as well as certain operational spaces of our Company, are located on land not owned by us and have been leased to us by our promoters, members of our promoter group and third-parties. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected*” on pages 44, respectively. Our Company cannot assure you that any of our Promoter will continue to exercise his rights as shareholder to the benefit and best interest of our Company. For further details, see “*Our Promoters and Promoter Group*” on page 292.

63. *Our Company had issued bonus shares on December 12, 2025 in the proportion of 275:1, i.e., 275 Equity Shares each for every 1 Equity Share each held by existing equity Shareholders of the Company. There can be no assurance that our Company will be in a position to declare bonus in the future. Our ability to declare and issue bonus in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.*

On December 12, 2025 our Company had issued bonus shares in the ratio of 275 (Two Hundred Seventy-Five) Equity Shares for every 1 (one) Equity Share held by the Shareholders, utilizing its reserves, including accumulated retained earnings. The bonus issue was authorized by a resolution passed by the Shareholders at the EGM held on December 12, 2025. For further details, see “*Capital Structure –Equity Share capital history of our Company*” on page 93.

Prior to the bonus issue the Company had a surplus in the general reserves (free reserves) of ₹ 188.76 million existing in the books of accounts of the Company as on March 31, 2025, which was adequate for the issuance of bonus shares of the Company and the Company has capitalized a sum of ₹ 186.23 million of its surplus in general reserve account as on March 31, 2025 to issue 186,23,000 Equity Shares of ₹ 10 each, under a bonus issue in the ratio of 275 (Two Hundred Seventy-Five) Equity Shares for every 1 (One) Equity Share.

While this issue was in accordance with applicable laws and did not adversely impact the financial position of our Company, the ability to declare and issue bonuses in the future will depend on the availability of sufficient reserves, our Company's profitability, and compliance with applicable regulations at the time. There is no guarantee that our Company will be able to issue bonus shares in the future, as it will require the availability of adequate reserves and may be subject to legal requirements, and corporate approvals. Any future bonus issues could also impact our Company's financial flexibility and its ability to distribute profits in other forms.

64. *Majority of our Directors do not have prior experience of holding a directorship in a company listed on the Stock Exchanges.*

Except for one of our Independent Director, namely Ajay Kumar Bantia, our Directors do not have any prior experience in holding a directorship in a company listed on the Stock Exchanges. Our Board members have relevant experience in their respective fields, which benefits the Company, in strategizing the direction and vision

of the Company. Our Company will also be subject to compliance requirements under the SEBI Listing Regulations and other applicable law post listing of the Equity Share on the Stock Exchanges. Our Board is capable of efficiently managing such compliance requirements by engaging professionals having expertise in managing such compliances.

65. Failure to keep our technical knowledge confidential could erode our competitive advantage.

We leverage our understanding of raw materials, processing techniques, manufacturing processes, quality standards and packaging requirements to develop products across multiple food categories and adapt formulations for commercial-scale manufacturing. Our technical knowledge has helped us in managing our operations and manufacturing. Our technical knowledge is a significant independent asset, which may not be adequately protected by intellectual property rights. Some of our technical knowledge is protected only by secrecy. As a result, we cannot be certain that our technical knowledge will remain confidential in the long run.

Certain proprietary knowledge may get leaked, either inadvertently or wilfully, at various stages. A significant number of our employees have access to confidential information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. Further, even if we are able to enforce such non-disclosure provisions, the confidential information in respect of business that becomes available to third parties or to the general public, could erode any competitive advantage we may have over our peers. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects. While there have been no such instances in the past, there can be no assurance that such event will not occur in future.

Further, in our ordinary course of business we possess confidential information in relation to our customers. If such confidential information pertaining to our customers is leaked or misappropriated our customers could, in addition to terminating their relationship with our Company, also have significant claims against us. If we are held to be liable for the misappropriation of confidential information or the intellectual property of our customers against us, it could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause reputational harm and may cause us to incur substantial cost. While there have been no such instances during the nine months period ended December 31, 2025, and in Fiscal 2025, Fiscal 2024, and Fiscal 2023, there can be no assurance that such event will not occur in future.

External Risk Factors

66. Our business operations may be impacted by subdued private consumption and food inflation.

Our business is dependent on demand for food products manufactured for our customers, including FMCG companies, retailers, distributors and other brand owners. Any sustained slowdown in consumer spending, deterioration in economic conditions or inflationary pressures may reduce demand for food products across certain categories, which may in turn result in lower order volumes from our customers, postponement of product launches or rationalisation of product portfolios. Any such reduction in demand may adversely affect our production volumes, capacity utilisation, revenues and profitability.

Inflationary pressures, particularly in relation to food products, may also increase the cost of agricultural commodities, ingredients, packaging materials, freight, utilities and other operating expenses. Although our arrangements with certain customers may permit periodic price revisions or pass-through of specified cost increases, we may not always be able to recover such increases in a timely manner or at all. Any inability to pass on higher costs could adversely affect our operating margins and results of operations.

Further, periods of elevated inflation may lead consumers to reduce discretionary spending, down-trade to lower-priced products or alter their purchasing preferences. Such changes in consumption patterns may affect demand for certain product categories manufactured by us and may require our customers to modify procurement plans, product mix or inventory levels. Consequently, we may experience fluctuations in production schedules, order volumes and revenues. Any prolonged decline in consumer demand or continued inflationary pressures could materially and adversely affect our business, financial condition, cash flows and results of operations.

67. *Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy.*

Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also materially and adversely affect our business, our business, financial performance, cash flows and prospects and the trading price of the Equity Shares.

India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could materially and adversely impact our business, financial performance, cash flows and prospects. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, our business, financial performance, cash flows and prospects and the market price of the Equity Shares.

India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus.

Other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions; volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, such as political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India.

68. *Changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition, cash flows and results of operations.*

Our business may be affected by changes in international trade policies, geopolitical developments, economic conditions and governmental actions in the jurisdictions in which we operate or from which we procure raw materials, components, products or services. Trade measures such as the imposition or increase of customs duties, tariffs, anti-dumping duties, safeguard measures, export controls, economic sanctions, import restrictions, foreign investment restrictions or other trade barriers may adversely affect global trade flows, increase costs, disrupt supply chains, reduce demand for our products and services, limit market access and adversely affect our competitiveness.

Global geopolitical tensions, armed conflicts, diplomatic disputes, sanctions regimes, trade disputes and changes in bilateral or multilateral trade arrangements may create uncertainty in international markets and adversely impact economic activity. Such developments may result in increased volatility in commodity prices, freight and logistics costs, foreign exchange rates, interest rates and capital markets, any of which may adversely affect our business, financial condition, cash flows and results of operations.

In recent years, several countries, including the United States, China, the European Union and other major economies, have introduced or proposed tariffs, trade restrictions, export control measures and other protectionist policies affecting cross-border trade. Trade measures affecting Indian exports, including those imposed or proposed by the United States and other trading partners, as well as any retaliatory measures adopted by affected jurisdictions, may adversely affect demand for Indian-origin goods and services and may impact businesses that are directly or indirectly dependent on international trade. While India and certain trading partners, including the United States, continue to engage in trade negotiations and discussions relating to market access and tariff arrangements, there can be no assurance regarding the outcome,

implementation or effectiveness of such arrangements.

Any deterioration in international trade relations, escalation of trade disputes, imposition of additional tariffs or trade restrictions, disruption of global supply chains, adverse changes in trade agreements or the adoption of protectionist measures by governments may adversely affect our business operations, financial condition, cash flows, results of operations and prospects.

69. Changing laws, rules and regulations and legal uncertainties, including adverse application or interpretation of corporate and tax laws, may adversely affect our business, financial condition, cash flows and results of operations.

Our business is subject to extensive central, state and local laws, regulations, policies and governmental approvals in India. The regulatory environment in which we operate is continuously evolving and is subject to changes in applicable laws, rules, regulations, notifications, circulars and governmental policies. Any adverse changes in, or interpretations of, applicable laws and regulations, including those relating to corporate affairs, taxation, labour and employment, data protection, environmental matters, industry-specific regulations and other statutory compliances, may increase our compliance obligations and costs, restrict our operations, require modifications to our business practices or otherwise adversely affect our business, financial condition, cash flows and results of operations.

The Government of India has enacted the Code on Wages, 2019, the Industrial Relations Code, 2020, the Occupational Safety, Health and Working Conditions Code, 2020 and the Code on Social Security, 2020 (collectively, the “**Labour Codes**”), which seek to consolidate and replace various existing labour legislations. The implementation of certain provisions of the Labour Codes and the rules framed thereunder remains subject to notification by the appropriate governments. Once fully implemented, these Labour Codes may result in changes to employee-related obligations, including wages, social security contributions, employee benefits, workplace safety requirements and other employment-related compliances. Any increase in labour costs or compliance obligations arising from the implementation of these Labour Codes may adversely affect our profitability, cash flows and results of operations.

Further, the direct and indirect tax laws applicable to our business are subject to amendments, interpretations and evolving judicial and administrative precedents. The Income-tax Act, 2025, which has replaced the Income-tax Act, 1961 with effect from April 1, 2026, introduces a revised legislative framework governing direct taxation in India. The interpretation and implementation of the provisions of the Income-tax Act, 2025 and the rules framed thereunder may continue to evolve through regulatory guidance, judicial decisions and administrative practice. Any changes in tax laws, tax rates, exemptions, deductions, incentives, assessment practices or interpretations thereof may increase our tax liabilities, compliance costs and reporting obligations and may adversely affect our business, financial condition, cash flows and results of operations.

Further, adverse findings, assessments, demands, penalties, interest liabilities, enforcement actions or unfavourable decisions by governmental authorities, regulatory bodies, appellate authorities, tribunals or courts in relation to applicable laws and regulations may materially affect our operations, profitability and financial condition. There can be no assurance that future legislative, regulatory or policy changes, or changes in their interpretation or enforcement, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

70. Subsequent to the listing of the Equity Shares, we may be subject to pre-emptive surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures (“**ASM**”) and Graded Surveillance Measures (“**GSM**”) by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high / low price variation, concentration of client accounts, close to close price variation, market capitalisation, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalisation and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on the upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares. The market price of our Equity Shares may be subject to significant fluctuations in response to such disruptions.

71. *If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers and our profits might decline.*

Inflation rates could be volatile, and we may face high inflation in the future as India has witnessed in the past. High inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries and other operating expenses relevant to our business. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability.

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

While the Government of India through the RBI has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not rise in the future.

72. *The locations in which we operate could experience natural disasters. The occurrence of natural or man-made disasters may adversely affect our business, results of operations, cash flows and financial condition.*

A natural disaster, severe weather conditions or an accident that damages or otherwise adversely affects any of our business operations, or our customers' business operations, could have a material adverse effect on our business, results of operations, cash flows and financial condition. Severe flooding, lightning strikes, earthquakes, extreme wind conditions, severe storms, wildfires, and other unfavourable weather conditions (including those from climate change) or natural disasters could damage our manufacturing facilities, offices or other assets, or require us to shut down our operations. Further, catastrophic events such as explosions, terrorist acts, riots or other similar occurrences could result in similar consequences or in personal injury, loss of life, environmental danger or severe damage to or destruction of our offices or field activities, or suspension of our business operations or our customers' business operations. Any of these events could have an adverse effect on our business, results of operations, cash flows and financial condition.

73. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have a material adverse effect on the trading price of, and returns on, our Equity Shares, independent of our operating results.*

Any dividends in respect of our Equity Shares will 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 foreign investors receive. 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, and in the absence of currency hedging, 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 US dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have a material adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

74. *Our business may be adversely affected by adverse application or interpretation of competition laws in India.*

Our business is subject to the provisions of the Competition Act, 2002, as amended (the "Competition Act"), which seeks to promote and sustain competition in markets in India, prevent anti-competitive practices, protect consumer interests and ensure freedom of trade. The Competition Commission of India ("CCI") is empowered to investigate and take enforcement action against enterprises and individuals in relation to anti-competitive agreements, abuse of dominant position and combinations that may cause an appreciable adverse effect on competition in India.

The Competition Act prohibits, among other things, anti-competitive agreements and arrangements, including certain agreements between competitors relating to prices, production, supply, markets, customers or bid processes. The Competition Act also prohibits the abuse of a dominant position by an enterprise. Contravention of the Competition Act may result in investigations, monetary penalties, cease-and-desist orders, modification of commercial arrangements, reputational harm and other regulatory actions. In certain circumstances, officers and key managerial personnel of a company may also be subject to proceedings under the Competition Act.

The competition law regime in India has undergone significant changes in recent years, including pursuant to the Competition (Amendment) Act, 2023, which introduced, among other things, revised merger control provisions, deal value thresholds for certain transactions, settlement and commitment mechanisms, enhanced investigative powers and changes to the penalty framework. The interpretation and implementation of these provisions continue to evolve through regulations, enforcement actions and judicial precedents. As a result, there may be uncertainty regarding the manner in which the Competition Act may apply to certain commercial arrangements, business practices, strategic collaborations, investments, acquisitions, mergers or other transactions undertaken by us.

Further, the CCI has jurisdiction to review conduct and transactions that may have an appreciable adverse effect on competition in India, including, in certain circumstances, conduct or transactions occurring outside India. Any investigation, inquiry, enforcement proceeding or adverse finding by the CCI, or any requirement to modify our business practices, contractual arrangements or future strategic transactions, may result in increased compliance costs, management distraction, delays in implementing business initiatives, reputational harm, penalties or other liabilities.

There can be no assurance that the Competition Act, future amendments thereto, evolving regulatory interpretations or enforcement actions by the CCI will not adversely affect our business, financial condition, cash flows, results of operations and prospects.

75. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian economy and financial markets are influenced by economic, financial and political developments in other countries and regions, including the United States, Europe, China, the Middle East and other major global economies. Adverse developments in the global economy, including economic slowdowns, recessions, banking or financial sector disruptions, sovereign debt concerns, inflationary pressures, fluctuations in interest rates, exchange rate volatility, trade disputes, supply chain disruptions and geopolitical tensions, may adversely affect investor confidence, capital flows, liquidity and economic activity in India.

Global geopolitical developments, including ongoing armed conflicts, regional instability, sanctions regimes, trade restrictions and diplomatic tensions, may result in heightened uncertainty in international markets. Such developments may contribute to volatility in commodity prices, energy costs, freight and logistics expenses, foreign exchange rates and financial markets. Any sustained increase in the prices of commodities, fuel, transportation or other inputs may adversely affect businesses operating in India and may have a material adverse effect on economic growth and market conditions.

In recent years, central banks across major economies have adopted varying monetary policy measures in response to inflationary and economic conditions. Changes in global interest rates, tightening of monetary policies, reduced liquidity in international financial markets or shifts in investor sentiment may lead to capital outflows from emerging markets, including India, increased market volatility and fluctuations in the value of the Indian Rupee. Such developments could adversely affect financing conditions, investment activity and overall economic growth in India.

Further, China remains one of India's significant trading partners and an important participant in global supply chains. Any economic slowdown in China, deterioration in international trade conditions, disruptions in global supply chains or adverse developments affecting trade relations among major economies may adversely affect global economic activity and, consequently, the Indian economy.

Any deterioration in global economic conditions, financial market disruptions, geopolitical instability or other adverse international developments may have a material adverse effect on the Indian economy, which could in turn adversely affect our business, financial condition, cash flows, results of operations and prospects.

76. Any adverse revision to India's debt rating could adversely affect our business.

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings by international rating agencies may adversely affect our ratings, the terms on which we are able to raise additional finances or refinance any existing indebtedness. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

77. Investors may have difficulty enforcing foreign judgments in India against us or our management.

Our Company is incorporated under the laws of India, a majority of our Directors and Key Managerial Personnel and members of Senior Management are residents of India and most of our assets are located in India. As a result, it may not be

possible for investors to effect service of process on us or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside of India predicated upon civil liabilities on us or such directors and executive officers under laws other than Indian Law.

Recognition and enforcement of foreign judgments is provided for, under Section 13 and Section 44A of the Code of Civil Procedure, 1908 (“**Civil Code**”). India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has a reciprocal recognition or enforcement of foreign judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Hong Kong, Republic of Singapore and United Arab Emirates, among others. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The Civil Code only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, such as the United States, cannot be enforced through execution proceedings in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, the enforcement process would involve instituting a fresh proceeding in India and obtaining a decree from an Indian court. However, if a final foreign judgment has been obtained in a non-reciprocating territory, the party in whose favour such final foreign judgment is rendered may initiate a fresh suit in a competent court in India within three years of obtaining such final foreign judgment. Generally, there are considerable delays in the disposal of suits by Indian courts.

However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were to be brought in India or that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with the public policy in India. Further, there can be no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain a prior approval from the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

78. 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 compliance with sectoral norms and certain other exceptions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If a transfer of shares, which are sought to be transferred, is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI’s prior approval is 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 you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 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 of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see “***Restrictions on Foreign Ownership of Indian Securities***” on page 467.

79. Upon listing, we may be subject to additional costs/unanticipated expenses arising from the obligations that a listed public company has to comply with, under the applicable regulatory framework in India.

Our Company is not a publicly listed company and has not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, our Company will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We expect that rules and regulations shall increase our legal and financial compliance costs and make some

activities more time-consuming and costlier, although we are currently unable to estimate these costs with any degree of certainty. Laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our senior management. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting, fines, sanctions and other regulatory action and potentially civil litigation. Any such action could adversely affect our business, financial condition and results of operations and cash flow.

We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If our Company experiences any delays, we may fail to satisfy our reporting obligations and, or, we may not be able to readily determine and accordingly report any changes in our Company's results of operations as promptly as other listed companies. Further, as a publicly listed company, our Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but there can be no assurance that we shall be able to do so in a timely and efficient manner.

80. Any further issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding.

Our Company may be required to finance our growth through future equity offerings. Any future equity issuances by our Company, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of the Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that the Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

81. Sale of Equity Shares by our Promoter in future may adversely affect the market price of the Equity Shares.

After the completion of the Offer, our Promoter will own a significant percentage of our Company's issued Equity Shares. Sale of a large number of the Equity Shares by the Promoter could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance can be given that our Promoter will not dispose of, pledge or encumber their Equity Shares in the future.

82. There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.

Following the Offer, our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian Stock Exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares beyond the circuit breaker limit set by the Stock Exchanges. As a result of this circuit breaker, we cannot give you any assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

83. There is no guarantee that the Equity Shares will be listed on the BSE and the NSE in a timely manner or at all.

There is no guarantee that the Equity Shares will be listed on the BSE and the NSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In

accordance with current regulations and circulars issued by SEBI, the Equity Shares are required to be listed on the BSE and the NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares. Further, there can be no assurance that the Equity Shares once listed will continue to remain listed on the Stock Exchanges. Indian laws permit a company to delist its equity shares on compliance with prescribed procedures including the requirement to obtain the approval of its shareholders. Further, certain instances of non-compliance with applicable laws can result in the delisting of the Equity Shares. We cannot assure you, therefore, that the Equity Shares, once listed, will continue to remain listed.

84. You may not be able to immediately sell any of the Equity Shares you subscribe to in this Offer on an Indian Stock Exchange.

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. The Allotment of Equity Shares in the Offer and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. Our Company cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

85. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company.

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SECTION III: INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer^{^(1)}	Up to 8,500,000 Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million
<i>Of which:</i>	
Fresh Issue⁽¹⁾	Up to 6,000,000 Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million
Offer for Sale⁽¹⁾⁽²⁾	Up to 2,500,000 Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million
The Offer consists of:	
A) QIB Portion⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million
<i>Of which:</i>	
Anchor Investor Portion ⁽⁴⁾	[●] Equity Shares bearing face value of ₹ 10 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares bearing face value of ₹ 10 each
<i>of which:</i>	
Available for allocation to Mutual Funds only (5% of the QIB Portion)	[●] Equity Shares bearing face value of ₹ 10 each
Balance of Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares bearing face value of ₹ 10 each
B) Non-Institutional Portion⁽⁵⁾	Not less than [●] Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million
<i>Of which:</i>	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹	[●] Equity Shares bearing face value of ₹ 10 each

0.20 million and up to ₹ 1.00 million	
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1.00 million	[●] Equity Shares bearing face value of ₹ 10 each
C) Retail Portion	Not less than [●] Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	18,690,720 Equity Shares bearing face value of ₹ 10 each
Equity Shares outstanding after to the Offer	[●] Equity Shares bearing face value of ₹ 10 each
Use of proceeds of the Offer	See “ <i>Objects of the Offer</i> ” on page 104 for details regarding the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

*Subject to finalisation of Basis of Allotment

#Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus with the RoC (“**Pre-IPO Placement**”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

- (1) The Offer (including the Fresh Issue) has been authorised by our Board pursuant to its resolution dated June 20, 2026, and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution dated June 21, 2026. For details of the consent of the Promoter Selling Shareholder in relation to the Offer for Sale, see “**Other Regulatory and Statutory Disclosures**” beginning on pages 423, respectively.
- (2) Our Promoter Selling Shareholder confirmed that his portion of the Equity Shares being offered for sale have been held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI and are accordingly eligible for being offered for sale in the Offer, in terms of Regulations 8 to the extent applicable. For details of the consents of the Promoter Selling Shareholder in relation to the Offer for Sale, see “**Other Regulatory and Statutory Disclosures**” on pages 423, respectively. Further, our Board has taken on record such consents for the Offer for sale by the Promoter Selling Shareholder by a resolution dated June 20, 2026. Promoter Selling Shareholder has confirmed and authorized the transfer of of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of Selling Shareholder	Aggregate number of Equity Shares of face value of ₹ 10 each being offered in the Offer for Sale	Aggregate value of Offer for Sale	Date of consent letter
Senthil Kumar Chinnusamy	Up to 2,500,000 Equity Shares bearing face value of ₹ 10 each	Up to ₹ [●] million	June 20, 2026

- (3) Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange, subject to applicable laws.
- (4) Our Company, in consultation with the BRLM, may allocate up to 60% of the said allocation of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. In accordance with the SEBI ICDR Notification no. SEBI/LADNRO/GN/2025/271 dated October 31, 2025, 40 % of the Anchor Investor Portion, within the aforesaid limit shall be reserved as follows: (a) 33.33 % shall be allocated to domestic Mutual Funds and (b) 6.67 % shall be allocated to Life Insurance Companies and Pension Funds. Further in the event of under-subscription in the portion reserved for Life Insurance Companies and Pension Funds, the balance portion may be re-allocated to domestic Mutual Funds. Furthermore, in the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see “**Offer Procedure**” and “**Offer Structure**” on pages 443 and 448, respectively.
- (5) Not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non- Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Allocation to all categories of Bidders, other than Anchor Investors, Retail Individual Investors and Non- Institutional Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

The allocation to each Non-Institutional Investor shall not be less than ₹ 0.20 million subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For more information, see “*Offer Structure*”, “*Offer Procedure*” and “*Terms of the Offer*” on pages 443, 448 and 436, respectively.

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SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information for the nine-months period ended December 31, 2025 and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023.

*The Restated Consolidated Financial Information referred to above are presented under “**Financial Information**” beginning on page 302. The summary of financial information presented below should be read in conjunction with the “**Restated Consolidated Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 302 and 377 respectively.*

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SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Assets				
Non-current assets				
Property, plant and equipment	328.98	204.52	138.29	115.18
Capital work-in-progress	-	85.77	61.79	-
Investment Property	7.68	7.68	7.68	7.10
Right-of-use assets	2.94	4.37	6.26	8.16
Deferred tax asset (Net)	8.94	9.36	7.07	5.97
Financial assets				
Investments	3.63	8.85	3.17	-
Other financial assets	24.89	11.78	6.83	9.71
Other non-current assets	12.61	12.61	12.61	-
Total non-current assets (A)	389.67	344.94	243.70	146.12
Current assets				
Inventories	467.24	299.70	171.72	87.47
Financial assets				
Trade receivables	698.77	237.63	325.44	228.96
Cash and cash equivalents	27.22	50.07	51.50	30.72
Bank balances other than cash and cash equivalents	11.80	3.51	10.20	10.18
Loans	22.65	17.71	10.40	42.02
Other financial assets	1.48	18.30	13.99	1.93
Current tax assets (net)	-	5.56	-	5.98
Other current assets	12.83	7.17	35.97	31.11
Total current assets (B)	1,241.99	639.65	619.22	438.37
Total assets (A+B)	1,631.66	984.59	862.92	584.49
Equity and liabilities				
Equity				
Equity share capital	186.91	0.20	0.20	0.20
Other equity	527.44	275.33	266.96	129.15
Total equity (A)	714.35	275.53	267.16	129.35
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	52.60	68.01	52.95	27.43
Lease liabilities	1.20	2.68	4.46	6.13
Provisions	19.74	21.17	16.97	12.81
Deferred tax liabilities (net)	-	-	-	-
Other Non-current liabilities	-	176.38	-	-
Total non-current liabilities (B)	73.54	268.24	74.38	46.37
Current liabilities				
Financial liabilities				
Borrowings	351.51	276.02	243.40	200.27
Lease liabilities	2.45	2.45	2.45	2.45
Trade payables				
- Total outstanding dues of micro and small enterprises	56.43	19.91	15.04	27.65
- Total outstanding dues of creditors other than micro and small	264.20	113.38	232.42	170.92

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
enterprises				
Other financial liabilities	3.48	15.77	0.78	1.55
Other current liabilities	162.97	11.34	18.12	4.95
Provisions	2.12	1.95	1.56	0.97
Current tax liabilities (net)	0.61	-	7.61	0.01
Total current liabilities (C)	843.77	440.82	521.38	408.77
Total liabilities (D = B+C)	917.31	709.06	595.76	455.14
Total equity and liabilities (A+D)	1,631.66	984.59	862.92	584.49

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SUMMARY STATEMENT OF PROFIT AND LOSS

(in ₹ million)

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Income				
Revenue from operations	2,324.43	2,601.17	1,614.27	1,152.84
Other income	4.59	6.43	5.96	2.90
(I) Total income	2,329.02	2,607.60	1,620.23	1,155.74
Expense				
Cost of materials consumed	1,484.24	1,869.48	1,095.15	837.88
Purchases of stock-in-trade	309.69	100.70	27.00	12.97
Changes in inventories of finished goods, stock-in-trade and work-in-progress	(105.42)	(61.89)	(25.46)	(1.33)
Employee benefits expense	123.20	159.89	137.78	100.10
Finance costs	18.07	16.42	16.19	13.23
Depreciation and amortization expense	35.79	28.06	24.90	20.81
Other expenses	143.07	194.70	171.15	134.40
(II) Total expenses	2,008.64	2,307.36	1,446.71	1,118.06
(III) Profit before tax (I - II)	320.38	300.24	173.52	37.68
Tax expense				
Current tax	63.88	70.31	37.04	6.95
Deferred tax	0.42	(2.29)	(1.11)	(1.50)
(IV) Total tax expense	64.30	68.02	35.93	5.45
(V) Profit for the period /year (III - IV)	256.08	232.22	137.59	32.23
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of employee defined benefit plans	6.35	1.12	0.23	(0.50)
Income tax on above				
(VI) Other comprehensive income	6.35	1.12	0.23	(0.50)
Total comprehensive income for the period /year (V +/- VI)	262.43	233.34	137.82	31.73
Earnings per equity share of face value of Rs.10/-				
Basic EPS	14.60	42.07	24.93	5.84
Diluted EPS	14.60	42.07	24.93	5.84

SUMMARY STATEMENT OF CASH FLOWS

(in ₹ million)

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Cash flow from operating activities				
Profit after tax	256.08	232.22	137.59	32.23
Adjustments for				
Tax expense	64.30	68.02	35.93	5.45
Depreciation and amortization expense	35.79	28.06	24.90	20.81
(Gain) / Loss on sale of property, plant and equipment	0.09	(0.16)	0.02	1.17
Bad Debts	0.16	1.93	1.04	0.61
Impairment loss / (Reversal) - ECL	0.25	(0.05)	(1.17)	1.52
Unwinding of discount on rent deposit	(0.06)	(0.07)	(0.07)	(0.06)
Other non - operating income	(3.73)	(4.68)	(3.13)	(1.82)
Interest income	(0.80)	(1.52)	(2.76)	(1.02)
Finance costs	18.07	16.42	16.19	13.23
Operating profit before working capital changes	370.15	340.17	208.54	72.12
Adjustments for:				
(Increase)/decrease in inventories	(167.54)	(127.98)	(84.25)	(21.94)
(Increase)/decrease in trade receivables	(461.55)	85.93	(96.35)	(133.35)
(Increase)/decrease in financial assets	7.78	(17.49)	22.46	(46.27)
(Increase)/decrease in other current assets	(5.66)	28.79	(17.47)	(23.94)
Increase/(decrease) in trade payables	187.34	(114.17)	48.89	106.32
Increase/(decrease) in current provisions	5.08	5.72	4.98	3.50
Increase/(decrease) in other current liabilities	139.34	8.21	12.40	(0.10)
Cash generated from operations	74.94	209.19	99.20	(43.66)
Net income tax paid	(57.70)	(83.49)	(23.44)	(8.07)
Net cash flow from operating activities [A]	17.24	125.70	75.76	(51.73)
Cash flow from investing activities				
Payments for property, plant and equipment, intangibles (including capital work-in-progress, capital advances and Capital creditors)	(73.21)	(116.84)	(107.93)	(93.54)
Investments in deposits with banks with original maturity of more than 3 months	(8.29)	6.69	(0.02)	(10.18)
Sale of property, plant and equipment	0.08	0.59	0.00	0.07
Payments for Investment Property	-	0.00	(0.58)	(0.00)
Investment in Subsidiary (net of Cash acquired)	-	(48.57)	-	-
Interest received	0.80	1.52	2.76	1.02
Non cash item - adjustments on account of business combination			-	1.43
Net cash used in investing activities [B]	(80.62)	(156.61)	(105.77)	(101.20)
Cash flow from financing activities				
Issue of Shares	-			
Proceeds / (Repayment) of borrowings	60.08	47.68	68.65	187.52
Payment of lease liabilities	(1.81)	(2.39)	(2.45)	(2.40)
Finance costs paid	(17.74)	(15.81)	(15.41)	(12.29)
Net cash from / (used in) financing activities [C]	40.53	29.48	50.79	172.83
Net increase / (decrease) in cash and cash equivalents [A+B+C]	(22.85)	(1.43)	20.78	19.90
Cash and cash equivalents at the beginning of the period/ year	50.07	51.50	30.72	10.82
Movement as a result of acquisition of subsidiary				
Cash and cash equivalents at the end of the period/ year	27.22	50.07	51.50	30.72

SUMMARY OF CONTINGENT LIABILITIES

A summary of our contingent liabilities as at December 31, 2025, as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, derived from our Restated Consolidated Financial Information is set forth below:

(₹ in million)

Particulars	As at December 31, 2025
Contingent liabilities	
Guarantee on behalf of others	264.90
Commitments	
Estimated amount of contracts remaining to be executed on capital accounts and not provided for	-

Guarantee on behalf of others

Particulars	As at December 31, 2025
In favour of Christy Apparels Private Limited	4.90
In favour of Christy Quality Foods (India) Private Limited	200.00
In favour of Tiruchengode MSME Cluster Packing Federation	60.00

For further details on contingent liabilities as at December 31, 2025, as per Ind AS 37 – Provisions, Contingent Liabilities and Commitments, see “***Restated Consolidated Financial Information***” on page 302.

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SUMMARY OF RELATED PARTY TRANSACTIONS

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations entered into by our Company with related parties as at and for the nine-months period ended December 31, 2025 and for the Fiscals 2025, 2024 and 2023, derived from our Restated Consolidated Financial Information are as follows:

Name of Related Party	Nature of Relationship	Nine-months period ended December 31, 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2024 (in ₹ million)	% of Revenue from Operations	Fiscal 2023 (in ₹ million)	% of Revenue from Operations
<i>Sale of goods</i>									
Christy Apparels	Director has control / significant influence	-	-	0.03	Negligible*	0.07	Negligible*	0.02	Negligible*
Christy Apparels Private Limited	Director has control / significant influence	0.01	Negligible*	50.98	1.96	-	-	-	-
Christy Infrastructure Limited	Director has control / significant influence	Negligible*	Negligible*	-	-	0.02	Negligible*	0.01	Negligible*
EEE Energy Private Limited	Director has control / significant influence	Negligible*	Negligible*	Negligible*	Negligible*	Negligible*	Negligible*	-	-
Nalaas Foods	Director has control / significant influence	-	-	-	-	0.02	Negligible*	1.42	0.12
Nataraj Spice & Food Products	Director has control / significant influence	24.78	1.07	39.44	1.52	39.64	2.46	32.15	2.79
Ozone Commercials LLP	Director has control / significant influence	-	-	35.08	1.35	162.94	10.09	36.12	3.13
Tiruchengode MSME Cluster Packing Federation	Director has control / significant influence	0.09	Negligible*	0.16	0.01	0.01	Negligible*	-	-
Ezhil Agencies Private Limited	Director has control / significant influence	-	-	-	-	-	-	0.40	0.03
<i>Purchase of goods</i>									
Adirath Foods	Director has control / significant influence	-	-	-	-	-	-	3.97	0.34

Name of Related Party	Nature of Relationship	Nine-months period ended December 31, 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2024 (in ₹ million)	% of Revenue from Operations	Fiscal 2023 (in ₹ million)	% of Revenue from Operations
Christy Apparels	Director has control / significant influence	-	-	-	-	0.05	Negligible*	Negligible*	Negligible*
Christy Apparels Private Limited	Director has control / significant influence	0.01	Negligible*	-	-	-	-	-	-
EEE Energy Private Limited	Director has control / significant influence	0.02	Negligible*	0.10	Negligible*	0.01	Negligible*	-	-
Nalaas Foods	Director has control / significant influence	-	-	-	-	4.38	0.27	16.97	1.47
Nataraj Spice & Food Products	Director has control / significant influence	0.05	Negligible*	0.37	0.01	1.53	0.09	2.11	0.18
Ozone Commercials LLP	Director has control / significant influence	-	-	7.78	0.30	126.52	7.84	-	-
PCM Enterprises	Director has control / significant influence	6.59	0.28	-	-	1.97	0.12	3.19	0.28
Suma Agro India Private Limited	Director has control / significant influence	-	-	-	-	-	-	7.83	0.68
Discount Allowed									
Ozone Commercials LLP	Director has control / significant influence	-	-	0.01	Negligible*	-	-	-	-
Discount Received									
Nataraj Spice & Food Products	Director has control / significant influence	-	-	-	-	-	-	0.06	0.01
Services Received- Consultancy Charges									
PCM Enterprises	Director has control / significant influence	-	-	-	-	-	-	3.28	0.28
Jobwork Charges									
Tiruchengode MSME Cluster Packing Federation	Director has control / significant influence	20.90	0.90	-	-	-	-	-	-

Name of Related Party	Nature of Relationship	Nine-months period ended December 31, 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2024 (in ₹ million)	% of Revenue from Operations	Fiscal 2023 (in ₹ million)	% of Revenue from Operations
Services Received- Rental Charges									
Tiruchengode MSME Cluster Packing Federation	Director has control / significant influence	0.04	Negligible*	-	-	-	-	-	-
Chinnusamy Ravi	Relative of a Director	0.04	Negligible*	0.05	Negligible*	0.04	Negligible*	0.02	Negligible*
Services Received- Freight Charges									
Christy Apparels	Director has control / significant influence	-	-	-	-	-	-	0.01	Negligible*
Services Received- Vehicle rental expenses									
Christy Apparels	Director has control / significant influence	-	-	-	-	-	-	0.05	Negligible*
Christy Infrastructure Limited	Director has control / significant influence	-	-	0.01	Negligible*	-	-	-	-
EEE Energy Private Limited	Director has control / significant influence	0.02	Negligible*	-	-	0.01	Negligible*	Negligible*	Negligible*
Nataraj Spice & Food Products	Director has control / significant influence	-	-	1.36	0.05	-	-	-	-
Reimbursement of expenses									
Christy Apparels	Director has control / significant influence	-	-	-	-	-	-	0.01	Negligible*
EEE Energy Private Limited	Director has control / significant influence	-	-	-	-	-	-	0.60	0.05
Tiruchengode MSME Cluster Packing Federation	Director has control / significant influence	-	-	0.10	Negligible*	-	-	-	-
Interest (Expense)									
Christy Infrastructure Limited	Director has control / significant influence	-	-	-	-	2.58	0.16	3.15	0.27

Name of Related Party	Nature of Relationship	Nine-months period ended December 31, 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2024 (in ₹ million)	% of Revenue from Operations	Fiscal 2023 (in ₹ million)	% of Revenue from Operations
Nalaas Foods	Director has control / significant influence	-	-	-	-	-	-	0.02	Negligible*
Ozone Commercials LLP	Director has control / significant influence	-	-	0.05	Negligible*	0.45	0.03	-	-
Senthil Kumar Chinnusamy	Executive Director ⁽⁵⁾	-	-	-	-	0.62	0.04	-	-
<i>Interest (Income)</i>									
Christy Infrastructure Limited	Director has control / significant influence	-	-	-	-	1.10	0.07	0.56	0.05
<i>Advance from Customers</i>									
Christy Apparels	Director has control / significant influence	2.65	0.11	-	-	5.93	0.37	-	-
<i>Capital Advances</i>									
Christy Apparels	Director has control / significant influence	-	-	(18.50)	(0.71)	18.50	1.15	-	-
<i>Remuneration to Key Managerial Personnel</i>									
Senthil Kumar Chinnusamy	Executive Director ⁽⁵⁾	0.04	Negligible*	0.65	0.03	0.65	0.04	0.05	Negligible*
<i>Loans and advances (Asset) **</i>									
Christy Apparels	Director has control / significant influence	-	-	-	-	(10.07)	(0.62)	16.00	1.39
Christy Apparels Private Limited	Director has control / significant influence	5.00	0.22	4.00	0.15	-	-	-	-
Christy Infrastructure Limited	Director has control / significant influence	-	-	-	-	(1.11)	(0.07)	8.50	0.74
Paghalavan Knitting LLP	Director has control / significant influence	-	-	(0.20)	(0.01)	(0.10)	(0.01)	-	-
Ethical and Economical	Director has control /	-	-	-	-	(1.59)	(0.10)	-	-

Name of Related Party	Nature of Relationship	Nine-months period ended December 31, 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2025 (in ₹ million)	% of Revenue from Operations	Fiscal 2024 (in ₹ million)	% of Revenue from Operations	Fiscal 2023 (in ₹ million)	% of Revenue from Operations
Energy Private Limited	significant influence								
The Precision Scientific Company ⁽¹⁾	Director has control / significant influence	-	-	-	-	(19.85)	(1.23)	20.00	1.73
Loans and advances (Asset)**									
Karthik Thangaraj	Executive Director ⁽¹⁾	-	-	1.10	0.04	-	-	-	-
Kandasamy Raju	Director ⁽²⁾	-	-	-	-	(3.31)	(0.21)	3.31	0.29
Sathishkumar Lakshmanan	Director ⁽³⁾	-	-	-	-	(3.31)	(0.21)	3.31	0.29
Senthil Kumar Chinnusamy	Executive Director ⁽⁴⁾	(8.73)	(0.38)	8.10	0.31	(35.09)	(2.17)	36.68	3.18
Consideration for Purchase of Shares									
Senthil Kumar Chinnusamy	Executive Director ⁽⁴⁾	-	-	48.57	1.87	-	-	-	-

*Negligible represents amount less than 0.01

**The transaction has been disclosed on net basis- Received / (Provided)

Note:

1) Karthik Thangaraj is related party only till May 30, 2026.

2) Kandasamy Raju is a related party only till March 31, 2024.

3) Sathishkumar Lakshmanan is a related party only till March 31, 2024.

4) Senthil Kumar Chinnusamy has been designated as Managing Director w.e.f. May 15, 2026.

For further details on Related Party Transactions as at and for the nine-months period ended December 31, 2025 and as at and for the fiscal 2025, 2024 and 2023, as per Ind AS 24 – Related Party Disclosures, see “**Restated Consolidated Financial Information**” on page 302.

The following are the details of the related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures eliminated on consolidation during the relevant period disclosed in accordance with Schedule VI, Part A, Para 11(I)(A)(i)(g) of the SEBI ICDR Regulations:

Nature of Transaction	Nine-months period ended December 31, 2025 (in ₹ million)	Fiscal 2025 (in ₹ million)	Fiscal 2024 (in ₹ million)	Fiscal 2023 (in ₹ million)
Christy Quality Foods (India) Private Limited				
Revenue from operations	1.55	3.03	2.60	4.89
Freight Income	-	-	Negligible*	-
Consultancy Charges	-	12.00	-	-
Loans (Asset)	9.56	2.70	6.86	6.86
Trade Payable	0.37	0.10	0.17	2.13

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GENERAL INFORMATION

Our Company was originally incorporated as “Christy Novel & Innovative Foods Private Limited” on September 12, 2020, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. Subsequently, the name of our Company was changed to “Functional & Innovative Foods Private Limited”, pursuant to a resolution passed by our Board dated March 08, 2021 and a special resolution passed by our Shareholders dated March 11, 2021 and a fresh certificate of incorporation dated March 26, 2021 was issued by the Registrar of Companies, Coimbatore. Thereafter, our Company converted from a private limited company to a public limited company, pursuant to a resolution passed by our Board on February 11, 2026 and a special resolution passed by our Shareholders on February 12, 2026, following which the name of our Company was changed to “Functional & Innovative Foods Limited” and a fresh certificate of incorporation dated February 23, 2026 was issued by the Registrar of Companies, Central Processing Centre.

Registered and Corporate Office

1/374A, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu - 637214, India.

For details in relation to changes in the registered office address of our Company, please refer “*History and Certain Corporate Matters – Changes in the registered office of our Company*” beginning on page 266.

CIN: U15400TZ2020PLC034564

Registration Number: 034564

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies which is located at the following address:

Registrar of Companies, Coimbatore

No.7, AGT Business Park, I Floor, Phase II, Avinashi Road, Civil Aerodrome Post, Coimbatore-641014, Tamil Nadu, India

Board of Directors

The following table sets out details regarding our Board as on the date of this Draft Red Herring Prospectus -:

Name	Designation	DIN	Address
Senthil Kumar Chinnusamy	Managing Director	03598902	Old No 38/C/4/1, New No 121, SVA Extensions Tiruchengode, Namakkal PIN: 637211, Tamil Nadu, India
A S Chenniappan	Whole-time Director	07716106	1/513, Sri Raja Murugan Nagar, Andipalayam Post, Tiruchengode, Namakkal 637214, Tamil Nadu, India
Sudhir Reddy Rebala	Chairman and Non-Executive Director	06777765	101, Block-32, Bollineni Hillside, Nookampalayam Road, Sithalapakkam, Chennai 600126, Tamil Nadu, India
S B Sathyagiri	Non-Executive Director	11515194	76, Brindhavan Nagar, Kudi Street, Koottapalli, Tiruchengode, Namakkal-637214 Tamil Nadu, India.
Ajay Kumar Bantia	Independent Director	07635776	Swiss Apartments Block A, A.30, No. 3 Jeremiah Road, Opposite Vepery Police Station, Verepy 600007, Chennai, Tamil Nadu.
R Kaushik Ganesh	Independent Director	09660433	38/42, 1st Floor Bhimasena Garden Mylapore, Chennai – 600004, Tamil Nadu, India

For brief profiles and further details in respect of our directors, please refer “*Our Management*” beginning on page 275.

Company Secretary and Compliance Officer

Karthikeyan

1/374A, Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu-637214, India

Tel: 04288-252544

E-mail: compliance@functionalandinnovativefoods.com

Statutory Auditors to our Company**G Sathiyar & Co, Chartered Accountants**

115/2-1, Katcheri Street, Velur Road,

Namakkal- 637211

Tel: +91 97155 57949

E-mail: sathiyar0802@gmail.com

Peer review number: 024240

Firm registration number: 028181S

Changes in statutory auditors

There has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus:

Book Running Lead Manager**Beeline Capital Advisors Private Limited**

B/1311-1314, 13th Floor,

Shilp Corporate Park, Rajpath Rangoli Road,

Thaltej, Ahmedabad, Gujarat-380054, India

Tel: +91 079 4918 5784

E-mail: mb@beelinemb.com

Website: www.beelinemb.com

Investor grievance e-mail: ig@beelinemb.com

Contact person: Nikhil Shah

SEBI registration no.: INM000012917

Statement of *inter-se* allocation of responsibilities of the Book Running Lead Manager

Beeline Capital Advisors Private Limited is the sole Book Running Lead Manager to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by Beeline Capital Advisors Private Limited and hence, a statement of inter-se allocation of responsibilities is not required.

Legal Counsel to the Offer**Legacy Law Offices LLP**

Legacy House, D-18, Kalkaji, New Delhi-110019

Tel: +91-9988198262

E-mail: anand@legacylawoffices.com

Registrar to the Offer**KFin Technologies Limited**

301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri,
Nav Pada, Kurla (West), Mumbai, Maharashtra, 400070

Tel: +91 40 6716 2222 /1800 309 4001

E-mail: functional.ipo@kfintech.com

Investor grievance E-mail: einward.ris@kfintech.com

Website: www.kfintech.com

Contact person: M. Murali Krishna

SEBI Registration No: INR000000221

Bankers to our Company

Name: Indian Bank

Address: TGN Complex, West Car Street, Tiruchengode - 637211, Tamil Nadu, India

Contact person: T.K. Babu
E-mail ID: tiruchengode@indianbank.co.in
Telephone Number: +91 9442700061
Website: <https://www.indianbank.bank.in>

Name: HDFC Bank Limited
Address: HDFC Bank, Housesenapati Bapat Marg, Lower Parel W, Mumbai 400013, Maharashtra, India
Contact person: Chakrabani M
E-mail ID: chakrabani.m@hdfc.bank.in
Telephone Number: +91 9791167714
Website: <https://www.hdfc.bank.in>

Designated Intermediaries

Syndicate Member(s)

[•]

Bankers to the Offer

[•]

Escrow Collection Bank(s)

[•]

Public Offer Account Bank(s)

[•]

Refund Bank(s)

[•]

Sponsor Bank(s)

[•]

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than UPI Bidders using the UPI Mechanism), not Bidding through Syndicate/Sub-Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appear on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, and updated from time to time.

Syndicate Self Certified Syndicate Banks Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the Stock Exchanges, *i.e.*, through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/Rtadp.aspx? and <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures> respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/Rtadp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Grading of the Offer

No credit agency registered with SEBI has been appointed for grading of the Offer.

Monitoring Agency

Our Company will appoint a monitoring agency prior to filing of the Red Herring Prospectus with the RoC in accordance with Regulation 41 of the SEBI ICDR Regulations, for monitoring the utilisation of the Gross Proceeds. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please refer “*Objects of the Offer*” beginning on page 104.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions in connection with this Draft Red Herring Prospectus:

Our Company has received written consent dated June 30, 2026 from our Statutory Auditors, G Sathiyam & Co., Chartered Accountants (FRN: 028181S), who holds valid peer review certificate dated March 11, 2026, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of examination report dated June 20, 2026 on the Restated Consolidated Financial Information and the statement of special tax benefits and other certificates dated June 30, 2026, included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated June 26, 2026 from R K Associate, independent chartered engineer to include their name as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in their capacity as independent chartered engineer in respect of information certified by them, as included in this Draft Red Herring Prospectus; and such consent as not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Our Company has received written consent dated June 30, 2026 from Mittal V Kothari & Associates, Company Secretaries (having membership number A46731), the practicing company secretary, holding a valid certificate of practice from Institute

of Company Secretaries of India, to include their name as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a practicing company secretary, and in respect of certain certificates issued by them and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Debenture Trustees

As the Offer is of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus along with Abridged Prospectus has been filed electronically with SEBI through the SEBI Intermediary portal at <https://siportal.sebi.gov.in>, in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular. It will also be filed with SEBI at the following address:

Securities and Exchange Board of India

Corporation Finance Department Division of Issues and Listing, SEBI Bhavan, Plot No. C4 A, ‘G’ Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India

Filing of the Red Herring Prospectus and the Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act 2013 would be filed with the Registrar of Companies, Coimbatore at its office and a copy of the Prospectus to be filed under Section 26 of the Companies Act 2013 with the Registrar of Companies, Coimbatore at its office and through the electronic portal at www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLM, and advertised in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all edition of Tamil daily newspaper, [●], Tamil being the regional language of Tamil Nadu, India, where our Registered Office is located at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company, in consultation with the BRLM after the Bid/Offer Closing Date. For details please refer “**Offer Procedure**” beginning on page 448.

All Bidders (other than Anchor Investors) can participate in this Offer only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares bearing face value of ₹ 10 or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until the Bid/Offer Closing

Date. Anchor Investors are not allowed to revise or withdraw their Bids after the Anchor Investor Bidding Date. Allocation to all categories, other than Anchor Investors, Non- Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. Allocation to the Anchor Investors will be on a discretionary basis. For further details on method and process of Bidding, please refer “*Offer Structure*” and “*Offer Procedure*” beginning on pages 443 and 448, respectively.

The Book Building Process and bidding process are subject to change, from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid in the Offer.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Bidders should note that the Offer is also subject to (i) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC. For further details on the method and procedure for Bidding, an illustration of the Book Building Process and the price discovery process please refer “*Offer Procedure*” and “*Terms of the Offer*” beginning on pages 448 and 436, respectively.

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer, the BRLM or the Registrar to the Offer in case of any pre-Offer or post-Offer related matters, such as non-receipt of letters of Allotment, non -credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non -receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, Investors may also write to the BRLM.

All Offer-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, date of submission of the Bid cum Application Number, address of the Bidder, number of Equity Shares applied for, the name and address of the relevant Designated Intermediary(ies) where the Bid cum Application Form was submitted by the Bidder, ASBA Account number (for ASBA Bidders other than the UPI Bidders) in which the amount equivalent to the Bid Amount was blocked, or the UPI ID (in case of UPI Bidders).

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company will enter into an underwriting agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares bearing face value of ₹ 10:

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares bearing face value of ₹ 10 to be underwritten	Amount underwritten (₹ in million)
[•]	[•]	[•]
Total	[•]	[•]

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors, at its meeting held on [•], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscription for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

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

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus, is set forth below:

(in ₹, except share data)			
S. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price *
A)	AUTHORIZED SHARE CAPITAL⁽¹⁾		
	27,000,000 Equity Shares bearing face value of ₹ 10 each	270,000,000	-
B)	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER, AS OF THE DATE OF THIS DRAFT RED HERRING PROSPECTUS		
	18,690,720 Equity Shares bearing face value of ₹ 10 each	186,907,200	-
C)	THE OFFER		
	Offer of up to 8,500,000 Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million ⁽²⁾⁽³⁾⁽⁴⁾	[●]	[●]
	<i>Of which:</i>		
	Fresh Issue of up to 6,000,000 Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million ⁽²⁾⁽⁴⁾	[●]	[●]
	Offer for sale of up to 2,500,000 Equity Shares bearing face value of ₹ 10 aggregating to ₹ [●] million ⁽²⁾⁽³⁾	[●]	[●]
D)	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares bearing face value of ₹ 10 each*	[●]	-
E)	SECURITIES PREMIUM ACCOUNT		
	Before the Offer (as on the date of this Draft Red Herring Prospectus)		175,905,464
	After the Offer*		[●]

*To be updated upon finalisation of the Offer Price and subject to the Basis of Allotment.

**Assuming full subscription of the Offer.

- For details in relation to changes in the authorized share capital of our Company in the last ten years, see “**History and Certain Corporate Matters – Amendments to the Memorandum of Association in the last ten years**” on page 271.
- Our Board has authorised the Offer, pursuant to their resolution dated June 20, 2026. The Offer has been approved by Our Shareholders pursuant to special resolution dated June 21, 2026.
- Our Promoter Selling Shareholder confirmed that his portion of the Equity Shares being offered for sale have been held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI and are accordingly eligible for being offered for sale in the Offer, in terms of Regulations 8 of SEBI ICDR Regulations, to the extent applicable. For details of the consents of the Promoter Selling Shareholder in relation to the Offer for Sale, see “**The Offer**” and “**Other Regulatory and Statutory Disclosures**” on pages 71 and 423, respectively. Further, our Board has taken on record such consents for the Offer for sale by the Promoter Selling Shareholder by a resolution dated June 20, 2026. Promoter Selling Shareholder has confirmed and authorized the transfer of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of Promoter Selling Shareholder	Aggregate number of Equity Shares of face value of ₹ 10 each being offered in the Offer for Sale	Aggregate value of Offer for Sale	Date of consent letter
Senthil Kumar Chinnusamy	Up to 2,500,000 Equity Shares bearing face value of ₹ 10 each	Up to ₹ [●] million	June 20, 2026

- Our Company, in consultation with the BRLM, may consider an issue of Equity Shares, as may be permitted under applicable law, to any person(s), at its discretion, prior to filing of the Red Herring Prospectus with the RoC (“**Pre-IPO Placement**”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects of the Offer in compliance with applicable law. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the Fresh Issue size. Our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

Notes to the Capital Structure

1. Share capital history of our Company

(a) History of Equity Share capital of our Company

The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Cumulative number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Cumulative paid-up equity share capital	Nature of consideration
September 12, 2020 ⁽¹⁾	Initial subscription to the MoA	1,000 Equity shares allotted to Senthil Kumar Chinnusamy and 1,000 Equity shares allotted to Karthik Thangaraj	2,000	2,000	100	100	200,000	Cash
April 25, 2025 ⁽²⁾	Preferential allotment	4,772 Equity shares allotted to Senthil Kumar Chinnusamy	4,772	6,772	100	36,962	677,200	Other than Cash
Pursuant to resolution passed by our Board and our shareholders on December 05, 2025 and December 12, 2025, respectively, our Company has sub-divided its equity share capital, such that the authorized equity share capital of our Company was sub-divided from 365,000 equity shares of face value ₹ 100 each aggregating to ₹ 36,500,000 to 3,650,000 equity shares of face value ₹10 each aggregating to ₹ 36,500,000. Accordingly, the issued, subscribed and paid-up share capital of the Company has been sub-divided from 6,772 equity shares of face value ₹ 100 each aggregating to ₹ 677,200 to 67,720 equity shares of face value ₹10 aggregating to ₹ 677,200.								
December 25, 2025 ⁽³⁾	Bonus issue (in the ratio of 275 Equity Shares for every 1 existing Equity Share held)	18,609,250 Equity shares allotted to Senthil Kumar Chinnusamy and 13,750 Equity shares allotted to Karthik Thangaraj	18,623,000	18,690,720	10	-	18,690,7200	N.A.

⁽¹⁾ Our Company was incorporated on September 12, 2020. The date of subscription to the Memorandum of Association is September 12, 2020, and the allotment of Equity Shares pursuant to such subscription was taken on record by our Board on September 18, 2020.

⁽²⁾ The Preferential Allotment was done pursuant to the share purchase and subscription agreement dated April 01, 2024. For more details pertaining to this agreement, please refer “**History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years**” on page 271.

⁽³⁾ The Board of Directors pursuant to a resolution dated December 05, 2025 and the Shareholders resolution dated December 12, 2025 passed by our Shareholders, have approved the issuance of 18,623,000 bonus Equity Shares in the ratio of 275 equity shares against every 1 equity share held which were allotted on December 25, 2025 and thus the nature of consideration is not applicable.

(b) Preference Share Capital

As on date of this Draft Red Herring Prospectus, our Company does not have preference shares capital.

2. Equity shares issued for consideration other than cash or by way of bonus issue

Except as detailed below, our Company has not issued any Equity Shares (i) by way of bonus issue; or (ii) for consideration other than cash at any time, since incorporation.

Date of allotment	Details of allottees	Nature of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Benefits accrued to our Company
April 25, 2025	4,772 Equity shares allotted to Senthil Kumar Chinnusamy	Preferential Allotment	4,772	100	36,962	Acquisition of Christy Quality Foods (India) Private Limited, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited*
December 25, 2025	18,609,250 Equity shares allotted to Senthil Kumar Chinnusamy and 13,750 Equity shares allotted to Karthik Thangaraj	Bonus issue (in the ratio of 275 Equity Shares for every 1 existing Equity Share held).	18,623,000	10	-	N.A.

**The Preferential Allotment was done pursuant to the share purchase and subscription agreement dated April 01, 2024. For more details pertaining to this agreement, please refer “History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.” on page 271.*

3. Issue of Equity Shares out of revaluation reserves

Our Company has not issued any Equity Shares out of revaluation reserves since its incorporation.

4. Issue of Equity Shares pursuant to sections 230 to 234 of the Companies Act, 2013

Our Company has not issued or allotted any Equity Shares pursuant to any schemes of arrangement approved under sections 230-234 of the Companies Act, 2013.

5. Issue of Equity Shares at a price lower than the Offer Price during the preceding one year

The Offer Price shall be determined by our Company, in consultation with the BRLM after the Bid/Offer Closing Date. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of the Draft Red Herring Prospectus which may have been issued at a price lower than the Offer Price is disclosed in “*Capital Structure- Notes to Capital Structure –Share capital history of our Company –(i) History of Equity share capital of our Company*” on page 93.

6. Issue of Equity Shares under employee stock option schemes

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock options scheme or a stock appreciation rights scheme.

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Our Shareholding Pattern

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV + (V)+(VI)	Shareholding as a % total No. of shares (calculated as per SCRR, 1957 (VII) As a % of A+B+C2)	Number of voting rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including Warrants, ESOP etc.) (X)	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.)(XI)=(VII+X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII) = (VII) + (X) As a % of (A+B+C2)	No. of locked in shares (XIII)		No. of shares pledged (XIV)		Non-Disposal Undertaking (XV)		Other encumbrances, if any (XVI)		Total Number of Shares encumbered (XVII) = (XIV+XV+XVI)		No. of equity shares held in dematerialized form (XVIII)	
								No. of voting Rights			Total as a % of A+B+C				No . (a)	As a % of total shares held (b)	No . (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)				
								Class (Equity)	Class (Others)	Total																
(A)	Promoter & Promoter Group	1	18,676,920	-	-	18,676,920	99.93	18,676,920	-	-	99.93	-	-	99.93	-	-	-	-	-	-	-	-	-	-	-	18,676,920
(B)	Public	6	13,800	-	-	13,800	0.07	13,800	-	-	0.07	-	-	0.07	-	-	-	-	-	-	-	-	-	-	-	13,800
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total (A)+(B)+(C)		7	18,690,720	-	-	18,690,720	100.00	18,690,720	-	-	100.00	-	-	100.00	-	-	-	-	-	-	-	-	-	-	18,690,720	

Note -Based on the beneficiary position statement dated June 26, 2026

:

7. Details of the price at which equity shares were acquired in the last three years immediately preceding the date of this Draft Red Herring Prospectus by our Promoter (including our Promoter Selling Shareholder) members of our Promoter Group and the Shareholders with special rights to nominate directors or other special rights

Except as stated below, none of our Promoter (including our Promoter Selling Shareholder) and members of our Promoter Group have acquired any Equity Shares in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of acquirer	Date of Acquisition / Allotment	Face Value (in ₹)*	Number of Equity Shares	Nature of consideration	Nature of Transaction	Acquisition price per share (in ₹)	% of the pre-Offer share capital
Promoter[^]							
Senthil Kumar Chinnusamy	December 25, 2025	10	18,609,250	-	Bonus Issue	-	99.57
Senthil Kumar Chinnusamy	April 25, 2025	100	4,772	Other than Cash	Preferential Allotment	36,962.00	0.26
Promoter Group							
Nil							

Note: As certified by G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026.

[^]Also, Promoter Selling Shareholder.

*Pursuant to a resolution passed by Board dated December 05, 2026, and a resolution passed by Shareholders dated December 12, 2026, equity shares of face value of ₹100 each of Company were sub-divided into Equity Shares of face value of ₹10 each.

As on the date of this Draft Red Herring Prospectus, no Shareholders have any special rights in our Company, including the right to nominate directors on our Board.

8. Weighted average cost of all Equity Shares transacted in the one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus

Name	No. of Equity Shares held as of June 30, 2026**	Weighted average price of Equity Shares acquired in the last one year from June 30, 2025 till June 30, 2026 (in ₹)*	Weighted average price of Equity Shares acquired in the last eighteen months from December 31, 2024 till June 30, 2026 (in ₹)*	Weighted average price of Equity Shares acquired in the last three years from June 30, 2023 till June 30, 2026 (in ₹)*
Senthil Kumar Chinnusamy [^]	18,676,920	Nil	9.45	9.45

[^]Also the Promoter Selling Shareholder

*The weighted average price of equity shares acquired is Nil, as all acquisitions in the respective period were pursuant to a bonus issue of equity shares made by the Company.

**Based on BENPOS dated June 26, 2026

Period	Weighted average cost of acquisition per Equity Share (in ₹)	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)
Last one year preceding the date of this Certificate	Nil*	N.A.	Nil*
Last 18 months preceding the date of this Certificate	9.45	N.A.	Nil*-36,962.00
Last three years preceding the date of this Certificate	9.45	N.A.	Nil*-36,962.00

*The weighted average price of equity shares acquired is Nil, as all acquisitions in the respective period were pursuant to a bonus issue of equity shares made by the Company.

Note: As certified by G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026.

9. Weighted average price at which the Equity Shares were acquired by our Promoter (including our Promoter Selling Shareholder) in the last one year preceding the date of this Draft Red Herring Prospectus

Except as disclosed below, no Equity Shares have been acquired by our Promoter (including our Promoter Selling Shareholder) in the last one year preceding the date of this Draft Red Herring Prospectus

Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each acquired in the preceding one year	Weighted average price of acquisition per Equity Share (in ₹)*
Promoter[^]		
Senthil Kumar Chinnusamy	18,609,250	Nil

Note: As certified by G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026.

[^]Also the Promoter Selling Shareholder

* The weighted average price of equity shares acquired is Nil, as all acquisitions in the preceding one year were pursuant to a bonus issue of equity shares made by the Company.

10. Average cost of acquisition of Equity Shares by our Promoter (including our Promoter Selling Shareholder) as on the date of this Draft Red Herring Prospectus is as follows:

The average cost of acquisition of Equity Shares by our Promoter (including our Promoter Selling Shareholder) as at the date of this Draft Red Herring Prospectus is:

Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each as on the date of this Draft Red Herring Prospectus	Average cost of acquisition per Equity Share (in ₹)*
Promoter[^]		
Senthil Kumar Chinnusamy	18,676,920	9.82

Note: As certified by G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026.

[^]Also the Promoter Selling Shareholder

11. Details of shareholding of the major Shareholders of our Company

- (a) As on the date of this Draft Red Herring Prospectus, our Company has 7 Shareholders.
- (b) Set forth below are details of the Shareholders holding 1.00% or more of the paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital
(i)	Senthil Kumar Chinnusamy	18,676,920	99.93
	Total	18,676,920	99.93

Note: Based on the beneficiary position statement dated June 26, 2026

- (c) Set forth below are details of the Shareholders holding 1.00% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital
(i)	Senthil Kumar Chinnusamy	18,676,920	99.93
	Total	18,676,920	99.93

Note: Based on the beneficiary position statement dated June 19, 2026

- (d) Set forth below are details of the Shareholders holding 1.00% or more of the paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital
(i)	Senthil Kumar Chinnusamy	6,767	99.93
	Total	6,767	99.93

Note: Based on the beneficiary position statement dated June 27, 2025.

- (e) Set forth below are details of the Shareholders holding 1.00% or more of the paid-up share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital
(i)	Senthil Kumar Chinnusamy	1,995	99.75
	Total	1,995	99.75

Note: Details are based on register of members maintained by the company.

12. Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company

Except as stated below, none of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares in our Company:

Name of the Director/ Key Managerial Personnel/ Senior Management	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)	Percentage of Post Offer Equity Share capital (%)*
Directors			
Senthil Kumar Chinnusamy	18,676,920	99.93	[●]
A S Chenniappan	05	Negligible**	[●]
Key Managerial Personnel			
S Pugalenthiran	05	Negligible**	[●]
Senior Management			
Nil			
Total	18,676,930	99.93	[●]

* Subject to completion of Offer and finalization of basis of Allotment

**Negligible represents amount less than 0.01.

For further details, please see “**Our Management**” on pages 275, respectively.

13. History of build-up of Promoters’ shareholding

As on the date of this Draft Red Herring Prospectus, our Promoter Senthil Kumar Chinnusamy holds 18,676,920 Equity Shares, which constitutes 99.93% of the issued, subscribed and paid-up Equity Share capital of our Company.

(1) Build-up of Promoters’ shareholding in our Company

Set forth below is the build-up of our Promoters’ Equity shareholding since the incorporation of our Company:

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	% of the pre-Offer Equity Share capital^	% of the post- Offer Equity Share capital*
Senthil Kumar Chinnusamy							
September 12, 2020	Initial subscription to the MoA	1,000	Cash	100	100	0.05	[●]
April 01, 2023	Share Transfer from Karthik Thangaraj	995	Cash	100	7020	0.05	[●]
April 25, 2025	Preferential allotment	4,772	Other than cash	100	36,962	0.26	[●]
Pursuant to the resolutions passed by our Board and our Shareholders dated December 05, 2025 and December 12, 2025, respectively, our Company has sub-divided its equity share capital, such that the authorized equity share capital of our Company was subdivided from 3,65,000 equity shares of face value ₹ 100 each aggregating to ₹ 36,500,000 to 3,650,000 equity shares of face value ₹10 each aggregating to ₹ 36,500,000. Accordingly, the cumulative number of equity shares held by Senthil Kumar Chinnusamy were sub-divided from 6,767 equity shares of ₹ 100 each to 67,670 Equity Shares of ₹ 10 each							
December 25, 2025	Bonus issue (in the ratio of 275 Equity Shares for every 1 existing Equity Share held)	1,86,09,250	N.A.	10	-	99.57	[●]
Total		18,676,920				99.93	[●]

^ As adjusted for the sub-division of face value of equity shares of our Company from ₹ 100 each to ₹ 10 each.

* Subject to completion of Offer and finalization of basis of Allotment

All Equity Shares held by our Promoter were fully paid-up on the respective date of allotment of such Equity Shares. Further, as on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoter are subject to any pledge.

(2) Details of secondary transactions

Except as disclosed in “- **History of build-up of Promoters’ shareholding**” on page 99, there have been no acquisition of Equity Shares through secondary transactions by our Promoter (also the Promoter Selling Shareholder), as on the date of this Draft Red Herring Prospectus. Further, there have been no acquisition of Equity Shares through secondary transactions the members of our Promoter Group, as on the date of this Draft Red Herring Prospectus.

Except as stated under “- **History of build-up of Promoters’ shareholding**” on page 99, none of the members of our Promoter Group, our Promoter, our Directors, or any of their respective relatives(as defined under the Companies Act 2013), have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

(i) Shareholding of our Promoter and the member of our Promoter Group

Except as disclosed below, our Promoter and the members of our Promoter Group do not hold any Equity Shares in our Company:

Name of Shareholder	Pre-Offer		Post-Offer*	
	No. of Equity Shares	% of pre-Offer Equity Share capital	No. of Equity Shares	% of post- Offer Equity Share capital
Promoter[#]				
Senthil Kumar Chinnusamy	18,676,920	99.93	[●]	[●]
Total	18,676,920	99.93	[●]	[●]
Promoter Group				
Nil				

* Subject to finalization of Basis of Allotment.

[#]Also the Promoter Selling Shareholder

14. Details of Minimum Promoters’ Contribution and lock-in

Pursuant to Regulation 14 and Regulation 16(1)(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter shall be considered as minimum promoters’ contribution and locked-in for a period of three years, or such other period as prescribed under the SEBI ICDR Regulations, from the date of Allotment (“**Minimum Promoters’ Contribution**”). Our Promoters’ shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital, including any unsubscribed portion of its portion of the Offered Shares, shall be locked in for a period shall be locked in for a period of one year from the date of Allotment as majority of the Net Proceeds are proposed to be utilized for the purpose of capital expenditure.

Details of Equity Shares locked-in for eighteen months

The details of the Equity Shares held by our Promoter, which shall be locked-in for a period of eighteen months, from the date of Allotment as Minimum Promoters’ Contribution are set forth below:

Name of the Promoter	Number of Equity Shares held	Number of Equity Shares locked-in	Date of allotment/ transfer/ acquisition #	Nature of transaction	Face value per Equity Share (₹)	Offer/ Acquisition price per Equity Share (₹)	% of pre-Offer paid-up Equity Share capital	% of post-Offer paid-up Equity Share Capital**	Date up to which the Equity Shares are subject to lock in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Grand Total		[●]					[●]	[●]	[●]

Note: To be updated at the Prospectus stage.

*#Equity Shares were fully paid-up on the date of allotment/acquisition.
** Subject to finalisation of Basis of Allotment.*

Our Promoter has given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Minimum Promoters' Contribution.

Our Promoter has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoter, see "*Notes to the Capital Structure – History of build-up of Promoters' shareholding*" on page 99.

In this connection, we confirm the following:

- i. the Equity Shares offered for Minimum Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years: (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) resulting from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or resulted from bonus issue against Equity Shares which are otherwise ineligible for computation of Minimum Promoters' Contribution;
- ii. the Minimum Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- iii. our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company;
- iv. the Equity Shares forming part of the Minimum Promoters' Contribution are not subject to any pledge or any other encumbrance with any creditor; and

15. Details of Equity Shares locked-in for six months

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital held by persons other than our Promoter, will be locked-in for a period of six months from the date of Allotment, except for:

- i. the Minimum Promoters' Contribution and any Equity Shares held by our Promoter in excess of the Minimum Promoters' Contribution, which shall be locked in as above;
- ii. The Equity Shares offered pursuant to the Offer for Sale.

In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or a foreign venture capital investor shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such shareholder and subject to compliance with certain conditions set out in Regulation 17 of the SEBI ICDR Regulations.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

The Equity Shares held by our Promoter, which are locked-in, may be pledged, as collateral security for loans granted by scheduled commercial banks or public financial institutions or SI-NBFCs or deposit accepting housing finance companies, as collateral security for loans granted by such banks or public financial institutions or Systemically Important NBFCs or deposit accepting housing finance companies in terms of Regulation 21 of the SEBI ICDR Regulations. In terms of Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in for a period of three years from the date of Allotment may be pledged only with the entities mentioned above, provided that such loans have been granted to the issuer company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans. Further, pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoter, which are locked-in for a period of one year from the date of

Allotment, may be pledged only with the entities mentioned above, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans. However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoter which are locked in, may be transferred to the Promoter or members of the Promoter Group or to any new promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoter and locked-in for a period of six months from the date of Allotment in the Offer or any other period as may be prescribed under applicable law, may be transferred to any other person holding Equity Shares which are locked -in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011.

There have been no financing arrangements whereby our Promoter, member of the Promoter Group, our Directors or any of their Relatives have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

16. Lock-in of Equity Shares Allotted to Anchor Investors

50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

17. Our Company, our Directors and the BRLM have not entered into any buy-back or any other arrangements for purchase of Equity Shares being offered through the Offer.
18. As on the date of this Draft Red Herring Prospectus, the BRLM and their respective associates (as defined in the SEBI Merchant Bankers Regulations 1992) do not hold any Equity Shares. The BRLM and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company and its respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and each of its respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.
19. All issuances of Equity Shares by our Company from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus have been made in compliance with Companies Act 2013. The Equity Shares are fully paid-up and there are no partly paid- up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares issued and transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.
20. As on the date of this Draft Red Herring Prospectus, our Company has no outstanding warrants, options to be issued Equity Shares or rights to convert debentures, loans or other convertible instruments into Equity Shares.
21. No person connected with the Offer, including our Company, the BRLM, the Member of the Syndicates, our Promoter, member of the Promoter Group, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
22. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of receipt of observations from the SEBI on this Draft Red Herring Prospectus filled with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be, other than in connection with the Offer. Any issuance of specified securities, prior to receipt of observations from the SEBI on this Draft Red Herring Prospectus, shall be undertaken subject to intimation to the SEBI and Stock Exchanges.
23. Except as disclosed under “*Notes to the Capital Structure – History of Equity Share capital of our Company*” and “*Notes to the Capital Structure – History of build-up of Promoters’ shareholding*” on pages 93 and 99, our

Promoter, any member of the Promoter Group, our Directors, or their Relatives have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

24. Except for the allotment of Equity shares pursuant to : (i) Fresh Issue; and (ii) the Pre IPO Placement : if any , our Company presently does not intend or propose and is not under negotiations or considerations to alter the capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or by issue of bonus or rights or further public issue of Equity Shares.
25. Our Company does not have any outstanding or existing compulsorily convertible debentures as on the date of this Draft Red Herring Prospectus.
26. Our Company shall ensure that transactions in securities of our companies by our Promoter and the members of the Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.
27. Our Company shall ensure that the Pre-IPO Placement, if undertaken, shall be reported to the Stock Exchanges within 24 hours of such transactions.
28. As on the date of this Draft Red Herring Prospectus, our Company has 7 Shareholders.
29. Neither the (i) BRLM or any associate of the BRLM or Syndicate Members (other than mutual funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associates of the BRLM or AIFs sponsored by entities which are associates of the BRLM or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM); nor (ii) any person related to the Promoter or Promoter Group can apply under the Anchor Investor Portion.
30. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
31. Except to the extent of sale of the Offered Shares in the Offer for Sale by the Promoter Selling Shareholder, none of our Promoter or members of our Promoter Group will participate in the Offer.
32. Except for the proceeds that shall be received by Promoter Selling Shareholder, pursuant to the Equity Shares being offered by them pursuant to the Offer for Sale, our Promoter and members of our Promoter Group will not receive any proceeds from the Offer.
33. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
34. Other than as disclosed above in “**Capital Structure- Notes to the Capital Structure – History of Equity Share capital of our Company**” on page 93, our Company has not made any public issue of securities of any kind or class of securities since its incorporation.
35. None of the Shareholders of our Company are directly or indirectly related to the BRLM or its associates. We confirm that the Book Running Lead Manager are not associates of the Company as per Regulation 21A of the SEBI Merchant Bankers Regulations.

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OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to 6,000,000 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] million by our Company and an Offer for Sale of up to 2,500,000 Equity Shares of face value of ₹ 10 each aggregating to up to ₹ [●] million by the Promoter Selling Shareholder, subject to finalization of Basis of Allotment.

Offer for Sale

The Promoter Selling Shareholder will be entitled to the Net Proceeds from the Offer for Sale, which comprises proceeds from the Offer for Sale net of Offer Expenses to be shared by the Promoter Selling Shareholder, and we will not receive any proceeds from the Offer for Sale. It is further clarified that all such payments of Offer related expenses shall be made by our Company, in the first instance and (a) upon successful consummation of the transfer of the Offered Shares in the Offer, or (b) in the event Offer is postponed, withdrawn, abandoned, or not successfully completed for any reason, as may be applicable, any payments by our Company in relation to the Offer expenses on behalf of any of the Promoter Selling Shareholder shall be reimbursed by such Promoter Selling Shareholder, to our Company inclusive of relevant taxes thereon. The Promoter Selling Shareholder have authorised and consented to participate in the Offer for Sale:

Name of the Promoter Selling Shareholder	Number of Equity Shares Offered/ Amount	Date of consent letter
Senthil Kumar Chinnusamy	Up to 2,500,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	June 20, 2026

Fresh Issue

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards funding of the following objects:

1. Funding capital expenditure for the setting up of new manufacturing unit at Namakkal, Tamil Nadu (**Proposed Unit-V**) for sprouted and fortified products;
2. Funding capital expenditure for the setting up of new manufacturing unit at Dhar, Madhya Pradesh for manufacturing of existing product portfolio of our company (**Proposed Unit-VI**, together with Proposed Unit-V, '**Proposed Units**);
3. Pre-payment or scheduled re-payment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company;
4. Investment in its wholly owned Subsidiary, Christy Quality Foods (India) Private Limited ("**CQFIPL**") in the form of debt or equity for repayment/prepayment of borrowings, in full or in part, of all or a portion of certain outstanding borrowings availed by such Subsidiary;
5. Funding long-term working capital requirement of our Company; and
6. General Corporate Purposes.

(Collectively referred as the "**Objects**")

In addition to the above Objects, we expect to receive the benefits of listing of the Equity Shares on the Stock Exchanges, which include enhancement of our Company's visibility and brand image and creation of a public market for our Equity Shares in India, among others.

The main objects and objects necessary for furtherance of the main objects set out in the Memorandum of Association enable us: (i) to undertake our existing business activities; (ii) to undertake the activities proposed to be funded from the Net Proceeds (including the activities for which funds are earmarked towards general corporate purposes), and (iii) to undertake the activities for which loan facilities were raised and which are proposed to be prepaid or repaid from the Net Proceeds. Further, the main objects and objects necessary for furtherance of the main objects set out in the memorandum of association of CQFIPL, enables it to undertake the activities for which loan facilities were raised by CQFIPL and which are proposed to be prepaid or repaid from the Net Proceeds.

Net Proceeds

After deducting the Offer related expenses from the Gross Proceeds of the Fresh Issue, we estimate the Net Proceeds to be ₹ [●] million. The details of the Net Proceeds of the Offer are summarized in the table below:

Particulars	Amount
Gross proceeds of the Fresh Issue	[●] ⁽¹⁾
(Less): Offer related expenses in relation to the Fresh Issue	[●] ^{(2) (3)}
Net Proceeds	[●]⁽³⁾

(1) Our Company, in consultation with the BRLM, may consider an issue of Specified Securities, as may be permitted under applicable law, to any person(s), aggregating up to 20.00% of the fresh issue size at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

(2) For details of the expenses related to the Offer, see "Offer Expenses" on page 134.

(3) To be finalized upon determination of the Offer Price and will be updated in the Prospectus prior to filing with the RoC.

Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized by our Company as follows:

Sr. No.	Particulars	Amount (₹ in million) ⁽³⁾
1.	Funding capital expenditure for the setting up of Unit-V	173.83
2.	Funding capital expenditure for the setting up of Unit-VI	196.40
3.	Pre-payment or scheduled re-payment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company	200.00
4.	Investment in its wholly owned Subsidiary, Christy Quality Foods (India) Private Limited ("CQFIPL") in the form of debt or equity for repayment/prepayment of borrowings, in full or in part, of all or a portion of certain outstanding borrowings availed by such Subsidiary	100.00
5.	Funding long-term working capital requirement of our Company	150.00
6.	General Corporate Purposes ⁽¹⁾⁽²⁾	[●]
Total ⁽¹⁾		[●]

(1) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

(2) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

(3) Our Company, in consultation with the BRLM, may consider an issue of Specified Securities, as may be permitted under applicable law, to any person(s), aggregating up to 20.00% of the fresh issue size at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

Proposed schedule of implementation and deployment of Net Proceeds

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

Particulars	Estimated utilization from Net Proceeds (₹ in million) ⁽⁵⁾	Estimated utilization from Net Proceeds in Financial Year 2026-27 (₹ in million)	Estimated utilization from Net Proceeds in Financial Year 2027-28 (₹ in million)
Funding capital expenditure for the setting up of Unit-V ⁽¹⁾⁽²⁾	173.83	33.28	140.55
Funding capital expenditure for the setting up of Unit-VI ⁽¹⁾⁽²⁾	196.40	32.77	163.63

Particulars	Estimated utilization from Net Proceeds (₹ in million) ⁽⁵⁾	Estimated utilization from Net Proceeds in Financial Year 2026-27 (₹ in million)	Estimated utilization from Net Proceeds in Financial Year 2027-28 (₹ in million)
Pre-payment or scheduled re-payment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company	200.00	200.00	-
Investment in its wholly owned Subsidiary, Christy Quality Foods (India) Private Limited (“CQFIPL”) in the form of debt or equity for repayment/prepayment of borrowings, in full or in part, of all or a portion of certain outstanding borrowings availed by such Subsidiary	100.00	100.00	-
Funding long-term working capital requirement of our Company	150.00	50.00	100.00
General Corporate Purposes ⁽³⁾⁽⁴⁾	[●]	[●]	[●]
Total⁽³⁾⁽⁴⁾	[●]	[●]	[●]

(1) The estimated cost does not include applicable Goods and Services Tax as our Company proposes to avail input tax credit on capital goods.

(2) Total estimated cost as per the Cost Vetting Report dated June 29, 2026, from Dun & Bradstreet.

(3) To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

(4) The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

(5) Our Company, in consultation with the BRLM, may consider an issue of Specified Securities, as may be permitted under applicable law, to any person(s), aggregating up to 20.00% of the fresh issue size at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

We intend to deploy the Net Proceeds towards the Objects as disclosed in the table above, in accordance with the business needs of our Company. However, the actual deployment of funds will depend on a number of factors, including the timing of completion of the Offer, market conditions, our current business plan, management estimates, current circumstances of our business, quotations received from vendors and suppliers and other commercial and technical factors, our Board’s analysis of economic trends and business requirements as well as general factors affecting our results of operations and financial condition. Depending upon such factors, we may have to reduce or extend the deployment period for the stated Objects, at the discretion of our management, and in accordance with applicable laws. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal is not completely met, including due to the reasons stated above, the same shall be utilized in the next Fiscal, as may be determined by our Company, in accordance with applicable laws.

The above requirement of funds is based on our current business plan as approved by our Board of Directors pursuant to their resolution dated June 30, 2026, internal management estimates based on the prevailing market conditions, and also based on quotations obtained from certain vendors. These funding requirements or deployments have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as change in costs, including due to inflation or increase in the rate of taxation, revision in quotations at the time of actual expenditure, change in financial and market conditions, our management’s analysis of economic trends and our business requirements, changes in technology, as well as general factors affecting our results of operations, financial condition, business and strategy and interest/exchange rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling (including preponing the deployment of Net Proceeds) and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the aforementioned Objects at the discretion of our management, subject to compliance with applicable law.

Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set out above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any equity and/or debt arrangements. We believe that such alternate funding arrangements would be available to fund any such shortfalls at such time period. Further, if the actual utilization towards any of the stated objects is lower than the proposed deployment, the balance remaining may be utilized towards future growth opportunities,

and/or towards funding any other purpose, and/or general corporate purposes, subject to applicable laws to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations and in compliance with the objectives as set out under “**Details of the Objects—General corporate purposes**” on page 134 and will be consistent with the requirements of our business. The estimated schedule of deployment of Net Proceeds is indicative and our management may vary the amount to be utilized in a particular Fiscal at its discretion.

Means of finance

The fund requirements for the Objects are proposed to be met entirely from the Net Proceeds and in case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company shall utilize its internal accruals, therefore, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or the existing identifiable accruals, as required under Regulation 7(1)(e) the SEBI ICDR Regulations and Paragraph 9(C)(1) of Part A of Schedule VI.

Details of the Objects

1. Funding capital expenditure for the setting up of new manufacturing unit at Namakkal, Tamil Nadu (Proposed Unit-V) for sprouted and fortified products

We are an integrated food contract manufacturing company offering a diversified product portfolio to businesses of varying scales, from emerging brands to multi-national Fast Moving Consumer Goods (FMCG) companies with a focus on quality and food safety. We are one of the fastest growing food manufacturing companies among the Selected Peers in terms of revenue, having grown at a CAGR of 50.21% from Fiscal 2023 to Fiscal 2025. (Source: D&B Report) Our operations are primarily undertaken through private label manufacturing arrangements, under which we manufacture and package food products marketed under our customers’ brands and offer a portfolio of ready formulations with customized options relating to packaging design, pack size and flavour adjustments.

We offer end-to-end product development solutions across a broad and growing range of product categories including Ready to Eat (RTE) and Ready to Cook (RTC) products, staples, sugar alternatives, spices and other allied FMCG products. As on December 31, 2025, our product portfolio comprised more than 25 product offerings with more than 700 Stock Keeping Units (SKUs). We have one of the largest SKU counts among the leading food contract manufacturing players with a national presence and diversified product category offering. (Source: D&B Report)

The Board of Directors of the company by way of resolution dated June 30, 2026 has proposed to establish a new manufacturing facility for sprouted and fortified products, at Namakkal, Tamil Nadu. The Company is currently manufacturing the same products under Unit-I at Namakkal, Tamil Nadu. Current manufacturing process for sprouted and fortified products is relatively more dependent on manual labour, therefore, limiting the company’s production capacities. Expansion of these capabilities is expected to increase value addition within our existing cereal, millet and pulse processing operations while continuing to utilise our sourcing network and customer relationships.

Sprouted flour is one of the most growing segment under functional foods category in India. The growing awareness of lifestyle-related health concerns, coupled with a shift toward plant-based and minimally processed foods, has supported the gradual acceptance of sprouted grain-based products. Sprouting is a traditional food processing technique in India, long associated with improved nutrient absorption and digestive benefits. Its modern adaptation into packaged flour formats allows consumers to integrate these benefits into daily diets conveniently, supporting adoption across households, health-focused consumers, and manufacturers of value-added food products. As a result, sprouted grain flour is increasingly viewed as a specialized ingredient within the broader functional food ecosystem, with applications spanning home consumption, bakery, ready-to-cook mixes, and health-oriented food formulations. (Source: D&B Report)

Sprouting is a traditional food processing technique in India, long associated with improved nutrient absorption and digestive benefits. Sprouted grain flour differs from conventional grain products primarily in terms of processing method, nutritional perception, and functional positioning. Conventional grain flours are typically produced by milling dried grains without prior germination, which preserves caloric content but does not actively enhance nutrient accessibility. In contrast, sprouted grain flour undergoes a controlled germination process before drying and milling, which is widely associated with improved digestibility and enhanced nutrient bioavailability. (Source: D&B Report)

Sprouted flour is one of the most growing segments under the functional foods category in India, owing to its enhanced nutrient profile, improved digestibility, and higher bioavailability of vitamins and minerals compared to conventional flour. As consumers become more conscious of gut health, ingredient quality, and natural food choices, sprouted grain

flours are increasingly viewed as suitable alternatives within the functional food landscape. The Indian sprouted grain flour market has demonstrated strong and consistent growth, increasing from ₹ 222 crore in FY2021 to ₹ 455 crore in FY2026. The market is projected to expand at a CAGR of 15.4% during FY2021-FY2026, reflecting rising consumer preference for healthier and nutrient-dense food ingredients. The Indian sprouted grain flour market is projected to witness accelerated growth over the forecast period, increasing from ₹ 455 crore in FY2026 to ₹ 870 crore by FY2030, with CAGR of 17.6%. (Source: D&B Report)

We also intend to expand our nutritional enrichment and fortification capabilities through the installation of additional blending and dosing systems at proposed Unit-V. Fortified staple foods, particularly wheat and millet flours, are being actively promoted in India as a scalable intervention to address micronutrient deficiencies such as iron and vitamin deficiencies. Given the widespread daily consumption of cereal-based staples, fortification of flour has emerged as one of the most effective vehicles for delivering essential nutrients at population scale. Fortified wheat and millet flours are emerging as key components of India's fortified foods ecosystem, with opportunities spanning institutional procurement, branded retail products and value-added staple categories. (Source: D&B Report)

Installed Capacity and Capacity Utilisation

The following table provides our existing installed capacity and capacity utilisation for the nine-months period ended December 31, 2025 and for the last three fiscals:

Particular	Effective Installed Capacity (In Tonnes)	Actual Production (In Tonnes)	Capacity Utilisation (In %)
For the nine-months period ended December 31, 2025			
Unit-I	24,570.00	23,302.78	94.84
Unit-II	2,948.40	2,287.58	77.59
Unit-III	884.52	706.63	79.89
Unit-IV	7,985.25	6,797.33	85.12
Total	36,388.17	33,094.32	90.95
Fiscal 2025			
Unit-I	26,863.20	23,131.89	86.11
Unit-II	3,931.20	3,740.88	95.16
Unit-III	1,179.36	794.93	67.40
Unit-IV	10,647.00	6,806.17	63.93
Total	42,620.76	34,473.87	80.89
Fiscal 2024			
Unit-I	14,742.00	8,550.29	58.00
Unit-II	3,931.20	2,809.63	71.47
Unit-III	720.72	705.84	97.94
Unit-IV	10,647.00	6,256.84	58.77
Total	30,040.92	18,322.60	60.99
Fiscal 2023			
Unit-I	9,828.00	5,714.85	58.15
Unit-II	3,276.00	1,536.32	46.90
Unit-III	655.20	500.39	76.37
Unit-IV	10,647.00	5,987.72	56.24
Total	24,406.20	13,739.29	56.29

Proposed Installed Capacity

Sr. No.	Manufacturing Unit location	Area covered (In Sq Ft.)	Proposed Installed Capacity (In Tonnes per annum)
1.	428/2 and 428/3, SF. No.431/2, 3,4,5,6,7,8, Erayamangalam Village Tiruchengode, Namakkal, Tamilnadu- 637205 ("Proposed Unit-V")	43,786	3,000

Estimated Cost

The total estimated cost for the Proposed Unit-V is ₹ 173.83 million, which comprises of (i) civil and structural work; (ii)

plant & machinery; (iii) utilities; and (vi) contingencies. The total estimated cost is, as certified by Dun & Bradstreet, through the detailed cost vetting report, dated June 29, 2026 (“**Cost Vetting Report**”) which is proposed to be funded from the Net Proceeds.

Sr. No	Particulars	Estimated cost (in ₹ million) ^{^*}	Amount to be funded from the Net Proceeds (in ₹ million)	Amount to be deployed from internal accruals (in ₹ million)	Amount deployed as of May 31, 2026 from our Company’s internal accruals (in ₹ million)
1.	Land**	-	-	-	-
2.	Civil and structural work	110.94	110.94	-	-
3.	Plant & Machinery	49.25	49.25	-	-
4.	Utilities	5.36	5.36	-	-
5.	Contingencies	8.28	8.28	-	-
Total		173.83	173.83	-	-

[^] Total estimated cost as per the Cost Vetting Report dated June 29, 2026 from Dun & Bradstreet.

* The estimated cost does not include applicable Goods and Services Tax as our Company proposes to avail input tax credit on capital goods. An amount of 5% of the costs of civil and structural work, plant & machinery and utilities, as applicable, has been estimated as contingency to account for any changes in cost of inputs during implementation, foreign exchange variation and cost of freight and insurance up to the proposed plant site which have been excluded in certain quotations. Further, any other taxes and/or duty, if any, will be met from internal accruals of the Company.

** The cost of land is not proposed to be met from the proceeds of the Fresh Issue as the land is acquired on lease basis with monthly rent of ₹ 20,000/- (Rupees Twenty Thousand only) per month with increment of 10% of rent on completion of every three years.

1. Land

The table below sets forth the details of land for the proposed Unit-V:

Name of Lessor	Name of Lessee	Date of Agreement	Address of Property	Usage of Property	Lease consideration (in ₹)	Area (In Sq. Mtr)	Duration of Lease
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	April 18, 2026	428/2 and 428/3, Attavanai Erayamangalam Group S. Erayamangalam Village, Tiruchengode, Namakkal, Tamil Nadu	Vacant Land for Proposed Manufacturing Facility	10,000 per month	23,917	29 years commencing from April 18, 2026 to April 17, 2026
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	April 11, 2026	SF. No.431/2, 3,4,5,6,7,8, Erayamangalam Village Tiruchengode, Namakkal, Tamilnadu-637205	Vacant Land for Proposed Manufacturing Facility	10,000 per month	19,869	29 years commencing from April 11, 2026 to April 10, 2026

The proceeds of the Fresh Issue shall not be utilised for the cost of leasehold land along with annual lease payments and shall be met from internal accruals. Further, such land parcel is adequate for establishing the Proposed Unit-V.

2. Civil and structural work

The civil and structural works costs for the proposed Unit-V includes, inter alia, land development, sand filling, partition wall, compound wall, epoxy flooring, ante room, drainage, gardening, power house and boiler civil work, lab, workshop, utilities and warehouse area. The total estimated cost for civil and structural work, based on the Cost Vetting Report is ₹ 110.94 million, which is proposed to be funded from Net Proceeds from Fresh Issue. The details of the break-up of the civil works cost have been listed in the table appearing at “**-Break up of Estimated Cost to be funded from Net Proceeds**” on page 111.

3. *Plant & Machinery*

The plant & machinery costs for the proposed Unit-V includes, heating system, pre-cleaner, cyclone separator, de-stoner, centrifugal fan, bran discharger, gravity table, pulse perler, classifier, magnetic separator, grain filling machine, slat conveyer, colour sorter, electric drum roaster, packing machine, and other spare machineries required for manufacturing. The total estimated cost for plant & machinery, based on the Cost Vetting Report is ₹ 49.25 million, which is proposed to be funded from Net Proceeds from Fresh Issue. The details of the break-up of the plant & machinery cost have been listed in the table appearing at “***-Break up of Estimated Cost to be funded from Net Proceeds***” on page 111.

4. *Utilities*

The utilities costs for the proposed Unit-V includes procurement/installation of diesel generator set, MV panel, fire extinguisher, electrification equipment and other utility equipment. The total estimated cost for utilities, based on the Cost Vetting Report is ₹ 5.36 million, which is proposed to be funded from Net Proceeds from Fresh Issue. The details of the break-up of the utilities cost have been listed in the table appearing at “***-Break up of Estimated Cost to be funded from Net Proceeds***” on page 111.

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Break up of Estimated Cost to be funded from Net Proceeds

The table below sets forth the break-up cost of the total estimated costs for the purchase of (i) Civil and structural work, (ii) Plant & Machinery, and (iii) Utilities:

Sr. No.	Brief Description	Name of vendor/ supplier	Date of quotation	Validity of quotation	Number of units	Unit of Measurement (UOM)	Total estimated cost (in ₹ million)
Civil and structural work							
1.	Building-I (Civil work)	Priya Engineering Projects Private Limited	June 18, 2026	90 days from the date of Quotation	12,495	Sq. ft.	14.54
2.	Building-I (Partition wall, Epoxy Flooring & Ante room)				12,504	Sq. ft.	2.12
3.	Building-I (White wash & Painting work)				-	-	0.29
4.	Building-II (Civil work)				10,150	Sq. ft.	11.81
5.	Building-II (Partition wall, Epoxy Flooring & Ante room)				10,200	Sq. ft.	1.73
6.	Building-II (White wash & Painting work)				-	-	0.41
7.	Building-III (Civil work)				10,260	Sq. ft.	11.94
8.	Building-III (Partition wall, Epoxy Flooring & Ante room)				10,200	Sq. ft.	1.73
9.	Building-III (White wash & Painting work)				-	-	0.29
10.	Other Civil Works (Sump, Borewell, Cable tray, Soil levelling work, gardening, drainage, power house civil work, EB deposit, cables, transformer, overhead tank, sprouting water tank, office with conference room, compound wall, sand filling, boiler civil, shed & foundation work, canteen, parking shed, toilets, lab, utilities area, workshop)	Priya Engineering Projects Private Limited	June 18, 2026	90 days from the date of Quotation	-	-	65.28
11.	EPS Panel for wall	Beardsell Limited	June 03, 2026	90 Days from the date of quotation	219.60	Sq. ft.	0.37
12.	EPS Panel for ceiling				81.90	Sq. ft.	0.15
13.	Other ancillaries cost including labour cost				301.50	Sq. ft.	0.28
Plant & Machinery							
14.	Pre-Cleaner, Cyclone Separator, De-Stoner, Centrifugal Fan, Bran Discharger, Gravity table, Pulse Perler, Classifier, Magnetic Separator.	Milltec Machinery Private Limited	February 12, 2026	7 months from the date of quotation	1	Number	9.66

Sr. No.	Brief Description	Name of vendor/supplier	Date of quotation	Validity of quotation	Number of units	Unit of Measurement (UOM)	Total estimated cost (in ₹ million)
	Grain Filling Machine, Slat Conveyer, Color Sorter along with other ancillary equipment						
15.	Storage Bin, Sorter Hoppers, Automatic and Manual Silo Gate, Sporting Pipe Line, Paddy Cleaner GI Pipeline, Destoner inlet line, destoner to cyclone Pipeline, Pulse Perler ducting GI Pipeline and Sortex Ducting GI Pipeline along with erection of these machineries	HR Engineering	June 01, 2026	90 days from the date of Quotation	1	Number	3.10
16.	150 kg SS Tank, Millet Storage Bin, Grader, Elevator – 22 feet and Hydraulic Tray	Udhayam Engineering	June 02, 2026	6 months from the date of quotation	1	Number	2.50
17.	Crane and ancillary equipment	K2 Cranes & Components Private Limited	June 03, 2026	30 days from the date of quotation	1	Number	1.37
18.	Heating Battery	GLS Extrutech Private Limited	May 23, 2026	9 months from the date of quotation	4	Number	1.50
19.	Pulse Perler, Magnetic Separator and ancillary equipment	Milltec Machinery Private Limited	February 12, 2026	9 months from the date of quotation	1	Number	0.42
20.	Blower	TMVT Industries Private Limited	January 23, 2026	9 months from the date of quotation	1	Number	0.57
21.	LPG LOT Pipeline	TRI Tech Engineers	February 16, 2026	9 months from the date of quotation	1	Number	0.32
22.	Grinding Machine and ancillary Equipment	Pilotsmith (India) Private Limited	June 01, 2026	6 Months from the date of quotation	1	Number	1.66
23.	Grain dryer and grain discharger	Milltec Machinery Private Limited	February 13, 2026	180 days from the date of Quotation	1	Number	1.20
24.	Weighing and Bagging Machine	Hawksar Autotech Private Limited	June 02, 2026	180 days from the date of Quotation	1	Number	0.35
25.	RO System and ancillary equipment	Aqua Care RO System	February 03, 2026	9 months from the date of quotation	1	Number	0.39
26.	Moisture meter, Hot Air Oven, Desiccator, leak test apparatus and GSM Plates (Lab Testing)	Royal Scientific Supplier	February 07, 2026	9 months from the date of quotation	1	Number	0.29
27.	Heavy duty pallets	Venkadaeswara VIP Enterprises	June 02, 2026	6 Months from the date of Quotation	200	Number	1.40
28.	Air Compressor	Adhi Vinayagar	February 16,	180 days from the	1	Number	2.33

Sr. No.	Brief Description	Name of vendor/ supplier	Date of quotation	Validity of quotation	Number of units	Unit of Measurement (UOM)	Total estimated cost (in ₹ million)
		Enterprises	2026	date of Quotation			
29.	Augur Packing Machine	ACE Pack Machine	June 01, 2026	4 Months from the date of quotation	1	Number	1.55
30.	Gravity Feed Metal Detector	Technofour Electronics Private Limited	June 02, 2026	90 days from the date of quotation	1	Number	0.62
31.	PPR Air Pipe Line	SJ Air Solution	June 02, 2026	6 Months from the date of Quotation	1	Number	0.09
32.	PPR Air Pipe Line	SJ Air Solution	June 02, 2026	6 Months from the date of Quotation	1	Number	0.09
33.	SS Pipe Line, SS 90 Degree Bend Feeding Hopper, Outlet Storage Bin Structure, Cyclone and Airlock	Udhayam Engineering	June 02, 2026	6 Months from the date of Quotation	1	Number	2.85
34.	Hydraulic Tray	Udhayam Engineering	June 02, 2026	6 Months from the date of Quotation	3	Number	1.66
35.	Heating Battery	GLS Extrutech Private Limited	June 02, 2026	6 Months from the date of Quotation	3	Number	1.13
36.	Weighing and Bagging Machine	Hawksar Autotech Private Limited	June 02, 2026	180 days from the date of Quotation	1	Number	0.35
37.	Grinding Machine and ancillary Equipment	Pilotsmith (India) Private Limited	June 01, 2026	6 Months from the date of Quotation	1	Number	1.66
38.	Pilot Ribbon Blender	Pilotsmith (India) Private Limited	June 01, 2026	6 Months from the date of Quotation	1	Number	0.42
39.	Pilot Vibro Shifter	Pilotsmith (India) Private Limited	June 01, 2026	6 Months from the date of Quotation	2	Number	0.66
40.	Semi-Automatic packing Machine	ACE Pack Machine	June 02, 2026	4 Months from the date of quotation	1	Number	1.20
41.	10& 15 Kg Weight Machine	Essae Electronic Weighing Machine	March 18, 2026	7 Months from the date of quotation	5	Number	0.07
42.	100 kg Weight Machine	Essae Electronic Weighing Machine	March 18, 2026	7 Months from the date of quotation	5	Number	0.14

Sr. No.	Brief Description	Name of vendor/ supplier	Date of quotation	Validity of quotation	Number of units	Unit of Measurement (UOM)	Total estimated cost (in ₹ million)
43.	Electrical Drum Roaster with control panel	Metal Edge Machineries Private Limited	June 03, 2026	30 days from the date of quotation	2	Number	0.79
44.	Gravity Feed Metal Detector	Technofour Electronics Private Limited	June 03, 2026	90 days from the date of Quotation	2	Number	1.24
45.	Augar Packing Machine	Uflex Limited	May 27, 2026	90 days from the date of Quotation	1	Number	7.25
46.	Nitrogen Generator	BVN Instrument (Madaras) Private Limited	June 01, 2026	30 Days from the date of Quotation	1	Number	0.42
Utilities							
47.	MV Panel, Cable Laying and Tray Erection	Priya Engineering Projects Private Limited	June 18, 2026	90 days from the date of Quotation	1	Number	0.95
48.	Hand Dryer, Manual Soap Dispenser and Air Curtain	Midlink Marketing Services	April 05, 2026	6 months from the date of Quotation	1	Number	0.15
49.	Electrification Equipment such as Panel Board, Cables, Earthins and Perforated Cable Trays	Circuitys Industry	June 02, 2026	90 days from the date of quotation	1	Number	1.27
50.	DG Set and other equipment	Gmmco Limited	March 17, 2026	9 months from the date of quotation	1	Number	2.75
51.	Air Compressor	Adhi Vinayagar Enterprises	February 16, 2026	9 months from the date of quotation	1	Number	0.19
52.	Fire Extinguisher	Rainbow Fire Saftey Equipments	June 02, 2026	90 days from the date of quotation	15	Number	0.05
Total							165.53

Raw Material

Our primary raw materials for manufacturing of sprouted and fortified products includes various unpolished staples and millets grains, such as Wheat, Bajara, Ragi, Jowar, Barley.

Government approvals

A list of material regulatory/government approvals that will be required in connection with the Proposed Unit-V, are set out below. Such approvals are granted on commencement or completion of various activities, as applicable. All such approvals shall be procured as and when they are required in accordance with applicable law.

S. No.	Approval / License	Stage at which approvals are required	Status
1.	Building Permission	Prior to commencement of construction	Already obtained
2.	Fire NOC (Provisional)	Prior to commencement of construction	To be obtained
3.	Consent to Establish	Prior to commencement of construction	Already obtained
4.	Approval of Factory Building	Prior to commencement of construction	Already obtained
5.	Factory License	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
6.	Consent to Operate	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
7.	GST/ Tax Registrations/ Professional Tax	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
8.	Registration under Legal Metrology Act, 2009	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
9.	FSSAI license	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
10.	Labour/ Industrial safety compliance	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
11.	Fire NOC (Permanent)	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage

Further, we shall file necessary applications with the relevant authorities for obtaining all the requisite approvals, as applicable, at the relevant stages in accordance with applicable law. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For further details on the risks associated with the delay in receipt of approvals for the Proposed Unit-V, please see the section titled ***“Risk Factors – Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.”*** on page 51.

Proposed schedule of implementation

The detailed proposed schedule of implementation of the Proposed Unit-V is set forth below:

Sr. No.	Particulars	Estimated date of commencement	Estimated date of completion
1.	Land	Already acquired on Leasehold basis	
2.	Civil	January, 2027	August, 2027
3.	Plant & Machinery	May, 2027	August, 2027
4.	Utilities	May, 2027	August, 2027
5.	Trial Run	September, 2027	September, 2027
6.	Commissioning		October, 2027

While we believe that the schedule of implementation mentioned above is achievable, there is no assurance that there would not be any delays. For details in relation to possible risks associated with not meeting the expected schedule of implementation for the project, please refer to the section titled “***Risk Factors – Our proposed capacity expansion plans relating to our proposed units are subject to the risk of unanticipated delays in implementation and cost overruns.***” on page 33.

Certain confirmations

As on date of this Draft Red Herring Prospectus, no orders for civil, structural work, Utility and purchase of the machinery/equipment, as provided above, have been placed towards setting-up of the Proposed Unit-V. No second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

Other confirmations

All quotations received from the above suppliers are valid as on the date of this Draft Red herring Prospectus. We have not entered into any definitive agreements with the vendors and there can be no assurance that the same vendor(s) would be engaged to eventually execute civil and structural work, supply the plant & machinery or utilities. There can be no assurance that we would be able to procure plant and machinery or complete the civil and structural work at the estimated costs.

In accordance with the terms of certain quotations obtained by our Company, the prices in relation to the plant and machinery may be subject to revisions during the validity period of such quotations, pursuant to inter alia any update to the pricing list of the vendor, prices of the raw materials or pursuant to foreign exchange currency fluctuations or policy changes. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals or borrowings or a combination of both. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of our management. Further, no second-hand or used equipment is proposed to be purchased out of the Net Proceeds.

Our Promoters, Directors, members of the Promoter Group, Group Company, Key Managerial Personnel and members of Senior Management do not have any interest in the proposed building and civil and structural works, purchase of plant and machinery or utilities, or in the entities from whom we have obtained quotations in relation to such activities.

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2. Funding capital expenditure for the setting up of new manufacturing unit at Dhar, Madhya Pradesh for manufacturing of existing product portfolio of our company (Proposed Unit-VI);

We are an integrated food contract manufacturing company offering a diversified product portfolio to businesses of varying scales, from emerging brands to multi-national Fast Moving Consumer Goods (FMCG) companies with a focus on quality and food safety. Our operations are primarily undertaken through private label manufacturing arrangements, under which we manufacture and package food products marketed under our customers' brands and offer a portfolio of ready formulations with customized options relating to packaging design, pack size and flavour adjustments.

We offer end-to-end product development solutions across a broad and growing range of product categories including Ready to Eat (RTE) and Ready to Cook (RTC) products, staples, sugar alternatives, spices and other allied FMCG products. As on December 31, 2025, our private label manufacturing portfolio comprised more than 25 product offerings with more than 700 SKUs spanning multiple categories, such as (i) RTE/RTC products like Pre-mixes & Ready mixes, Flakes, Crunches, Crisp & Makhana, Muesli and other types of snacks; (ii) Staples like Millets, Protein Staples (pulses) and traditional staples & Flours, etc.; (iii) sugar alternatives like Jaggery Powder, Palm Jaggery, Coconut Sugar, Dates Powder, Coconut Jaggery etc.; (iv) spices including pure spices and blended spices etc.; and (v) other food products such as dehydrated seeds, fruits and vegetables, and sprouted products, etc.

Food contract manufacturing in India spans a range of service models, including (i) Full-Service Contract Manufacturing; (ii) Co- Manufacturing / Collaborative R&D Model; (iii) Private Label Manufacturing; and (iv) Co-Packing. Among these service models, private label manufacturing accounted for approximately 18% of the market in Fiscal 2026 and is expected to gain further relevance, increasing its share to approximately 20% by Fiscal 2030. In terms of market segmentation by food type, RTE/RTC products, functional foods, and snacks & savoury products collectively accounted for approximately 43% of the market in Fiscal 2026 and are expected to increase their share to approximately 46% by Fiscal 2030, representing a market size of approximately ₹483 billion.

The Indian packaged food market grew from ₹8,640 billion in Fiscal 2021 to an estimated ₹12,000 billion in Fiscal 2026, registering a CAGR of approximately 6.8%. The market is further expected to reach approximately ₹16,000 billion by Fiscal 2030, growing at a CAGR of approximately 7.5% between Fiscal 2026 and Fiscal 2030. South India accounted for approximately 26% of the market in Fiscal 2026 and is expected to increase its share to approximately 28% by Fiscal 2030, driven by strong demand for packaged staples, snacks, dairy products, and ready-to-cook food products.

RTC market grew from ₹ 423 billion in Fiscal 2021 to an estimated ₹ 709 billion in Fiscal 2026, registering a CAGR of approximately 10.9%. RTC market is expected to further increase from ₹ 709 billion in Fiscal 2026 to approximately ₹ 1,096 billion by Fiscal 2030, reflecting a CAGR of around 11.5%. This growth trajectory highlights the continued shift in consumer food habits toward convenience-oriented solutions and positions RTC as one of the fastest-growing segments within India's packaged food ecosystem.

The following table provides product-wise revenue break-up of our contract manufacturing segment for the nine-months period ended December 31, 2025 and for last three fiscals:

(₹ in million, unless otherwise indicated)

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
RTE/RTC products	1,110.98	47.80	803.26	30.88	783.26	48.52	551.73	47.86
Staples	546.17	23.50	905.57	34.81	344.78	21.36	271.12	23.52
Sugar alternatives	423.77	18.23	506.51	19.47	85.26	5.28	79.98	6.94
Spices	173.22	7.45	207.93	7.99	183.15	11.35	130.94	11.36
Other allied FMCG products	41.69	1.79	44.96	1.73	80.97	5.02	47.04	4.08
Packaging	8.39	0.36	107.72	4.14	118.34	7.33	62.42	5.41

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
material and other goods								
Total	2,304.23	99.13	2,575.96	99.03	1,595.77	98.85	1,143.24	99.17

The Board of Directors of the company by way of resolution dated June 30, 2026 has proposed to establish a new manufacturing facility for existing product portfolio of the company primarily consisting of RTE and RTC products, at Madhya Pradesh Industrial Development Corporation (“MPIDC”) located at Dhar, Madhya Pradesh. We currently provide our food manufacturing services to a diversified customer base located across 22 states and 03 Union Territory in India, with an established presence in South India. Over the last three years, we have expanded our geographical footprint across multiple states in India, including Gujarat, Maharashtra and Andhra Pradesh, and have also strengthened our presence in international markets such as United Arab Emirates (UAE), Tanzania, Canada and England, reflecting our efforts to expand our customer reach and strengthen our operational footprint.

The proposed unit is expected to improve logistical efficiencies, reduce lead times and facilitate easier access to customers for whom procurement from our existing manufacturing facilities in South Indian may involve higher transportation costs and longer delivery timelines.

Installed Capacity and Capacity Utilisation

Proposed Installed Capacity

Sr. No.	Manufacturing Unit location	Area covered (In Sq Ft.)	Proposed Installed Capacity (In Tonnes per annum)
1.	Plot No. 49, Industrial Area, Hatod, Tehsil Sardarpur, District Dhar, Madhya Pradesh- 454441 (“ Proposed Unit-VI ”)	62,097	7,500

Estimated Cost

The total estimated cost for the Proposed Unit-VI is ₹ 201.81 million, which comprises of (i) civil and structural work; (ii) plant & machinery; (iii) utilities; and (iv) contingencies. The total estimated cost is, as certified by Dun & Bradstreet, through the detailed cost vetting report, dated June 29, 2026 (“**Cost Vetting Report**”) which is proposed to be funded from the Net Proceeds.

Sr. No.	Particulars	Estimated cost (in ₹ million) ^{^*}	Amount funded from the Net Proceeds (in ₹ million)	Amount to be deployed from internal accruals (in ₹ million)	Amount deployed as of May 31, 2026 from our Company’s internal accruals [@] (in ₹ million)
1.	Land**	5.75	-	-	5.75
2.	Civil and structural work	109.85	109.85	-	-
3.	Plant & Machinery	71.70	71.70	-	-
4.	Utilities	5.50	5.50	-	-
5.	Contingencies	9.35	9.35	-	-
Total		202.15	196.40	-	5.75

[^] Total estimated cost as per the Cost Vetting Report dated June 29, 2026 from Dun & Bradstreet.

^{*} The estimated cost does not include applicable Goods and Services Tax as our Company proposes to avail input tax credit on capital goods. An amount of 5% of the costs of civil and structural work, plant & machinery and utilities, as applicable, has been estimated as contingency to account for any changes in cost of inputs during implementation, foreign exchange variation and cost of freight and insurance up to the proposed plant site which have been excluded in certain quotations. Further, any other taxes and/or duty, if any, will be met from internal accruals of the Company.

^{**} The cost of land is not proposed to be met from the proceeds of the Fresh Issue as the consideration for the land has already been paid.

@ As certified by G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026. The cost includes sale land premium, development charges, security deposit, stamp duty, registration charges and other charges.

1. Land

Our company propose to set up Unit-VI at Plot No. 49, Industrial Area, Hatod, Tehsil Sardarpur, District Dhar, Madhya Pradesh- 454441, which has been held by us on a leasehold basis pursuant to a leasehold agreement dated May 06, 2026, entered between our Company and MPIDC for a term of 99 years, with effect from April 28, 2026 for annual lease payment of ₹ 0.013 million. This land is approximately 5,769 Sq. Mtr. The proceeds of the Fresh Issue shall not be utilised for the cost of leasehold land along with annual lease payments. Any annual lease payments to be occurred after commencement of Unit-VI shall be met from internal accruals. Further, such land parcel is adequate for establishing the Proposed Unit-VI. We have incurred total cost of ₹ 5.75 million as at May 31, 2026 for the purpose of acquisition of this land. The break-up of total land cost is provided below for reference:

Sr. No.	Particulars	Estimated cost (in ₹ million)^*
1.	Land Premium After Rebate	0.51
2.	Development Charges	4.68
3.	Security Deposit	0.04
4.	Stamp Duty	0.30
5.	Registration Charges	0.20
6.	Other Charges	0.02
Total		5.75

2. Civil and structural work

The civil and structural works costs for the proposed Unit-VI includes, inter alia, land development, sand filling, partition wall, compound wall, epoxy flooring, ante room, drainage, gardening, power house and boiler civil work, lab, workshop and utilities area. The total estimated cost for civil and structural work, based on the Cost Vetting Report is ₹ 109.85 million, which is proposed to be funded from Net Proceeds from Fresh Issue. The details of the break-up of the civil works cost has been listed in the table appearing at “-Break up of Estimated Cost to be funded from Net Proceeds” on page 120.

3. Plant & Machinery

The plant & machinery costs for the proposed Unit-VI includes, extruder, dryer, filling and packing machines, cutting machine, auto mixing and conveying system, pneumatic conveyor, cereal cooking machine, cereal flaking machine, hot air generator and cooling conveyor, metal detector and other spare machineries required for manufacturing. The total estimated cost for plant & machinery, based on the Cost Vetting Report is ₹ 71.70 million, which is proposed to be funded from Net Proceeds from Fresh Issue. The details of the break-up of the plant & machinery cost has been listed in the table appearing at “-Break up of Estimated Cost to be funded from Net Proceeds” on page 120.

4. Utilities

The utilities costs for the proposed Unit-VI includes procurement/installation of diesel generator set. The total estimated cost for utilities, based on the Cost Vetting Report is ₹ 5.50 million, which is proposed to be funded from Net Proceeds from Fresh Issue. The details of the break-up of the utilities cost has been listed in the table appearing at “-Break up of Estimated Cost to be funded from Net Proceeds” on page 120.

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Break up of Estimated Cost to be funded from Net Proceeds

The table below sets forth the break-up cost of the total estimated costs for the purchase of (i) Civil and structural work, (ii) Plant & Machinery, and (iii) Utilities:

Sr. No.	Brief Description	Name of vendor/ supplier	Date of quotation	Validity of quotation	Number of units	Unit of Measurement (UOM)	Total estimated cost (in ₹ million)
Civil and structural work							
1.	Civil work	Priya Engineering Projects Private Limited	June 20, 2026	90 days from Date of quotation	45,000	Sq. Ft.	20.02
2.	Steel PEB work						20.59
3.	White washing and enamel painting						1.33
4.	Brick partition wall						3.05
5.	Epoxy Flooring and ante room						3.05
6.	Mezzanine floor						11.44
7.	Machinery bed work						1.53
8.	Other Civil Works (Sump, Borewell, Cable tray, Soil levelling work, gardening, drainage, power house civil work, EB deposit, cables, transformer, overhead tank, sprouting water tank, office with conference room, compound wall, sand filling, boiler civil, shed & foundation work, canteen, parking shed, toilets, lab, utilities area, workshop)			June 18, 2026	90 days from Date of quotation	-	-
9.	Electrical cable and tray panel erection		June 18, 2026	90 days from Date of quotation	-	-	1.62
10.	EPS Partition panels for wall and ceiling		June 18, 2026	90 days from Date of quotation	-	-	0.59
11.	PUF partition wall panel	Beardsell Limited	March 24, 2026	6 Months from Date of Quotation	381.64	Sq. Mtr.	0.82
	372.71				Sq. Mtr.	0.80	
	754.35				Sq. Mtr.	0.50	
Plant & Machinery							
12.	Auto mixing and conveying system, double screw extruder, dryer, filing machine, cutting machine, octagon coating system, air conveyor with cyclone, vibrator with cooling fan, barrels and other equipment	Jinan Arrow Machinery Co., Ltd.	May 28, 2026	September 28, 2026	1	Number	9.95
13.	Air Compressor, Auto Drain Valve, PVC Inclined Belt Conveyor System, Flat PVC Belt Conveyor, Cookies Tray, Mixing Machinery, Pilot Ribbon, Blender, Chest Freezer, Water Dispenser, Supply of Wall Panel, Ceiling Panel, Single Door and other ancillary equipment	Priya Engineering Projects Private Limited	June 18, 2026	90 days from the date of quotation	1	Number	2.16

Sr. No.	Brief Description	Name of vendor/supplier	Date of quotation	Validity of quotation	Number of units	Unit of Measurement (UOM)	Total estimated cost (in ₹ million)
14.	Syrup Making Machine	Sri Lakshmi Engineering Works	March 12, 2026	6 Months from Date of Quotation	1	Number	1.20
15.	Pneumatic Conveyors, Holding Tanks, Cereal Cooking Machine, Cereal Drier along with Vibrator, Cereal Brusher, Cereal Flaking Machine, Cleat Conveyor, Hot Air Industrial Aero Dry Machine, Vibrator Conveyor, Hot Air Generator, Cooling Conveyor and Electric Panels	Sutdhar Creations & Fabricators	March 17, 2026	6 Months from Date of Quotation		Number	10.91
16.	Rotary Rack Oven	Arun Rega Bakery Machineries Private Limited	June 20, 2026	15 Months from Date of Quotation	1	Number	1.38
17.	Vertical form fill seal machine, forming set for film of different width, Metal Detector and related equipment, Multihead weigher and other equipment	Catalis Packaging Technologies Private Limited	May 27, 2026	90 days from Date of Quotation	2	Number	11.82
18.	Automatic Pick fill & seal machine	Uflex Limited	May 27, 2026	90 Days from Date of Quotation	1	Number	7.25
19.	Electric Drum Roaster with Control Panel	Metalage Machineries Private Limited	May 27, 2026	90 days from date of quotation	1	Number	0.39
20.	Electric Drum Roaster with Control Panel	Metalage Machineries Private Limited	May 27, 2026	6 Months from date of quotation	1	Number	0.39
21.	Collar Auger Type Pneumatic Form Fill and Seal Machine	Ace Pack Machines	April 07, 2026	5 Months from Date of Quotation	1	Number	1.49
22.	Nitrogen generator along with purity meter, carbon filter and vertical reservoir	BVN Instruments (Madras) Private Limited	May 28, 2026	120 days from Date of Quotation	1	Number	0.87
23.	Millet cleaning and destoner - Cleaner, Destoner, Elevator, Hopper, Service platform, ladder for elevator and other accessories	Fowler Westrup (India) Private Limited	January 23, 2026	9 Months from Date of Quotation	1	Number	3.08
24.	Air Compressor, vertical air receiver, Desiccant Air Dryer, submicron filter, Drain valve for nitrogen	Frank Technologies Private Limited	May 27, 2026	3 months from date the quotation	1	Number	0.79

Sr. No.	Brief Description	Name of vendor/ supplier	Date of quotation	Validity of quotation	Number of units	Unit of Measurement (UOM)	Total estimated cost (in ₹ million)
25.	Cooling Tower	Mist Air Coil Cooler LLP	June 01, 2026	30 days from date of quotation	1	Number	0.05
26.	Electric Dryer for flaked grains	GLS Extrutech pvt limited	June 01, 2026	4 months from the date of quotation	1	Number	3.50
27.	Hydraulic Flaker Machine	Heavy Machines	June 01, 2026	6 Months from Date of Quotation	1	Number	1.63
28.	Auto Mixing and Conveying System, Double Screw Extruder, Feeder with magnet tube, Air Conveyor, octagonal system, Cooling conveyor with vibrator	Jinan Arrow Machinery Co., Ltd.	June 03, 2026	June 30, 2026	1	Number	6.40
29.	Gravity Feed Metal Detector System	Technofour Electronics Private Limited	June 02, 2026	90 Days from the date of Quotation	1	Number	0.62
30.	Coating Pan Machine and Hot Air Blower	Srinidhi Industries	June 02, 2026	6 Months from the date of Quotation	1	Number	1.22
31.	Heavy duty Pallets	Venkadaeswara VIP Enterprises	June 02, 2026	6 Months from the date of Quotation	150	Number	1.05
32.	Mono Shaft Pulveriser, Pilot Hammer Mill, Group filter with blower and other ancillary equipment	Pilotmith (India) Pvt. Limited	June 01, 2026	6 Months from the date of Quotation	1	Number	1.66
33.	Heavy Duty Racks	Asha Techniques	June 02, 2026	30 days from date of quotation	15	Number	0.47
34.	Boiler and ancillary equipment	Best Engineers	June 02, 2026	6 Months from Date of Quotation	1	Number	0.82
35.	Platform	Udhyam Engineering works	June 03, 2026	6 Months from Date of Quotation	4	Number	1.63
36.	TDS Meter, Hot Air Oven, Moisture Meter, Thermo Hygrometer, Digital Vernier, Screw Gauge Electronic Digital meter, Leak Test Apparatus (:ab Testing)	Royal Scientific Suppliers	June 03, 2026	6 Months from Date of Quotation	1	Number	0.34
37.	Weighing Machine	Essae Teraoka Private Limited	June 02, 2026	180 days from date of quotation	14	Number	0.28

Sr. No.	Brief Description	Name of vendor/ supplier	Date of quotation	Validity of quotation	Number of units	Unit of Measurement (UOM)	Total estimated cost (in ₹ million)
38.	RO Machine	Universal Aquacare Technology	June 11, 2026	20 days from the date of quotation	1	Number	0.35
Utilities							
39.	Diesel Generator (250kva)	Gmmco Limited	May 27, 2026	3 months from Quotation Date	1	Number	5.50
Total							186.98

Raw Material

Our primary raw materials for the our proposed product portfolio under Unit-VI includes rice grits, corn grits, jowar grits, cocoa power, oil, ragi, oats, jowar, soya beans and jaggery.

Government approvals

A list of material regulatory/government approvals that will be required in connection with the Proposed Unit-VI, are set out below. Such approvals are granted on commencement or completion of various activities, as applicable. All such approvals shall be procured as and when they are required in accordance with applicable law.

S. No.	Approval / License	Stage at which approvals are required	Status
1.	Building Permission	Prior to commencement of construction	Already obtained
2.	Fire NOC (Provisional)	Prior to commencement of construction	Pending
3.	Consent to Establish	Prior to commencement of construction	Already obtained
4.	Approval of Factory Building	Prior to commencement of construction	Already obtained
5.	Factory License	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
6.	Consent to Operate	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
7.	GST/ Tax Registrations/ Professional Tax	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
8.	Registration under Legal Metrology Act, 2009	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
9.	FSSAI license	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
10.	Labour/ Industrial safety compliance	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage
11.	Fire NOC (Permanent)	Upon completion of factory establishment and prior to commencement of manufacturing operations	To be applied at the relevant stage

Further, we shall file necessary applications with the relevant authorities for obtaining all the requisite approvals, as applicable, at the relevant stages in accordance with applicable law. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For further details on the risks associated with the delay in receipt of approvals for the Proposed Unit-VI, please see the section titled **“Risk Factors – Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.”** on page 51.

Proposed schedule of implementation

The detailed proposed schedule of implementation of the Proposed Unit-VI is set forth below:

Sr. No.	Particulars	Estimated date of commencement	Estimated date of completion
1.	Land	Already acquired on Leasehold basis	
2.	Civil	January, 2027	August, 2027
3.	Plant & Machinery	May, 2027	August, 2027
4.	Utilities	May, 2027	August, 2027
5.	Trial Run	September, 2027	September, 2027
6.	Commissioning		October, 2027

While we believe that the schedule of implementation mentioned above is achievable, there is no assurance that there would not be any delays. For details in relation to possible risks associated with not meeting the expected schedule of implementation for the project, please refer to the section titled “***Risk Factors – Our proposed capacity expansion plans relating to our proposed units are subject to the risk of unanticipated delays in implementation and cost overruns.***” on page 33.

Certain confirmations

As on date of this Draft Red Herring Prospectus, no orders for civil, structural work, Utility and purchase of the machinery/equipment, as provided above, have been placed towards setting-up of the Proposed Unit-VI. No second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

Other confirmations

All quotations received from the above suppliers are valid as on the date of this Draft Red herring Prospectus. We have not entered into any definitive agreements with the vendors and there can be no assurance that the same vendor(s) would be engaged to eventually execute civil and structural work, supply the plant & machinery. There can be no assurance that we would be able to procure plant and machinery or complete the civil and structural work at the estimated costs.

In accordance with the terms of certain quotations obtained by our Company, the prices in relation to the plant and machinery may be subject to revisions during the validity period of such quotations, pursuant to inter alia any update to the pricing list of the vendor, prices of the raw materials or pursuant to foreign exchange currency fluctuations or policy changes. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals or borrowings or a combination of both. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of our management. Further, no second-hand or used equipment is proposed to be purchased out of the Net Proceeds.

Our Promoters, Directors, members of the Promoter Group, Group Company, Key Managerial Personnel and members of Senior Management do not have any interest in the proposed building and civil and structural works, purchase of plant and machinery or utilities, or in the entities from whom we have obtained quotations in relation to such activities.

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3. *Prepayment or scheduled re-payment, in full or in part, of all or a portion of certain outstanding borrowings availed by our Company;*

Our Company has entered into certain financing arrangements with banks and financial institutions for term loans and working capital facilities to fund its expansion activities and operational requirements. As of May 31, 2026, our Company's total outstanding borrowings amounted to ₹ 465.05 million on consolidated basis. We intend to utilize an amount of ₹ 200.00 million from the Net Proceeds in order to repay/ prepay, in full or in part, certain or all of the borrowings availed by our Company, which constitutes 42.96% of our total outstanding borrowings, on a consolidated basis, as of May 31, 2026. For details of our financing arrangements, see "**Financial Indebtedness**" on page 375.

Given the nature of these borrowings and the terms of prepayment and/or repayment, the aggregate outstanding amounts under these borrowings may vary from time to time and we may, in accordance with the relevant repayment schedule, repay or refinance some of the borrowings set out below, prior to Allotment or avail of additional credit facilities. If at the time of Allotment, any of the below mentioned loans are repaid or refinanced or if any additional credit facilities are availed or drawn down or further disbursements under the existing facilities are availed by us, then our Company may utilise the Net Proceeds for prepayment and/or repayment of any such refinanced facilities or any additional facilities / disbursements obtained by our Company. In light of the above, at the time of filing the Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by our Company. In the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular fiscal may be repaid / pre-paid by our Company in the subsequent Fiscal. Our Company may choose to repay/ prepay certain borrowings availed by our Company, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus.

For the purposes of the Offer, our Company has obtained necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer and for the deployment of the Net Proceeds towards the objects set out in this section, to the extent such consent was required. There have neither been any delays or defaults by us in relation to the below-mentioned borrowings intended to be repaid/prepaid using the Net Proceeds nor has there been any rescheduling/restructuring of such borrowings.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay / repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) terms and conditions of consents and waivers, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The amounts proposed to be prepaid and/or repaid against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and/or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and/or repayment. For further details, see "**Financial Indebtedness**" on page 375. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals of the Company. Such pre-payment will help reduce the existing borrowings of our Company and assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. The following table sets forth details of certain borrowings availed by our Company, which are outstanding as on May 31, 2026, out of which our Company may repay/prepay, all or a portion of, any or all of the borrowings, from the Net Proceeds:

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Sr No	Name of the Lender	Nature of borrowing	Date of Latest Sanction letter	Date of disbursement of loan	Amount sanctioned as at May 31, 2026 (₹ in million)	Amount outstanding as at May 31, 2026 (₹ in million)	Rate of interest as at May 31, 2026*	Repayment schedule/ Tenor	Purpose as mentioned in Sanction letter*	Pre-payment conditions/ penalty, if any	Whether utilised for capital expenditure (Yes/ No)
1.	HDFC Bank Limited	Cash Credit	May 30, 2026	September 12, 2022	110.00	108.49	8.85%	12 Months (Subject to renewal)	For Working Capital Purpose	4% of the Overall Facility Limit	No
2.	HDFC Bank Limited	Cash Credit	May 30, 2026	September 18, 2024	49.00	48.63	8.10%	12 Months (Subject to renewal)	For Working Capital Purpose	4% of the Overall Facility Limit	No
3.	Indian Bank	Cash Credit	June 02, 2026	March 21, 2024	50.00	48.64	8.40%	12 Months (Subject to renewal)	For Working Capital Purpose	4% of the Overall Facility Limit	No
Total					209.00	205.76					

**In accordance with Para 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate to be obtained from the statutory auditor or a chartered accountant, holding a valid certificate issued by the Peer Review Board of the ICAI, certifying the utilization of loans for the purposes availed, our Company, has obtained the requisite certificate from our Statutory Auditor, G. Sathiyam & Co., for the loans utilised during their audit period i.e. last three Fiscal and nine months period ended December 31, 2025.*

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4. Investment in its wholly owned Subsidiary, Christy Quality Foods (India) Private Limited (“CQFIPL”) in the form of debt or equity for repayment/prepayment of borrowings, in full or in part, of all or a portion of certain outstanding borrowings availed by such Subsidiary;

Our Subsidiary, Christy Quality Foods (India) Private Limited, which is wholly-owned Subsidiary has entered into certain financing arrangements with bank for working capital facility to fund its operational requirements. As of May 31, 2026, we had total outstanding borrowings amounted to ₹ 465.05 million on consolidated basis. We intend to utilize an amount of ₹ 100.00 million from the Net Proceeds in order to repay/ prepay, in full or in part, certain or all of the borrowings availed by our Subsidiary, which constitutes 21.50% of our total outstanding borrowings, on a consolidated basis, as of May 31, 2026. For details of our financing arrangements, see “**Financial Indebtedness**” on page 375.

Given the nature of these borrowings and the terms of prepayment and/or repayment, the aggregate outstanding amounts under these borrowings may vary from time to time and we may, in accordance with the relevant repayment schedule, repay or refinance some of the borrowings set out below, prior to Allotment or avail of additional credit facilities. If at the time of Allotment, any of the below mentioned loans are repaid or refinanced or if any additional credit facilities are availed or drawn down or further disbursements under the existing facilities are availed by us, then our Company may utilise the Net Proceeds for prepayment and/or repayment of any such refinanced facilities or any additional facilities / disbursements obtained by our Company. In light of the above, at the time of filing the Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by our Company. In the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular fiscal may be repaid / pre-paid by our Company in the subsequent Fiscal. Our Company may choose to repay/ prepay certain borrowings availed by our Company, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus.

For the purposes of the Offer, our Company has obtained necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer and for the deployment of the Net Proceeds towards the objects set out in this section, to the extent such consent was required. There have neither been any delays or defaults by us in relation to the below-mentioned borrowings intended to be repaid/prepaid using the Net Proceeds nor has there been any rescheduling/restructuring of such borrowings.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay / repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) terms and conditions of consents and waivers, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The amounts proposed to be prepaid and/or repaid against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and/or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and/or repayment. For further details, see “**Financial Indebtedness**” on page 375. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals of the Company. Such pre-payment will help reduce the existing borrowings of our Company and assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. The following table sets forth details of certain borrowings availed by our Company, which are outstanding as on May 31, 2026, out of which our Company may repay/prepay, all or a portion of, any or all of the borrowings, from the Net Proceeds:

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Sr No	Name of the Lender	Nature of borrowing	Date of Latest Sanction letter	Date of disbursement of loan	Amount sanctioned as at May 31, 2026 (₹ in million)	Amount outstanding as at May 31, 2026 (₹ in million)	Rate of interest as at May 31, 2026*	Repayment schedule/ Tenor	Purpose as mentioned in Sanction letter*	Pre-payment conditions/ penalty, if any	Whether utilised for capital expenditure (Yes/ No)
1.	Punjab National Bank	Cash Credit	November 29, 2025	July 13, 2022	200.00	104.44	8.45%	12 Months (Subject to renewal)	For Working Capital Purpose	Not Mentioned	No
Total					200.00	104.44					

**In accordance with Para 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate to be obtained from the statutory auditor or a chartered accountant, holding a valid certificate issued by the Peer Review Board of the ICAI, certifying the utilization of loans for the purposes availed, our Subsidiary, has obtained the requisite certificate from our Statutory Auditor, G. Sathiyam & Co., for the loans utilised during their audit period i.e. last three Fiscal and nine months period ended December 31, 2025.*

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5. ***Funding long-term working capital requirement of our Company:***

We are an integrated food contract manufacturing company offering a diversified product portfolio to businesses of varying scales, from emerging brands to multi-national Fast Moving Consumer Goods (FMCG) companies with a focus on quality and food safety. We are one of the fastest growing food manufacturing companies among the Selected Peers in terms of revenue, having grown at a CAGR of 50.21% from Fiscal 2023 to Fiscal 2025. (*Source: D&B Report*) Our operations are primarily undertaken through private label manufacturing arrangements, under which we manufacture and package food products marketed under our customers' brands and offer a portfolio of ready formulations with customized options relating to packaging design, pack size and flavour adjustments.

We offer end-to-end product development solutions across a broad and growing range of product categories including Ready to Eat (RTE) and Ready to Cook (RTC) products, staples, sugar alternatives, spices and other allied FMCG products. As on December 31, 2025, our product portfolio comprised more than 25 product offerings with more than 700 Stock Keeping Units (SKUs). We have one of the largest SKU counts among the leading food contract manufacturing players with a national presence and diversified product category offering. (*Source: D&B Report*)

Our operations are carried out through four (4) manufacturing units comprising nine (9) facilities located in the State of Tamil Nadu. As on December 31, 2025, our private label manufacturing portfolio comprised more than 25 product offerings with more than 700 SKUs spanning multiple categories, such as (i) RTE/RTC products like Pre-mixes & Ready mixes, Flakes, Crunches, Crisp & Makhana, Muesli and other types of snacks; (ii) Staples like Millets, Protein Staples (pulses) and traditional staples & Flours, etc.; (iii) sugar alternatives like Jaggery Powder, Palm Jaggery, Coconut Sugar, Dates Powder, Coconut Jaggery etc.; (iv) spices including pure spices and blended spices etc.; and (v) other food products such as dehydrated seeds, fruits and vegetables, and sprouted products, etc.

As a food contract manufacturer company, our working capital requirements are primarily driven by the need to maintain adequate inventories of raw materials, work-in-progress and finished goods to ensure uninterrupted production and timely execution of customer orders. We also extend credit to our customers in accordance with industry practices, resulting in higher trade receivables. As an integrated contract food manufacturer with a diversified product portfolio, multiple customer-specific formulations, customized packaging requirements and a growing customer base, we require significant working capital to finance procurement, manufacturing, inventory holding and receivables.

Further, we are planning to expand our capacity by way of setting up of two new manufacturing units, of which one manufacturing unit is proposed to be set-up in Namakkal, Tamil Nadu for sprouting and fortified products having capacity of 3,000 TPA and another new manufacturing unit in Dhar, Madhya Pradesh, primarily for existing product portfolio of the company including RTE/RTC products having capacity of 7,500 TPA. For further details, please refer to “- ***Funding capital expenditure for the setting up of new manufacturing unit at Namakkal, Tamil Nadu (Proposed Unit-V) for sprouted and fortified products*** and - ***Funding capital expenditure for the setting up of new manufacturing unit at Dhar, Madhya Pradesh for manufacturing of existing product portfolio of our company (Proposed Unit-VI, together with Proposed Unit-V, ‘Proposed Units)’***” on page 107 and 117.

Our effective installed capacity of food contract manufacturing division for the nine-months period ended December 31, 2025 and for the Fiscal 2025, 2024 and 2023 was 28,402.92 TPA, 31,973.76 TPA, 19,393.92 TPA and 13,759.20 TPA, respectively. Against the installed capacity, our actual production was 26,296.99 TPA, 27,667.70 TPA, 12,065.76 TPA and 7,751.56 TPA, resulting into capacity utilisation of 92.59%, 86.53%, 62.21% and 56.34%. The sustained improvement in capacity utilisation demonstrates higher utilisation of our manufacturing infrastructure. With the proposed expansion adding an additional 10,500 TPA of installed capacity, we expect procurement volumes, production activities, inventory levels and customer receivables to increase correspondingly. Accordingly, additional working capital will be required to support the higher scale of operations, maintain adequate inventory levels, ensure uninterrupted production, meet customer delivery schedules and finance the increased operating cycle associated with our expanding business.

Further, the proposed manufacturing facility at Dhar, Madhya Pradesh is expected to strengthen our geographical footprint and enhance our ability to service customers across Central, Western and Northern India. The expansion into a new geography is expected to facilitate customer acquisition and improve regional market access. As part of our ordinary course of business, we extend credit period of 60-90 days to our customers in accordance with prevailing industry practices. Accordingly, additional working capital may be required to support the trade receivables arising from operations of the proposed facility.

In the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023, our revenue from operations from our standalone operations was ₹ 1,592.03 million, ₹ 1,890.61 million, ₹ 1,112.23 million and ₹ 763.62 million, respectively and in the same period and Fiscals our net working capital requirements were ₹ 109.19 million, ₹ 171.96 million, ₹ 248.35

million and ₹ 452.01 million respectively. For the Fiscal 2026, 2027 and 2028, our net working capital requirements is estimated to be ₹ 519.36 million, ₹ 681.25 million and ₹ 1,071.29 million, respectively.

Basis of estimation of working capital requirement

a. Existing Working Capital

The Details of the Company's net working capital requirements for the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023, derived from the Restated Standalone Financial Information and source of funding of the same are provided in the table below:

(in ₹ million)

Particulars	Nine months period ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Current Asset				
(a) Inventories	319.18	196.28	118.49	66.40
(b) Financial Assets				
(i) Trade receivables	537.75	167.26	249.57	171.23
(ii) Other Financial assets	0.73	16.99	13.59	1.70
(iii) Loans	0.14	0.14	0.49	23.00
(c) Other current assets	8.51	3.63	20.76	16.65
Total Current Assets (A)	866.31	384.30	402.91	278.98
Current Liabilities				
Trade payables (including MSMEs and Other than MSMEs)	261.01	109.77	218.16	163.97
Other Financial Liabilities	3.48	15.44	0.77	1.54
Short-term provisions	0.79	0.83	0.66	0.49
Other Current liabilities	149.02	9.91	11.36	3.79
Total Current Liabilities (B)	414.30	135.95	230.96	169.79
Net Working Capital (A-B)	452.01	248.35	171.96	109.19
Source of Funds				
Short-term Borrowings	192.29	174.02	99.73	69.62
Internal Accruals	259.72	74.33	72.23	39.57

Note: As certified by Statutory Auditors G. Sathiyam & Co. by way of its certificate dated June 30, 2026.

b. Estimated Working Capital Requirement

We propose to utilize ₹ 150.00 million of the Net Proceeds in Fiscal 2027 and Fiscal 2028 towards our Company's working capital requirements. Any additional working capital requirement of our Company shall be met through internal accruals and / or cash credit and / or working capital borrowings.

Considering the existing working capital requirements and as expected for the future, our Board of Directors, pursuant to their resolution dated June 30, 2026 has approved the estimated working capital requirements for Fiscal 2027 and Fiscal 2028 and the proposed funding of such working capital requirements which are detailed below:

(in ₹ million)

Particulars	Fiscal 2026 (Provisional)	Fiscal 2027 (Projected)	Fiscal 2028 (Projected)
Current Asset			
(a) Inventories	342.53	379.42	555.88
(b) Financial Assets			
(i) Trade receivables	356.07	447.52	691.67
(ii) Other Financial assets	16.99	25.49	38.24

Particulars	Fiscal 2026 (Provisional)	Fiscal 2027 (Projected)	Fiscal 2028 (Projected)
(iii) Loans	1.14	1.25	1.38
(c) Other current assets	20.87	22.96	25.25
Total Current Assets (A)	737.60	876.64	1,312.42
Current Liabilities			
Trade payables (including MSMEs and Other than MSMEs)	205.48	181.01	221.86
Other Financial Liabilities	0.86	1.03	1.24
Short-term provisions	10.83	11.91	16.08
Other Current liabilities	1.07	1.44	1.95
Total Current Liabilities (B)	218.24	195.39	241.13
Net Working Capital (A-B)	519.36	681.25	1,071.29
Source of Funds			
Short-term Borrowing	192.85	-	-
Internal Accruals	326.52	631.25	921.29
Net Proceeds from Fresh Issue	-	50.00	150.00*

Note: As certified by Statutory Auditors G. Sathiyar & Co. by way of its certificate dated June 30, 2026.

*The amount of ₹150.00 million in Fiscal 2028 represents the cumulative proposed utilisation of ₹50.00 million in Fiscal 2027 and ₹100.00 million in Fiscal 2028.

Holding levels and key assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for the nine-months period ended December 31, 2025 and Fiscal 2025, Fiscal 2024 and Fiscal 2023, on the basis of Restated Financial Statements, as well as estimated for Fiscal 2026, Fiscal 2027 and Fiscal 2028.

Particulars	Fiscal 2023	Fiscal 2024	Fiscal 2025	Nine months period ended December 31, 2025	Fiscal 2026	Fiscal 2027	Fiscal 2028
Number of Days of Trade Receivables ⁽¹⁾	82	82	32	93	63	72	85
Number of Days for Inventory ⁽²⁾	43	58	51	79	87	88	98
Number of Days for Trade Payables ⁽³⁾	107	107	29	65	52	42	39

Note: As certified by Statutory Auditors G. Sathiyar & Co. by way of its certificate dated June 30, 2026.

1. Trade Receivables days are calculated as Trade receivables at the end of the year divided by revenue from operations for the year multiplying by no. of days in a year.

2. Inventories days are calculated as Inventory at end of the year divided by cost of goods sold for the year multiplying by no. of days in a year.

3. Trade Payable days calculated as Trade Payables at the end of the year divided by cost of goods sold for the year multiplying by no. of days in a year.

Assumptions for holding period levels

The working capital projections are based on certain key assumptions, as set out below

Particulars	Assumptions
Inventories	The holding levels for inventories for nine months period ended December 31, 2025 and Fiscal 2025, 2024 and, 2024 were 79 days, 51 days, 58 days, and 43 days of the cost of goods sold, respectively. Inventories include raw material, work-in-progress and finished goods. During the Fiscal 2026, 2027 and 2028, inventories are expected to be

Particulars	Assumptions
	in the range of 87 days to 98 days, respectively. Our inventory requirement for the Fiscal 2026 and 2027 will be on similar level, with increased requirement in Fiscal 2028 on account of commissioning of two new manufacturing units.
Trade Receivables	The holding period of our trade receivable were 82 days in Fiscal 2023, 81 days in Fiscal 2024, 32 days in Fiscal 2025 and 93 days for the nine-month period ended December 31, 2025. The increase in receivable days over this period reflects the growth in our operations. During the Fiscal 2026, 2027 and 2028, receivables are expected to be in the range of 63 days to 85 days, respectively. We expect our trade receivables to increase in Fiscal 2028, on commencement of new manufacturing units. With geographical expansion as well as expansion of our product portfolio, trade receivables are expected to increase due to the extension of credit in the ordinary course of business and in accordance with prevailing industry practices. Further, the mix of customers served from the new facilities and the applicable commercial credit terms may result in a higher average receivable holding period.
Trade Payables	Our Trade Payable days for nine months period ended December 31, 2025 and Fiscals 2025, 2024, and 2023 was 65 days, 29 days, 107 days and 107 days, respectively. For the Fiscal 2026, our holding period for trade payables is expected to be in the range of 52 days. Going forward, in Fiscal 2027 and 2028, we expect our trade payables to be in the range of 42 to 39 days. With the planned expansion of our business and entry into new geographies, we will be required to onboard additional suppliers for our new manufacturing units. Since these new suppliers may not be willing to extend long credit periods, we may need to make advance payments for raw materials or settle dues within shorter credit tenures. Further, Our Company expects more favourable prices of material procured against advance payment and lesser payment duration terms, resulting into lower trade payable holding period. Consequently, the creditor days are expected to decline from 65 days in the nine months period ended December 31, 2025 to 52 days in Fiscal 2026, 42 days in Fiscal 2027 and 39 days in Fiscal 2028.

Apart from above there are other working capital requirements such as other financial assets, other current assets, other financial liabilities, other current liabilities and short-term provisions. Details of which are given below:

Other Current Assets	Other current Assets includes loans, current tax assets, other financial assets and other current assets. Other financial assets mainly include security deposits and staff advances. other current assets mainly include advances to suppliers, balance with government authorities, prepaid expenses and other advances. Projected other current assets are estimated based on previous year outstanding amount and for expected business requirement of company.
Other Current liabilities	Other current liabilities mainly include other current liabilities and other financial liabilities. Other current liabilities mainly include statutory dues payables and contract liabilities. Other financial liabilities mainly include capital advances, rent advances and others. Other current liabilities are estimated based on previous year outstanding amount and for expected Business requirement of company.
Short-term provisions	Short-term provisions mainly include provision for employee benefit expenses. Short-term provisions are estimated based on previous year outstanding amount and for expected business requirement of company

6. General Corporate Purpose:

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹[●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilize Net Proceeds include, but not limited to, funding growth opportunities, capital expenditure, acquisitions or strategic initiatives, strengthening marketing capabilities, brand building exercises and business development initiatives and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with applicable laws, incurred by our Company in the ordinary course of business, as may be applicable. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of our Board, shall have flexibility in utilizing surplus amounts, if any. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of this Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the BRLM, fees payable to legal counsels, Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing Bid cum Application Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. The break-up of the estimated Offer expenses is set forth below:

Activity	Estimated expenses ⁽¹⁾ (₹ in million)	As a % of total estimated Offer related expenses ⁽¹⁾	As a % of Offer size ⁽¹⁾
Fees payable to the BRLM and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/ processing fee for SCSBs and Bankers to the Offer and fees payable to the Sponsor Bank(s) for Bids made by UPI Bidders. Brokerage, selling commission and bidding charges for the members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Others:			
• Listing fees, SEBI filing fees, book building software fees, NSDL and CDSL fee and other regulatory expenses	[●]	[●]	[●]
• Printing and stationery expenses	[●]	[●]	[●]
• Advertising and marketing expenses	[●]	[●]	[●]
• Fees payable to other advisors to the offer, including but not limited to professional service provider, industry service provider and Monitoring Agency	[●]	[●]	[●]
• Fees payable to the legal counsels to the Offer	[●]	[●]	[●]
• Miscellaneous expenses	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

1. The Offer expenses will be incorporated in the Prospectus on finalization of the Offer Price.

2. Selling commission payable to the SCSBs on the portion for RIIs and Non-Institutional Investors which are directly procured and uploaded by the SCSBs, would be as follows:

Portion for RIIs	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Investors	[●]% of the Amount Allotted* (plus applicable taxes)

*Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE. No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.

3. Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Investors with bids above ₹0.5 million would be ₹ [●] plus applicable taxes, per valid application.

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹[●] million (plus applicable taxes) and in case if the total

processing fees exceeds ₹ [●] million (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of (i) Non-Institutional Investors and (ii) Qualified Institutional Investors, as applicable.

4. Selling commission on the portion for RIIs (using the UPI Mechanism), Non-Institutional Investors which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for RIIs	[●]% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Investors	[●]% of the Amount Allotted* (plus applicable taxes)

*Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.

The Selling commission payable to the Syndicate / sub-Syndicate Members will be determined:

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

5. Uploading charges:

Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIIs using 3-in-1 accounts and Non-Institutional Investors which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

6. Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIIs procured through UPI Mechanism and Non-Institutional Investors which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIIs*	₹ [●] per valid application (plus applicable taxes)
Portion for Non-Institutional Investors*	₹ [●] per valid application (plus applicable taxes)

*Based on valid applications

7. Uploading charges/ Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Payable to members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs	₹ [●] per valid application (plus applicable taxes)
Payable to Sponsor Banks	₹ [●] per valid application (plus applicable taxes)

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

The Book Running Lead Manager shall ensure that the payment of processing fee or selling commission to the intermediaries shall be released only after ascertaining that there are no pending complaints pertaining to block or unblock of Bids by UPI Bidders, receiving the confirmation on completion of unblocks from Sponsor Banks or SCSBs and certification from RTA/ SCSBs

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these have not been rescinded by the SEBI RTA Master Circular, as applicable to RTAs) and the SEBI RTA Master Circular (as applicable to RTAs).

Interim use of the Net Proceeds

Our Company, in accordance with applicable laws, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described in this section, our Company may only invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

Appraising entity

None of the objects for which the Net Proceeds will be utilised have been financially appraised by any agency. For further details, see “**Risk Factor – The objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates. Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any**

delays or cost overruns, our business, financial condition and results of operations may be adversely affected.” on page 61.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as of the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilization of funds

Our Company will appoint a credit rating agency as the monitoring agency to monitor utilization of proceeds from the Fresh Issue, prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 41 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 the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee in accordance with the timelines prescribed under applicable laws. Our Company will disclose the utilization of the Gross Proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Gross Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized, if any, of such currently unutilized Gross Proceeds.

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 Net Proceeds, which shall discuss, monitor and approve the use of the Net Proceeds along with our Board. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and the Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement prepared on an annual basis for utilization of the Net Proceeds shall be certified by the Statutory Auditors.

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 utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the Objects. This information will also be published on our website.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects without being authorised to do so by our Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to our Shareholders in relation to the passing of such special resolution (“**Postal Ballot Notice**”) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Tamil, the regional language of the jurisdiction where our Registered Office is located. Further, there shall be no variation in deployment of Net Proceeds even if there is a delay in receipt of mandatory approvals in relation to the Objects, as applicable.

In accordance with the Companies Act, our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act and the SEBI ICDR Regulations. Also see, “**Risk Factors—Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval.**” on page 39.

Other confirmations

There is no proposal whereby any portion of the Offer proceeds will be paid to our Promoters, Promoter Group, Directors, Key Managerial Personnel or members of the Senior Management and no part of the Net Proceeds will be paid by our Company to our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel or members of the Senior Management, except in the ordinary course of business.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with any of Promoters,

members of our Promoter Group, Directors, Key Managerial Personnel or members of the Senior Management in relation to the utilization of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the objects of the Offer.

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BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times of the face value of the Equity Shares, and the Floor Price is [●] times of the face value of the Equity Shares and the Cap Price is [●] times of the face value of the Equity Shares. The Cap Price shall be minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price.

Bidders should also see “*Risk Factors*”, “*Our Business*”, “*Summary of Financial Information*”, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages, and 28, 221, 74 and 377, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors and our strengths which form the basis for Offer Price are:

- Established private label manufacturing capabilities with repeat customers
- Diversified product portfolio across multiple food categories
- Integrated food manufacturing infrastructure with stringent quality control and robust supply chain.
- Consumer market access through branded product offerings
- Experienced management team with strong execution capabilities and industry relationships
- Product formulation and customisation capabilities

For details, see “*Our Business— Our Strengths*” on page 226.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For further details, see “*Summary of Financial Information*” and “*Other Financial Information*” on pages 74 and 370, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and diluted earnings per Equity Share of face value of ₹ 10 each (“EPS”)

Financial Year/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
March 31, 2025	42.07	42.07	3
March 31, 2024	24.93	24.93	2
March 31, 2023	5.84	5.84	1
Weighted average	30.32	30.32	-
Nine months period ended December 31, 2025*	14.60	14.60	-

*Not annualised

Notes:

1. The figures disclosed above are derived from the Restated Consolidated Financial Information.
2. Weighted average is aggregate of year wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year divided by total of weights.
3. Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.
4. In line with the requirements of Ind AS 33, for the purpose of EPS calculations, share split and bonus shares issued has been considered as if the event had occurred at the beginning of the earliest year presented.
5. Basic earnings per Equity Share (₹) = Profit/ (loss) for the period/ year divided by weighted average number of Equity Shares outstanding during the period/ year.

6. Diluted earnings per Equity Share (₹) = Profit/ (loss) for the period/ year divided by the weighted average number of Equity Shares outstanding during the period/year plus the weighted average number of Equity Shares that would be issued on conversion of all the dilutive potential equity shares into Equity Shares.

2. Price/Earning (“P/E”) ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of face value of ₹ 10 each:

Particulars	P/E ratio at Floor Price (no. of times)*	P/E ratio at Cap Price (no. of times)*
Based on Basic & Diluted EPS for Fiscal 2025	[●]	[●]

*To be updated upon finalisation of the Price Band and populated in the Prospectus to be filed with the RoC.

3. Industry Peer Group Price /Earnings (P/E) ratio

Based on the peer group information (excluding our Company), details of the highest, lowest and industry average P/E ratio are set forth below:

Particulars	P/E Ratio	Name of the Company
Highest	59.41	Hindustan Foods Limited
Lowest	33.06	Ganesh Consumer Products Limited
Average	46.23	

Notes:

1. The highest and lowest industry P/E ratio shown above is based on the peer set provided below under “Comparison of accounting ratios with listed industry peers”. The industry average has been calculated as the arithmetic average P/E ratio of the peer set provided below.
2. P/E ratio for the peer are computed based on closing market price as on March 28, 2025 at NSE divided by diluted EPS (on consolidated basis, wherever applicable) of the company for the year ended March 31, 2025. Closing market price of Ganesh Consumer Products Limited has been taken as offer price as the company was not listed till September, 2025.

4. Return on Net Worth (“RoNW”):

Financial Year/Period	RoNW (%)	Weightage
March 31, 2025	84.28%	3
March 31, 2024	51.50%	2
March 31, 2023	24.93%	1
Weighted average	63.46%	-
Nine months period ended December 31, 2025*	35.85%	-

*Not annualised

Notes:

1. Return on Net Worth (RoNW) % = Profit for the period/year divided by net worth of our Company as at the end of the period/year. For further details, see “Other Financial Information - Non-GAAP Measures” on page 371.
2. Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. For further details, see “Other Financial Information – Reconciliation of Non-GAAP Measures” on page 371.
3. Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e., Return on Net Worth x Weight for each year/total of weights.

5. Net Asset Value (“NAV”) per Equity Share of face value of ₹ 10 each:

Financial Year/Period	Amount (₹)
As at March 31, 2025	49.91
As at December 31, 2025	38.22
After Completion of Offer	
• At the Floor Price	[●]^
• At the Cap Price	[●]^
At Offer Price	[●]*

* To be determined on conclusion of the Book Building Process.

^ To be computed after finalisation of the Price Band and populated in the Prospectus to be filed with the RoC.

Notes:

1. Net assets value per Equity Share = Net Asset Value per Equity Share is calculated as net worth at the end of the period/year divided by number of Equity Shares outstanding at the end of the period/year end. Number of Equity Shares outstanding at the end of the period/year is an aggregate of outstanding number of Equity Shares considering dilutive number of shares. For further details, see “**Other Financial Information -Reconciliation of Non-GAAP Measures**” on page 371.
2. Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. For further details, see “**Other Financial Information – Reconciliation of Non-GAAP Measures**” on page 371.
3. In line with the requirements of Ind AS 33, for the purpose of EPS calculations, share split and bonus shares issued has been considered as if the event had occurred at the beginning of the earliest year presented.

6. Comparison of accounting ratios with listed industry peers

The peer group of our Company has been determined on the basis of companies listed on stock exchanges, whose business profile is comparable to our businesses and the industry in which we operate. However, our businesses may be different in terms of business models, product verticals serviced, focus areas or geographical presence. One of our peers, Hindustan Foods Limited is engaged in contract manufacturing of fast-moving consumer goods (FMCG) across food and non-food categories. While, Ganesh Consumer Products Limited is primarily engaged in B2C operations for consumer staples comprising of (i) whole wheat flour (atta), (ii) wheat and gram-based value-added flour products, and (iii) other emerging food products through their own brand “*Ganesh*”, as per the D&B Report.

Following is the comparison of our Company’s accounting ratios with our peer group companies listed in India and the industry average:

Name of the company	Standalone / consolidated	Revenue from Operations for fiscal 2025 (₹ in Million)	Face value per Equity Share (₹)	EPS		Net Asset Value per Equity Share (₹ per share)	P/E Ratio (x)	RoNW (%)
				(Basic) (₹ per share)	(Diluted) (₹ per share)			
Our Company*	Consolidated	2,601.17	10.00	42.07	42.07	49.91	[●]^	84.28
Hindustan Foods Limited	Consolidated	35,643.80	2.00	9.51	9.51	74.16	59.41	12.58
Ganesh Consumer Products Limited	Standalone	8,504.62	10.00	9.74	9.74	61.62	33.06	15.81

**All the financial information for listed industry peers mentioned above is sourced from the financial statements of the respective companies for the year ended March 31, 2025 Submitted to stock exchanges or available at the website of the respective company.

* The financial information for our Company is based on the Restated Consolidated Financial Information as at and for the financial year ended March 31, 2025.

^^To be included in respect of our Company in the Prospectus based on the Offer Price.

Notes:

1. P/ E ratio for the peer are computed based on closing market price as on March 28, 2025 at NSE divided by diluted EPS (on consolidated basis, wherever applicable) of the company for the year ended March 31, 2025. Closing market price of Ganesh Consumer Products Limited has been taken as offer price as the company was not listed till September, 2025.
2. Return on Net Worth (RoNW) % = Profit for the period/year divided by net worth.
3. Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. We have calculated net worth by aggregate value of equity share capital, instruments entirely equity in nature and other equity.
4. Net assets value per Equity Share = Net Asset Value per Equity Share is calculated as net worth at the end of the period/year divided by number of Equity Shares outstanding at the end of the period/year end.

7. Key Performance Indicators (“KPIs”)

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been used historically by our Company to understand and analyze our business performance. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational metrics, to make an assessment of our business performance and make an informed decision. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance.

The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated June 30, 2026

and certified by our Chief Financial Officer, S Pugalenthiran, on behalf of the management of our Company by way of certificate dated June 30, 2026. The management and the members of our Audit Committee have confirmed that the KPIs disclosed below have been identified and disclosed in accordance with the SEBI ICDR Regulations and the Industry Standards on Key Performance Indicators Disclosures in the Draft Offer Document and Offer Document (“**KPI Standards**”). Further, the management and members of our Audit Committee have verified the details of all KPIs pertaining to our Company and confirmed that the KPIs pertaining to our Company, as disclosed below, have been identified from the selected data as defined in KPI Standards (which also includes the data disclosed to investors at any point of time during the three years prior to the date of filing of this Draft Red Herring Prospectus) and have been subject to verification and certification by G. Sathyan & Co., Chartered Accountants (with FRN 028181S), pursuant to certificate dated June 30, 2026, which has been included as part of the “**Material Contracts and Documents for Inspections**” beginning on page 507.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see “**Our Business**”, and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on pages 221 and 377 respectively. We have described and defined the KPIs, as applicable, in the section “**Definitions and Abbreviations – Key Performance Indicators**” on page 22.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of Directors of our Company), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; and (ii) complete utilisation of the proceeds of the Offer as disclosed.

Explanation for the KPI

The following table provides the rationale for our key performance indicators that have a bearing on arriving at the basis for Offer Price:

KPIs	Explanation	Relevance
Financial metrics		
Revenue from Operations	Revenue is defined as Income arising in the course of an entity’s ordinary activities	We believe that tracking our Revenue from operations enables us to analyse the overall financial and business performance of our Company and the size of our overall business.
Profit After Tax	Profit or loss is the total of income less expenses, excluding the components of other comprehensive income.	Profit/(Loss) for the period/year represents the Company’s net earnings after accounting for all expenses, including taxes. It directly impacts shareholder returns and provides an indication of the company’s financial performance after considering all operating, financing, and tax-related costs.
Compounded Growth in Revenue from Operations	Compounded Growth in Revenue from Operations represents the compounded annual growth rate of Revenue from Operations between Fiscal 2023 and Fiscal 2025, reflecting the average annual growth achieved by the Company over the period.	It enables us to assess our long-term business expansion and revenue generation capabilities by measuring the average annual growth in revenue from operations over the reporting period.
EBITDA	EBITDA represents the earnings of the Company before interest, taxes, depreciation and amortization as reduced by other income.	It enables us to evaluate our operating performance by eliminating the impact of financing decisions, tax structures and non-cash depreciation and amortisation expenses.
EBITDA Margin	EBITDA Margin represents EBITDA expressed as a percentage of revenue from operations.	EBITDA margin indicates operating profitability and efficiency in managing operating costs relative to revenue.
PAT Margin	PAT Margin represents Profit as a percentage of revenue from operations of respective period.	PAT margin indicates overall profitability and efficiency in converting revenue into profit after accounting for all expenses.
Return on Equity	Return on equity represents profit/(loss) after tax attributable to owners of the parent divided by average shareholders’ equity during the	Return on equity measures the return generated on shareholders’ investment and reflects the efficiency with which we utilise

KPIs	Explanation	Relevance
	relevant period.	equity capital to generate profits.
Operational metrics		
Number of SKUs	Number of SKUs refers to the total number of distinct stock keeping units offered by the Company during the reporting period, representing the breadth of its product portfolio across various categories, variants, pack sizes, and formulations.	It enables us to assess the diversity and depth of our product portfolio, reflecting our ability to cater to varying customer preferences, address multiple market segments, and support business growth through product innovation and portfolio expansion.
Number of Customers under Contract Manufacturing Division	Number of Customers under Contract Manufacturing refers to the total number of customers for whom the Company manufactures products under contract manufacturing arrangements during the respective period/fiscal.	It enables us to assess the scale and diversification of our contract manufacturing business, reflecting our ability to attract and retain customers, strengthen customer relationships, and drive revenue growth through long-term manufacturing partnerships.
Number of Distributors	Number of Distributors for B2C Operations refers to the total number of active distributors engaged by the Company for the distribution and sale of its products to end consumers as at the end of period/fiscal.	It enables us to assess the strength and reach of our distribution network, which is critical for expanding market presence, enhancing product availability, and supporting growth in our B2C business operations.

Details of our KPIs as of and for the Nine months ended December 31, 2025 and for the Fiscals 2025, 2024 and 2023, is set out below:

Sr. No.	Key Performance Indicators (KPIs)	Unit	Nine months period ended December 31, 2025 [^]	Fiscal 2025	Fiscal 2024	Fiscal 2023
GAAP Measures						
1.	Revenue from Operations	(₹ in Million)	2,324.43	2,601.17	1,614.27	1,152.84
2.	Profit After Tax	(₹ in Million)	256.08	232.22	137.59	32.23
Non - GAAP Measures						
3.	Compounded Growth in Revenue from Operations	(in %)	NA	50.21		
4.	EBITDA	(₹ in Million)	369.66	338.29	208.65	68.83
5.	EBITDA Margin	(In %)	15.90	13.01	12.93	5.97
6.	PAT Margin	(In %)	11.00	8.91	8.49	2.79
7.	Return on Equity	(In %)	51.74	85.58	69.40	42.72
Operational Metrics						
8.	Number of Customers under Contract Manufacturing	(In Numbers)	413	418	406	378
9.	Number of Distributors	(In Numbers)	450	562	615	554

[^]Not annualized

KPI as identified and approved by the Audit Committee of the board of directors of our Company pursuant to their resolution dated June 30, 2026 and certified by G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated June 30, 2026.

Notes:

- Revenue from operations is as per the restated consolidated statement of profit and loss for the relevant period / year.
- Profit for the period/ year ("PAT") means profit for the year/ period as appearing in the restated consolidated statement of profit and loss for the relevant period / year.
- Compounded Growth in Revenue from Operations is defined as the compounded annual growth rate ("CAGR") of Revenue from Operations from the first financial year in the reporting period to the latest completed financial year in the reporting period.
- EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as sum of Profit before tax for the period/year, finance cost, depreciation and amortization expense as reduced by other income. See "Other Financial Information—Non-GAAP Measures" on page 371.
- EBITDA Margin (%) is calculated as EBITDA as a percentage of Revenue from operations. See "Other Financial Information—Non-GAAP Measures" on page 371.
- PAT Margin (%) is calculated as PAT as a percentage of Total income. See "Other Financial Information—Non-GAAP Measures" on page 371.

7. *Return on Equity % is computed as profit/ (loss) for the period/ year attributable to owners of the parent as divided by average equity attributable to owners of the shareholders. Average equity attributable to owners of the shareholders is calculated as average of equity attributable to owners of the shareholders as at the beginning and at the end of the year/period. See “Other Financial Information—Non-GAAP Measures” on page 371.*
8. *Number of SKUs refers to the total number of distinct stock keeping units offered by the Company for the relevant period / year.*
9. *Number of Customers under Contract Manufacturing refers to the total number of customers for whom the Company manufactures products under contract manufacturing arrangements during the respective period/fiscal.*
10. *Number of Distributors for B2C Operations refers to the total number of active distributors engaged by the Company for the distribution and sale of its products to end consumers as at the end of period/fiscal.*

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

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the restated consolidated financial statements. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it provides an additional tool for investors to use in evaluating our operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see sections titled “***Our Business***” and “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” starting on pages 221 and 377, respectively. We have described and defined the KPIs, as applicable, in “***Definitions and Abbreviations – Industry related terms/Abbreviations***” on page 9. Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business.

8. Comparison of KPIs with our peers listed in India

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates and whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size / business portfolio /product & service profile/customer profiles/operating environment/profitability/geographic presence etc., on a whole with that of our business. Set forth below is a comparison of our KPIs with our listed peer group companies:

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Sr. No.	Particulars	Unit	Functional & Innovative Foods Limited				Hindustan Foods Limited			
			Nine months period ended December 31, 2025^	Fiscal 2025	Fiscal 2024	Fiscal 2023	Nine months period ended December 31, 2025^	Fiscal 2025	Fiscal 2024	Fiscal 2023
GAAP Measures										
1.	Revenue from Operations	(₹ in Million)	2,324.43	2,601.17	1,614.27	1,152.84	30,315.10	35,643.80	27,547.13	25,981.31
2.	Profit After Tax	(₹ in Million)	256.08	232.22	137.59	32.23	1,030.60	1,096.40	930.17	711.17
Non - GAAP Measures										
3.	Compounded Growth in Revenue from Operations	(in %)	NA	50.21			NA	17.13		
4.	EBITDA	(₹ in Million)	369.66	338.29	208.65	68.83	2,532.10	2,931.50	2,217.26	1,732.10
5.	EBITDA Margin	(In %)	15.90	13.01	12.93	5.97	8.35	8.22	8.05	6.67
6.	PAT Margin	(In %)	11.00	8.91	8.49	2.79	3.39	3.06	3.37	2.73
7.	Return on Equity	(In %)	51.74	85.58	69.40	42.72	NA	14.27	18.22	20.95
Operational Metrics										
8.	Number of Customers under Contract Manufacturing	(In Numbers)	413	418	406	378	NA	NA	NA	NA
9.	Number of Distributors	(In Numbers)	450	562	615	554	NA	Nil	Nil	NA

^Not annualized

NA= Not Available

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Sr. No.	Particulars	Unit	Functional & Innovative Foods Limited				Ganesh Consumer Products Limited			
			Nine months period ended December 31, 2025^	Fiscal 2025	Fiscal 2024	Fiscal 2023	Nine months period ended December 31, 2025^	Fiscal 2025	Fiscal 2024	Fiscal 2023
GAAP Measures										
1.	Revenue from Operations	(₹ in Million)	2,324.43	2,601.17	1,614.27	1,152.84	6,533.61	8,504.62	7,590.73	6,107.51
2.	Profit After Tax	(₹ in Million)	256.08	232.22	137.59	32.23	328.50	354.32	269.92	271.03
Non - GAAP Measures										
3.	Compounded Growth in Revenue from Operations	(in %)	NA	50.21			NA	18.00		
4.	EBITDA	(₹ in Million)	369.66	338.29	208.65	68.83	680.61	732.38	633.54	561.44
5.	EBITDA Margin	(In %)	15.90	13.01	12.93	5.97	10.42	8.61	8.35	9.19
6.	PAT Margin	(In %)	11.00	8.91	8.49	2.79	5.00	4.14	3.53	4.41
7.	Return on Equity	(In %)	51.74	85.58	69.40	42.72	NA	15.81	12.68	14.21
Operational Metrics										
8.	Number of Customers under Contract Manufacturing	(In Numbers)	413	418	406	378	NA	NA	NA	NA
9.	Number of Distributors	(In Numbers)	450	562	615	554	1,000+	972	881	814

^Not annualized

NA= Not Available

Notes:

1. Revenue from operations is as per the statement of profit and loss for the relevant period / year.
2. Profit for the period/ year ("PAT") means profit for the year/ period as appearing in the statement of profit and loss for the relevant period / year.
3. Compounded Growth in Revenue from Operations is defined as the compounded annual growth rate ("CAGR") of Revenue from Operations from the first financial year in the reporting period to the latest completed financial year in the reporting period.
4. EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as sum of Profit before tax for the period/year, finance cost, depreciation and amortization expense as reduced by other income.
5. EBITDA Margin (%) is calculated as EBITDA as a percentage of Revenue from operations.
6. PAT Margin (%) is calculated as PAT as a percentage of total income.
7. Return on Equity (ROE) % is computed as profit/ (loss) for the period/ year attributable to owners of the parent as divided by average equity attributable to owners of the shareholders. Average equity attributable to owners of the shareholders is calculated as average of equity attributable to owners of the shareholders as at the beginning and at the end of the year/period.
8. Number of SKUs refers to the total number of distinct stock keeping units offered for the relevant period / year.
9. Number of Customers under Contract Manufacturing refers to the total number of customers for whom the Company manufactures products under contract manufacturing arrangements during the respective period/fiscal.
10. Number of Distributors for B2C Operations refers to the total number of active distributors engaged for the distribution and sale of its products to end consumers as at the end of period/fiscal.

Notes related to listed peers:

1. *All the financial and operational information for the industry peers mentioned above is on a consolidated basis unless stated otherwise and is sourced from the annual reports, audited financial results, investor presentations and publicly available information of the relevant companies for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 and the audited financial results of the relevant companies for the Nine months period ended December 31, 2025, as available on the websites of the Stock Exchanges. The comparison is not a recommendation to invest/ disinvest in any entity, including Company, and should not be construed as investment advice within the meaning of any law or regulation, or used as a basis for any investment decision.*
2. *The financial information of Hindustan Food Limited for the Nine-months period ended December 31, 2025 and for the financial year ended March 31, 2025 is presented in ₹ crores in their annual reports and audited financial results available on the website of the company. For the purpose of comparison, the same has been converted into ₹ in million to ensure uniformity and facilitate meaningful comparison.*
3. *NA refers to Not Applicable where the financial information is unavailable i.e. not reported by the industry peers in either their annual reports, audited financial results and investor presentations as submitted to the Stock Exchanges.*

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9. Comparison of KPIs based on additions or dispositions to our business

The impact of all material acquisitions or dispositions of assets or business undertaken by our Company during the periods covered by the KPIs, i.e., nine months period ended December 31, 2025 and the Fiscals 2025, 2024 & 2023 are reflected in the KPIs disclosed in this Draft Red Herring Prospectus. For details regarding acquisitions and dispositions made our Company in the Nine months period ended December 31, 2025 and the last three Fiscals, see “*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers or amalgamations in the last 10 years*” on page 271.

10. Weighted average cost of acquisition (“WACA”), floor price and cap price

- a) Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option plan and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”).

Date of allotment	No. of Equity Shares	Face value per Equity Share (₹)	Issue Price per Equity Shares (₹)	Nature of consideration	Nature of allotment	Total consideration (₹ in million)
April 25, 2025	4,772	100	36,962	Other than Cash	Preferential allotment	176.38
Weighted Average cost of Acquisition (Primary transaction)						13.39*

*The Weighted Average cost of Acquisition for Primary transactions is adjusted for (i) sub-division of equity shares, whereby, 4,772 equity shares of face value of ₹ 100 each was sub-divided to 47,720 equity shares of face value of ₹ 10 each by way of resolution of Board of Directors and shareholders on December 05, 2025 and December 12, 2025, respectively; and (ii) Bonus issue in the ratio of 275 Equity Shares for every 1 existing Equity Share held by resolution of Board of Directors and shareholders on December 05, 2025 and December 12, 2025, respectively.

- b) Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of Equity Shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Promoter Selling Shareholders or other shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)

There have been no Secondary Transactions of the equity shares of our Company during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or transactions combined together over a span of rolling 30 days.

- c) The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by the Promoter Selling Shareholders or other shareholders with rights to nominate directors are disclosed below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)*	Floor price (i.e., ₹ [●])*	Cap price (i.e., ₹ [●])*
WACA of Primary Issuances	13.39	[●]	[●]
WACA of Secondary Transactions	Not Applicable	[●]	[●]

*To be included on finalisation of Price Band.

The above table has been G. Sathyan & Co., Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated June 30, 2026.

11. Justification for Basis for Offer Price

The following provides detailed explanation for Offer Price/Cap Price being [●] price of weighted average cost of

acquisition of primary issuance price/secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for nine-months period ended December 31, 2025 and Fiscal 2025, 2024 and 2023.

12. The Offer price is [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “***Risk Factors***”, “***Our Business***”, “***Summary of Financial Information***” and “***Management's Discussion and Analysis of Financial Condition and Results of Operations***” beginning on pages 28, 221 and 377, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “***Risk Factors***” on page 28 and you may lose all or part of your investments.

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STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors

Functional & Innovative Foods Limited

1/374A Andipalayam Village Andipalayam Post,
Tiruchengode, Namakkal,
Tamil Nadu, India, 637214

Dear Sir/Madam,

Sub.: Statement of possible Special Tax Benefits available to the Company, its shareholders and material subsidiary prepared to comply with the requirements under Schedule VI (Part A)(9)(L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the “SEBI ICDR Regulations) in connection with the proposed initial public offering of equity shares of face value of ₹ 10 each of the Company.

We, G. Sathiyar & Co, Chartered Accountants (FRN: 028181S), engaged by the Company for the purpose of the Offer, have been requested by the Company in terms of our engagement letter with the Company dated May 01, 2026 to perform certain procedures on Statement of Special Tax Benefits available to the Company, its shareholders and material subsidiary under the applicable direct and indirect tax laws in India (“**the Statement**”).

We refer to the proposed initial public offering of equity shares (the “**Offer**”) of the Company. The preparation of the accompanying statement of possible special tax benefits (“**the Statement**”) which has been initiated by us below, is the responsibility of the management of the Company. The management is also responsible for maintaining adequate records and providing all relevant information, explanations and representations necessary for the preparation of the Statement and for ensuring that the assumptions and factual matters underlying the Statement are accurate and complete.

The statement contains the current position of special possible tax benefits available to the Company, its shareholders and material subsidiary, and as per the provisions of the Indian direct and indirect tax laws including the Income-tax Act, 2025 (“**2025 Act**”), and Income-tax Rules, 2026 (“**2026 Rules**”) (read with applicable circulars and notifications), as amended by the Finance Act 2026 (collectively the “**ITA**”), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “**GST Act**”), the Customs Act, 1962 (“**Customs Act**”) and the Customs Tariff Act, 1975 (“**Tariff Act**”) (collectively the “**Taxation Laws**”) including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws for inclusion in the Draft Red Herring Prospectus (“**DRHP**”) for the proposed initial public offering of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”).

The Management is also responsible for ensuring that the Company complies with the requirements of the ICDR Regulations in relation to the Offer, Companies Act 2013 and other applicable laws.

It is our responsibility to examine the Statement prepared by the management and issue this report thereon.

We have conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (“**Guidance Note**”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have also 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.

We have carried out our work on the basis of Restated Consolidated Financial Statements and other documents, information in the public domain and information made available to us by the Company, which has formed substantial basis for this Statement.

Following are the material subsidiary of the Company:

1. Christy Quality Foods (India) Private Limited

Several of these benefits are dependent on the Company, its shareholders and material subsidiary fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income-Tax Act, 2025. Hence, the ability of the Company or its material subsidiary or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the Annexure. Any benefits under the taxation laws other than those specified in Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the Annexure have not been examined and covered by this statement.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

The contents of the enclosed Annexure are based on the representations obtained from the Company and its material subsidiary and on the basis of our understanding of the business activities and operations of the Company and its material subsidiary. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Taxation Laws and their interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

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

- The Company or its shareholders or material subsidiary will continue to obtain special tax benefits in future;
- The conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

This statement is provided solely for the purpose of assisting the Company in discharging its responsibilities under the SEBI ICDR Regulations.

We hereby give our consent to include this report and the enclosed Annexure regarding the tax benefits available to the Company, its shareholders and material subsidiary in the DRHP for the proposed initial public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the “**Stock Exchanges**”).

We hereby confirm that the Statement enclosed prepared by the Company, initialed by us for identification purpose, states the possible special tax benefits available to the Company and its shareholders, under direct and indirect taxes (together “the Tax Laws”).

This certificate may be relied upon by the Company, the Book Running Lead Manager, and the legal counsel appointed in relation to the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the draft red herring prospectus, red herring prospectus and prospectus or any other documents in connection with the Offer (collectively, the “**Offer Documents**”). We also consent to the submission of this certificate as may be necessary to any regulatory or statutory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law. This certificate may be disclosed by the Book Running Lead Manager, if required, (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in

seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

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. We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory/ statutory authority, the Stock Exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

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 Red Herring Prospectus, Red Herring Prospectus, Prospectus, the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India (“**SEBI**”), the Registrar of Companies, Coimbatore (“**ROC**”) and the stock exchanges, or any other material (including in any corporate or investor presentation made by or on behalf of the Company) to be issued in relation to the Offer or in any other documents in connection with the Offer.

All capitalized terms not defined hereinabove shall have the same meaning as defined in the Offer Documents.

For **G. Sathiyam & Co**
Chartered Accountants
ICAI Firm Registration Number: 028181S

G. Sathiyam
Proprietor
Membership No.: 237652
UDIN: 26237652ZRVNLZ2434

Place: Tiruchengode
Date: June 30, 2026

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO FUNCTIONAL & INNOVATIVE FOODS LIMITED (“COMPANY”), CHRISTY QUALITY (INDIA) PRIVATE LIMITED (MATERIAL SUBSIDIARY) AND THE SHAREHOLDERS OF THE COMPANY (“SHAREHOLDERS”)

Outlined below are the Possible Special Tax Benefits available under the Tax Laws. These Possible Special Tax Benefits are dependent on fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company including its subsidiary and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

- 1. Special tax benefits available to the Company under Income-tax Act, 2025 ('2025 Act') and Income-tax Rules, 2026, as amended by the Finance Act 2026, each as amended and read with respective circulars and notifications made thereunder (together referred to as, “Direct Tax Laws”)—As applicable for Tax Year 2026-27.**

Lower corporate tax rate under section 200 of the 2025 Act (corresponding to section 115BAA of the Income-tax Act, 1961)

Section 200 Income tax Act 2025 lays down certain conditions, on fulfilment of which domestic companies are entitled to avail a concessional tax rate of 25.168% (i.e., tax rate 22% plus surcharge of 10% and health and education cess of 4%). The concessional tax rate is subject to a company not availing of any of the following deductions/incentives under the provisions of the Income tax Act 2025:

- Section 33(8): Additional depreciation.
- Section 45(2) or 45(3)(a) or 45(3)(b) or 45(3)(c): Expenditure on scientific research.
- Section 46: Deduction for capital expenditure incurred on specified businesses.
- Section 47(1)(a)/ 47(1)(b): Expenditure on agricultural extension / skill development.
- Section 48 / 49: Tea coffee rubber development expenses / site restoration expenses.
- Section 144: Tax holiday available to units in a Special Economic Zone.
- Section 147 of the ITA other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1) of Section 147 of the ITA
- Chapter VIII other than the provisions of section 146 and section 148 of the ITA. The total income of a company availing the concessional tax rate is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the beneficial tax regime in its return of income filed under section 263(1) of the ITA. Further, provisions of Minimum Alternate Tax (MAT) under section 206 of the ITA shall not be applicable to companies availing this concessional tax rate.

The provisions do not specify any limitations/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional tax rate by filing applicable form which is a pre-requisite for availing the concessional tax rates under section 200 of the ITA. Further, if the conditions mentioned in Section 200 are not satisfied in any tax year, the option exercised shall become invalid for such tax year and subsequent tax year, and the other provisions of the ITA shall apply as if the option under Section 200 had not been exercised.

ii) Indirect Taxes

No special tax benefits are available to the Company under the Indirect Tax Laws as of the date of this certificate.

- 2. Special tax benefits available to the Material Subsidiary under Income-tax Act, 2025 ('2025 Act') and Income-tax Rules, 2026, as amended by the Finance Act 2026, each as amended and read with respective circulars and notifications made thereunder (together referred to as, “Direct Tax Laws”)—As applicable for Tax Year 2026-27.**

Lower corporate tax rate under section 200 of the 2025 Act (corresponding to section 115BAA of the Income-tax Act, 1961)

Section 200 Income tax Act 2025 lays down certain conditions, on fulfilment of which domestic companies are entitled to avail a concessional tax rate of 25.168% (i.e., tax rate 22% plus surcharge of 10% and health and education cess of 4%). The concessional tax rate is subject to a company not availing of any of the following deductions/incentives under the provisions of the Income tax Act 2025:

- Section 33(8): Additional depreciation.
- Section 45(2) or 45(3)(a) or 45(3)(b) or 45(3)(c): Expenditure on scientific research.
- Section 46: Deduction for capital expenditure incurred on specified businesses.
- Section 47(1)(a)/ 47(1)(b): Expenditure on agricultural extension / skill development.
- Section 48 / 49: Tea coffee rubber development expenses / site restoration expenses.
- Section 144: Tax holiday available to units in a Special Economic Zone.
- Section 147 of the ITA other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1) of Section 147 of the ITA
- Chapter VIII other than the provisions of section 146 and section 148 of the ITA. The total income of a company availing the concessional tax rate is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the beneficial tax regime in its return of income filed under section 263(1) of the ITA. Further, provisions of Minimum Alternate Tax (MAT) under section 206 of the ITA shall not be applicable to companies availing this concessional tax rate.

The provisions do not specify any limitations/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional tax rate by filing applicable form which is a pre-requisite for availing the concessional tax rates under section 200 of the ITA. Further, if the conditions mentioned in Section 200 are not satisfied in any tax year, the option exercised shall become invalid for such tax year and subsequent tax year, and the other provisions of the ITA shall apply as if the option under Section 200 had not been exercised.

ii) Indirect Taxes

No special tax benefits are available to the Subsidiary of the Company under the Indirect Tax Laws as of the date of this certificate.

3. Special tax benefits available to the Shareholders

i) Direct Taxes

Dividend Income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, benefit of deduction under section 148 of the ITA would be available subject to fulfillment of certain conditions. Further, where the shareholders are resident individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15% in respect of dividend income. Also, as per section 207 of the ITA, dividend income earned by a non-resident (not being a company) or by a foreign company, shall be taxed at the rate of 20% subject to fulfillment of prescribed conditions under the ITA.

As per section 198 of the ITA, LTCG arising from transfer of equity shares, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% 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 or a unit of a business trust under Chapter VII of Finance (No. 2) Act read with Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018. However, no tax under the said section shall be levied where such LTCG does not exceed INR 1,25,000 during the year. As per section 196 of the ITA, STCG 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%. This is subject to fulfillment of prescribed conditions under the ITA. Further, the surcharge on capital gains shall be restricted to 15%.

ii) Indirect Taxes

No special tax benefits are available to the Shareholders of the Company under the Indirect Tax Laws as of the date of this certificate.

NOTES:

1. The above is as per the current Tax Laws.
2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

For Functional & Innovative Foods Limited

S. Pugalenthiran
Chief Financial Officer

Place: Tiruchengode

Date: June 30, 2026

SECTION IV: ABOUT OUR COMPANY

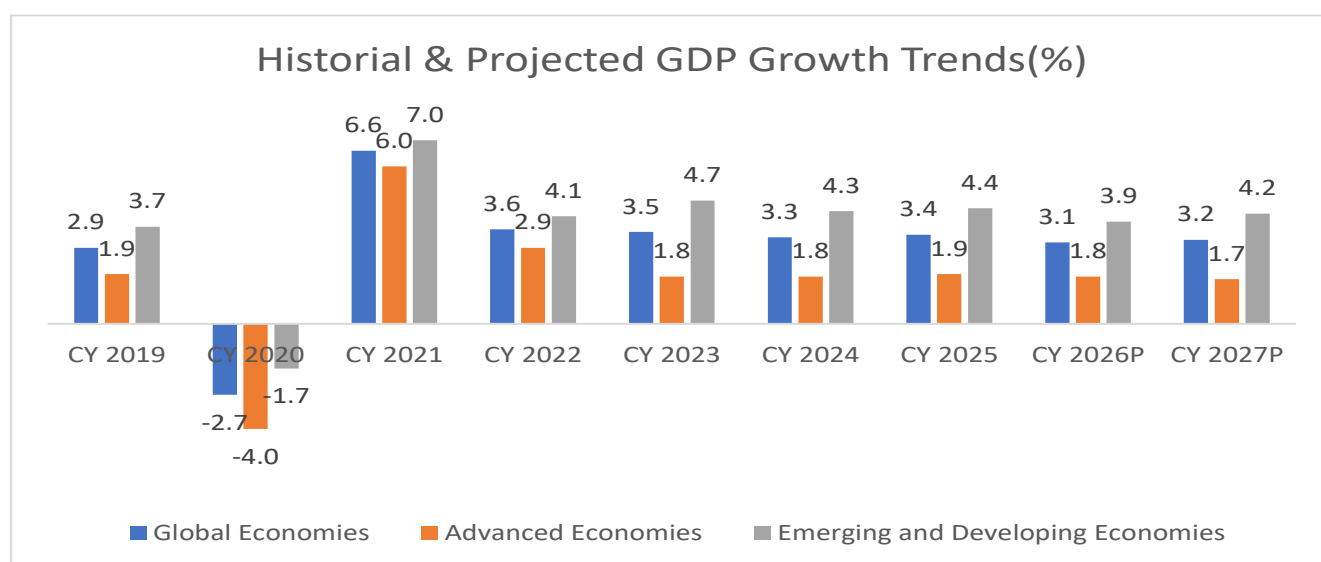
INDUSTRY OVERVIEW

Global Macroeconomic Scenario

Global Economic Overview

According to world economic outlook, Global growth is projected at 3.1% in 2026 and 3.2% in 2027, slower than the recent pace of about 3.4% in 2024–25 and is expected to settle at approximately that rate over the medium term, below the historical average of 3.7% during 2000–19. The forecast for 2026 has been revised downward by 0.2 percentage point, while the forecast for 2027 remains unchanged compared with the January 2026 WEO Update. Global headline inflation is expected to rise to 4.4% in 2026 and decline to 3.7% in 2027, reflecting upward revisions for both years.

The Iran conflict is increasingly functioning as a global supply and confidence shock. The International Energy Agency (IEA) describes the current situation as the largest oil supply disruption on record, with flows through the Strait of Hormuz reduced to a trickle and the resulting effects spreading across refined fuels and liquefied natural gas (LNG). At the same time, aviation disruptions and elevated risk premia are weakening services activity and increasing uncertainty around investment decisions. A significant share of global energy flows through the Strait of Hormuz, and shipping disruptions and insurance constraints are therefore translating directly into higher landed costs, supply chain delays, and greater output risks for energy-intensive manufacturing. As a result, the policy environment is becoming increasingly challenging: while growth support is required, renewed cost-push inflation across energy, freight, and eventually food inputs is limiting the scope for faster monetary easing.



Source – IMF Global GDP Forecast Release April 2026

Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict economic criteria and has evolved over time. It comprises 40 countries in the Advanced Economies category, including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected Eurozone members (Germany, Italy, France, etc.). The group of emerging and developing economies (156) comprises all economies not classified as Advanced Economies (e.g., India, China, Brazil, Malaysia).

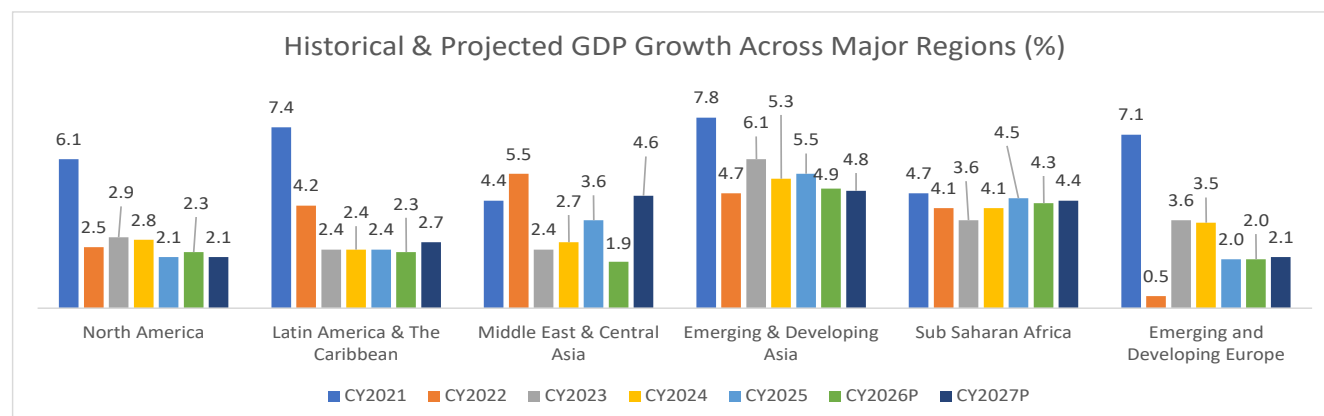
Historical and Projected GDP Growth

GDP growth across major regions showed a mixed trend during 2024–25. While growth in several regions—including Middle East & Central Asia, Emerging and Developing Asia, Sub-Saharan Africa as well as Latin America and the Caribbean—is expected to slow further in 2026, performance remains uneven across geographies.

In the Middle East and Central Asia, economic growth is projected to decline from 3.6% in 2025 to 1.9% in 2026, before recovering to 4.6% in 2027, reflecting the region's direct exposure to the conflict and the anticipated rebound thereafter. For commodity-exporting economies directly affected by the conflict, reduced production and export activity are expected to

result in a significant downward revision to 2026 GDP growth projections.

Growth in emerging and developing Asia is projected to moderate from 5.5% in 2025 to 4.9% in 2026 and further to 4.8% in 2027. Within the region, China's 2026 growth forecast has been revised upward by 0.2 percentage point relative to the October estimate, to 4.4%, despite a 0.1 percentage point downward revision from January. This upward adjustment reflects the impact of lower effective U.S. tariff rates on Chinese goods, along with stimulus measures that are expected to offset the negative effects of the shock arising from the Middle East conflict. However, China's growth is projected to slow to 4.0% in 2027, as structural headwinds continue to weigh on the economy, including the prolonged slowdown in the housing sector, a shrinking labor force, declining returns on investment, and weaker productivity growth.



Source-IMF World Economic Outlook April 2026 update.

In Latin America and the Caribbean, economic growth is projected to remain broadly stable at 2.3% in 2026 before strengthening to 2.7% in 2027. The effects of the Middle East conflict across the region are expected to be uneven, with smaller economies likely to experience a more pronounced negative impact due to their relatively greater vulnerability to external shocks.

Growth in sub-Saharan Africa is projected to remain relatively stable at 4.3% in 2026 and 4.4% in 2027. However, this regional outlook masks significant variation across countries, with some economies expected to face more pronounced challenges than others. In particular, oil-importing and non-resource-intensive economies are likely to be adversely affected by the conflict in the Middle East, as heightened external pressures may weigh on economic activity and weaken growth prospects. In emerging and developing Europe, economic growth is expected to slow sharply to 2.0% in 2025 and recover only marginally thereafter, with the region projected to expand at an average rate of 2.0% in 2026 and 2.1% in 2027.

Global Economic Outlook

The conflict between Israel/the United States and Iran, which began in February, has developed into a global shock to transport, trade, and security planning. As a result, periodic airspace closures across Israel and parts of the Gulf, together with severe disruption to shipping through the Strait of Hormuz, have affected the movement of oil, oil products, and LNG. Consequently, businesses have faced longer and less reliable supply lines, higher freight and insurance costs, and more frequent “stop-go” operating conditions.

The near-term growth outlook has softened as the conflict is affecting both demand and costs. Disruption to the oil channel is coinciding with pressure on the non-oil outlook as travel and services weaken and risk premia rise. Airspace disruption has increased operating costs and reduced travel reliability, while higher jet fuel costs have added to pressure on carriers and freight forwarders.

Investment conditions have also tightened as higher regional risk premia have increased insurance, shipping, hedging, and working capital costs. At the same time, logistics disruption and higher input costs are raising inflation risks. Fertilizer and related input disruption is also creating a lagged risk to food prices.

Asia-Pacific: In Asia-Pacific, the conflict has created sustained stress for business continuity. Even with fighting paused, energy availability, shipping disruption, and insurance costs are expected to continue weighing on operations over the next quarter. Oil prices remain well above January levels despite easing from March peaks, while war-risk insurance, tighter tanker availability, and rerouting costs remain elevated. As a result, several fuel-importing economies—including Japan, South Korea, India, and parts of Southeast Asia—have faced power-conservation measures and fuel rationing, increasing the

risk of operational downtime in energy-intensive sectors.

Shipping and supply chains are also facing second-round effects. Many Asia–Europe shipments have been diverted via the Cape of Good Hope, thereby extending lead times by 10–14 days. Although some routes have reopened, schedules remain compressed and insurers remain cautious, which has increased delivery deadline risk across manufacturing, particularly in chemicals, electronics, and pharmaceuticals. Input volatility and fertilizer disruption are also adding to inflation risks and thereby complicating the policy outlook.

Latin America: In Latin America, the U.S.-Israel-Iran conflict has increased energy market pressures, with higher Brent crude prices raising input costs and inflation risks across the region. Consequently, net hydrocarbon exporters such as Brazil, Colombia, and Ecuador are benefiting from stronger external balances, while net energy importers—including Panama, Chile, and much of Central America—are facing higher import costs. Elevated fertilizer prices are also weighing on agricultural output and margins, including in Brazil and Argentina. In response, governments have introduced fuel subsidies and price controls.

Middle East & North Africa: In the Middle East and North Africa, the conflict continues to affect the region directly, with many countries facing missile and drone attacks from Iran in response to attacks by the United States and Israel on Iran. In the short term, economic growth is expected to slow sharply as exports decline, uncertainty constrains spending, and governments delay investment initiatives. The reduction in food imports is also expected to significantly affect countries with limited domestic production capacity. Bahrain, Qatar, and Kuwait remain highly dependent on imports through the Strait of Hormuz and therefore face risks of food shortages and concerns regarding social stability if disruption persists.

Sub-Saharan Africa: In Sub-Saharan Africa, the conflict continues to disrupt energy and fertilizer supply chains, thereby keeping the region under significant external pressure. Higher global oil prices are sharply raising fuel and transport costs for import-dependent economies such as Kenya, Uganda, Ethiopia, and Ghana. Policy responses have varied across the region. Ethiopia introduced emergency fuel subsidies in mid-March to contain domestic price increases, while Kenya is experiencing stronger pass-through from higher fuel costs, which is weighing on aviation, logistics, and export activity.

Global Growth Projection

The global economic outlook for 2026–2027 has been increasingly influenced by escalating geopolitical tensions in the Middle East. According to the IMF, the conflict has heightened concerns regarding disruptions to global energy supplies, particularly through key transit routes such as the Strait of Hormuz, resulting in increased volatility in crude oil, natural gas, and broader commodity markets. Under the IMF's reference scenario, energy commodity prices are projected to rise by approximately 19% in 2026 due to conflict-related disruptions. Consequently, global GDP growth is projected at 3.1% in 2026, compared to the pre-conflict forecast of 3.4%, while global headline inflation is expected to increase to 4.4%. The IMF further notes that a prolonged disruption to energy supplies could lower global growth to 2.5% and raise inflation to 5.4%, highlighting the significant influence of geopolitical developments on the global economic outlook.

Growth in advanced economies is projected at 1.8% in 2026 and 1.7% in 2027, while the overall impact of the Middle East conflict is expected to remain modest, lowering 2026 growth by 0.2 percentage point relative to the pre-conflict forecast. This limited effect is primarily attributable to higher energy prices and inflationary pressures in net energy-importing economies such as the euro area and the United Kingdom. This limited effect reflects positive terms-of-trade gains in the United States and stronger growth momentum, supported by government measures, in Japan, whereas more significant negative effects are expected mainly in net energy-importing economies, including the euro area and the United Kingdom. In the United States, growth is projected at 2.3% in 2026 and 2.1% in 2027, with fiscal policy and the lagged effects of monetary easing in 2025 continuing to support activity, even as higher trade barriers since April 2025 weigh on growth. The 0.1 percentage point downward revision from the January 2026 WEO Update reflects a small negative effect from the war, but this is partly offset by a rebound following the end of the 2025 federal government shutdown, along with stronger productivity growth and positive carryover effects. Although the International Emergency Economic Powers Act (IEEPA) ruling may reduce tariff-related fiscal revenues, its impact on the fiscal balance and activity is expected to remain limited and spread over the forecast horizon. Growth in 2027 is expected to remain solid, supported by tax incentives, including those for corporate investment under the One, Big, Beautiful Bill Act (OBBBA), while technology-driven momentum is projected to moderate and productivity growth is expected to gradually converge toward historical norms.

Growth in emerging market and developing economies is projected to slow to 3.9% in 2026 before recovering to 4.2% in 2027, while the Middle East conflict is expected to have a greater impact on this group than on advanced economies, reducing 2026 growth by 0.3 percentage point relative to the pre-conflict forecast. The impact is expected to be transmitted through higher energy import costs, elevated inflationary pressures, weaker investor sentiment, and disruptions to tourism and remittance flows in several economies. In emerging and developing Asia, growth is expected to moderate from 5.5% in

2025 to 4.9% in 2026 and 4.8% in 2027. Within the region, China's 2026 growth forecast has been revised upward to 4.4%, as lower effective U.S. tariffs and stimulus measures offset the impact of the conflict, although growth is projected to slow to 4.0% in 2027 as structural headwinds intensify. India's growth outlook has also improved, with growth revised upward to 7.6% in 2025 and projected to remain at 6.5% in 2026 and 2027, supported by strong carryover effects and lower additional U.S. tariffs on Indian goods. Meanwhile, several South and Southeast Asian economies are expected to face weaker domestic demand due to lower tourism and remittance inflows, while the Philippines has seen a sharp downward revision for 2026.

In the Middle East and Central Asia, growth is projected to decline from 3.6% in 2025 to 1.9% in 2026 before rebounding to 4.6% in 2027, reflecting the region's direct exposure to the conflict. The conflict is expected to affect economic activity through disruptions to trade flows, investment sentiment, logistics networks, and hydrocarbon production, given the region's strategic importance in global energy markets. The downturn is expected to be most severe among affected commodity exporters, particularly Bahrain, Iran, Iraq, Kuwait, and Qatar, whereas the impact is expected to be less severe in other economies. Accordingly, Iran's growth is projected at -6.1% in 2026 before recovering to 3.2% in 2027, while Saudi Arabia's growth is projected at 3.1% in 2026 and 4.5% in 2027.

In sub-Saharan Africa, growth is expected to remain broadly stable at 4.3% in 2026 and 4.4% in 2027, although oil-importing economies are likely to face greater pressure, particularly from higher fuel import bills and transportation costs arising from conflict-driven increases in global crude oil prices, while Nigeria and South Africa are expected to record moderate but improving growth profiles.

In Latin America and the Caribbean, growth is projected at 2.3% in 2026 and 2.7% in 2027, with some commodity-exporting economies, including Brazil, expected to benefit from elevated energy and commodity prices in the near term, with Brazil benefiting modestly in the near term from its net energy exporter position, whereas Mexico is expected to recover gradually to 1.6% in 2026 and 2.2% in 2027.

In emerging and developing Europe, the sharp slowdown in growth to 2.0% in 2025 is expected to reverse only marginally, with the region projected to expand at an average rate of 2.0% in 2026 and 2.1% in 2027. However, energy-importing economies within the region remain vulnerable to elevated oil and natural gas prices resulting from the Middle East conflict. Within the region, Russia's 2026 growth forecast has been revised upward by 0.3 percentage point relative to January to 1.1%, as higher commodity prices are expected to support activity; moreover, this momentum is projected to continue, with growth remaining at 1.1% in 2027. By contrast, Türkiye's 2026 growth forecast has been revised downward by 0.8 percentage point relative to the January 2026 WEO to 3.4%, as weaker-than-expected growth in 2025 and higher oil and gas prices are expected to weigh on activity.

India Macroeconomic Analysis

India's economic growth outlook for 2025 has been revised upward by 1.0 percentage point from the October estimate to 7.6%, supported by stronger-than-expected performance in the second and third quarters of the fiscal year and sustained momentum in the fourth quarter. For 2026, the growth projection has been moderately increased by 0.3 percentage point (including a 0.1 percentage point upward revision from January) to 6.5%, primarily driven by the carryover effect of the strong 2025 performance and the reduction in additional U.S. tariffs on Indian goods from 50% to 10%, which more than offsets the adverse impact of the Middle East conflict. Growth is expected to remain steady at 6.5% in 2027. Across several South and Southeast Asian economies, disruptions linked to the Middle East conflict are anticipated to reduce tourism activity and remittance inflows, thereby weakening domestic demand and moderating overall economic performance.

Country	CY 2020	CY 2021	CY 2022	CY 2023	CY 2024	CY 2025	CY 2026 P	CY 2027 P
India¹	-5.8%	9.7%	7.6%	9.2%	6.5%	7.6%	6.5%	6.5%
China	2.3%	8.6%	3.1%	5.4%	5.0%	5.0%	4.4%	4.0%
United States	-2.2%	6.1%	2.5%	2.9%	2.8%	2.1%	2.3%	2.1%
Japan	-4.2%	2.7%	0.9%	1.4%	-0.2%	1.2%	0.7%	0.6%
United Kingdom	-10.3%	8.6%	4.8%	0.4%	1.1%	1.3%	0.8%	1.3%
Russia	-2.7%	5.9%	-1.4%	4.1%	4.3%	1.0%	1.1%	1.1%
Germany	-4.1%	3.9%	1.8%	-0.9%	-0.5%	0.2%	0.8%	1.2%

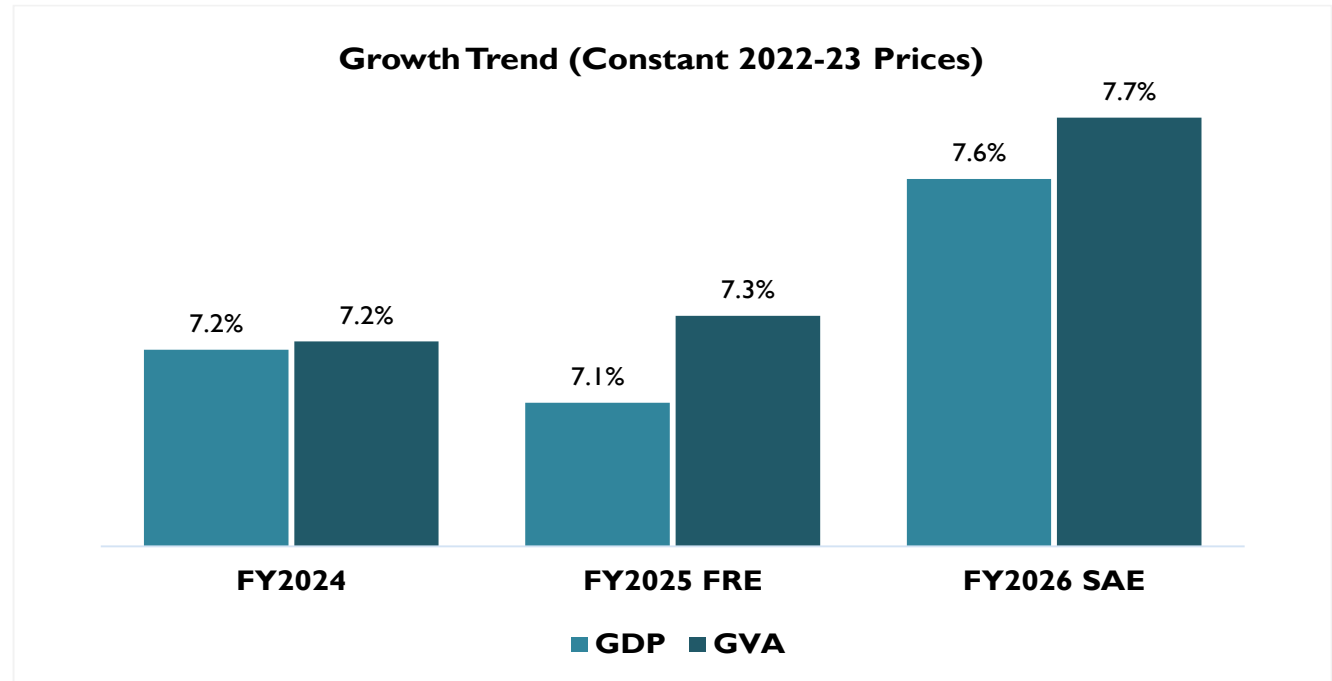
Source: World Economic Outlook, April 2026

¹ For India, data and forecasts are presented on a fiscal year basis, and GDP from 2022 onward is based on GDP at market prices with fiscal year 2022/23 as a base year

Historical GDP and GVA Growth Trend

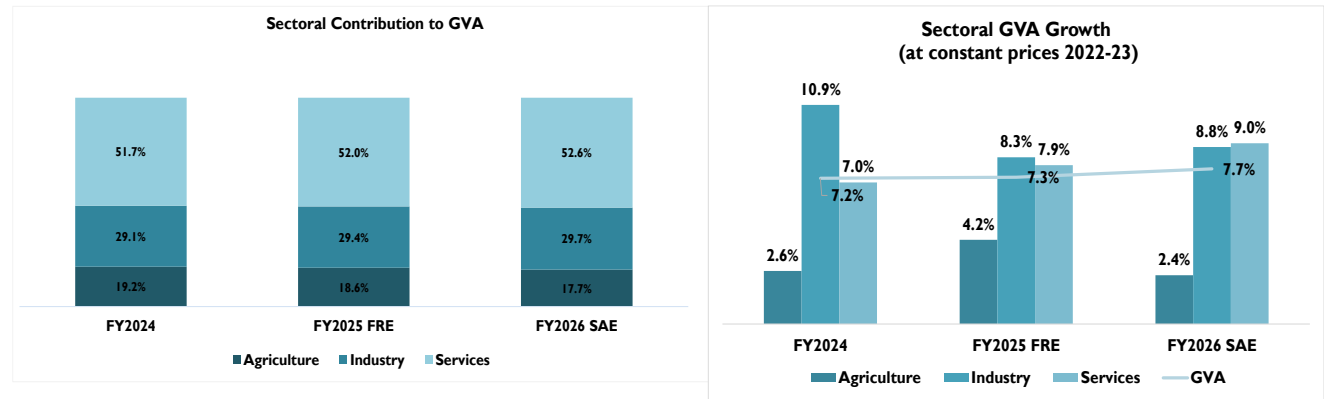
India Real GDP (GDP at constant prices) for FY 2025–26 is estimated to reach ₹ 322.58 lakh crore, compared to the First Revised Estimate (FRE) of ₹ 299.89 lakh crore for FY 2024–25. This represents a growth rate of 7.6% in 2025–26, higher than the 7.1% growth recorded in 2024–25.

Similarly, Real GVA for FY 2025–26 is projected at ₹ 294.40 lakh crore, up from ₹ 273.36 lakh crore in FY 2024–25. This indicates a growth rate of 7.7%, compared with the 7.3% growth achieved in the previous year.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics: FY2025, FRE is First Revised Estimate, SAE is Second Advance Estimate

Sectoral Contribution to GVA and Annual Growth Trend



Source: Ministry of Statistics & Programme Implementation (MOSPI), CMIE Economics Outlook
FRE is First Revised Estimate, SAE is Second Advance Estimate

Sectoral analysis of GVA reveals that the industrial sector experienced steady growth momentum in FY 2026, recording a 7.7% y-o-y growth against 7.3% year-on-year growth in FY 2025. Within the industrial sector, growth moderated across sub-sector with mining, and construction activities growing by 4.08%, and 7.08% respectively in FY 2026, compared to 11.69%, and 7.30% in FY 2025. Growth in the utilities sector too moderated to 1.52% in FY 2026 from 2.87% in the previous year. The industrial sector’s contribution to GVA increased marginally from 29.4% in FY 2025 to 29.7% in FY 2026.

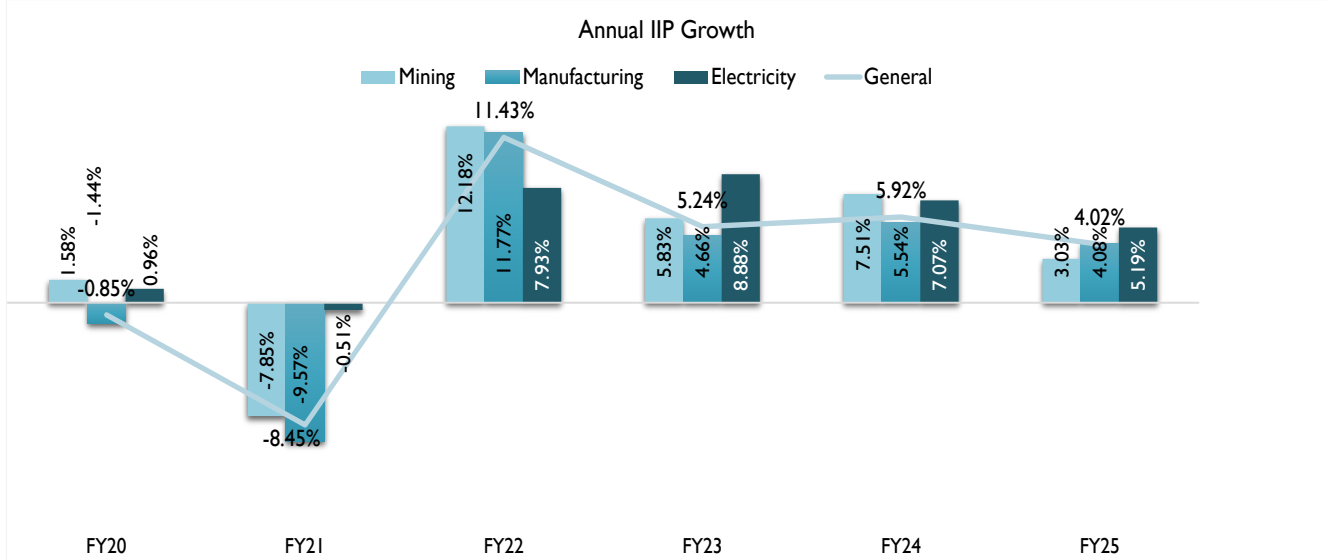
The services sector continued to be the main driver of economic growth. It expanded by 9.0% in FY 2026 from 7.9% in FY 2025. The services sector retained its position as the largest contributor to GVA, rising from 51.7% in FY 2024 to 52% in FY

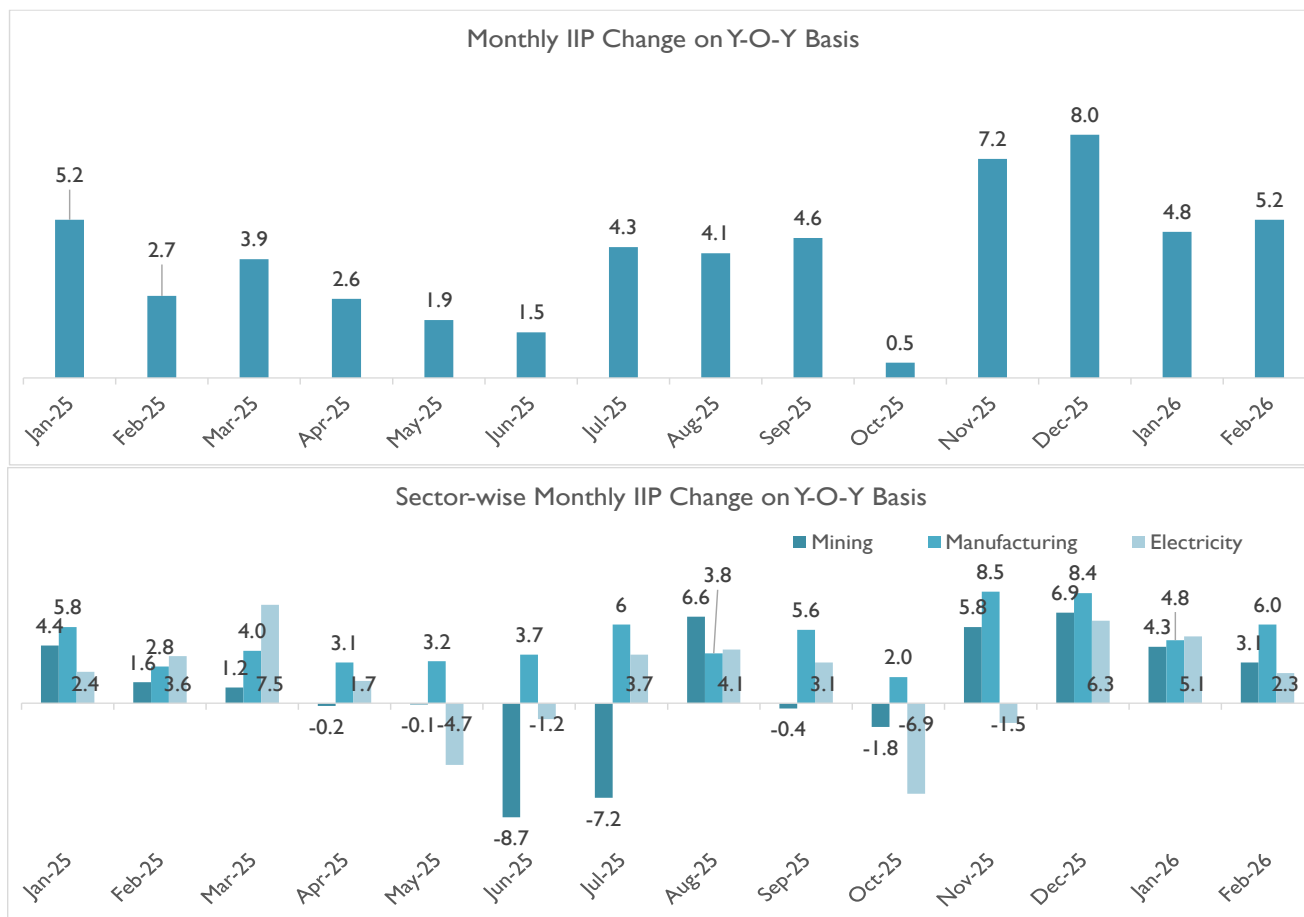
2025, with a further increase to 52.6% in FY 2026.

The agriculture sector saw an acceleration in growth, increasing from 2.66% in FY 2024 to 4.18% in FY 2025, before moderating to 2.42% in FY 2026. However, its contribution to GVA declined marginally from 19.2% in FY 2024 to 17.7% in FY 2026. Overall, Gross Value Added (GVA) growth rose to 7.7% in FY 2026 from 7.3% in FY 2025.

Annual & Monthly IIP Growth

Industrial sector performance as measured by the IIP index exhibited moderation in FY 2025, recording a 4.02% y-o-y growth against 5.92% increase in the previous year. The manufacturing index showed moderation, increasing by 4.08% in FY 2025 compared with 5.54% in FY 2024. The mining sector index also moderated, growing 3.03% in FY 2025 compared with 7.51% in the previous year, while the Electricity sector index moderated by 5.19% in FY 2025 compared with 7.07% in the previous year.



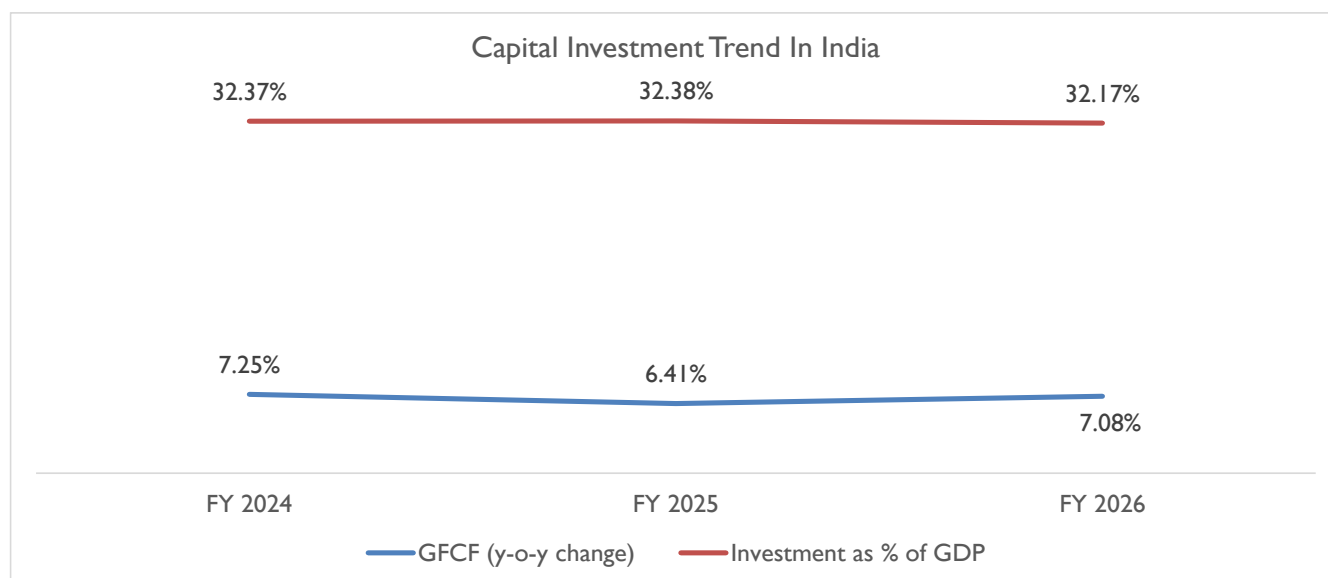


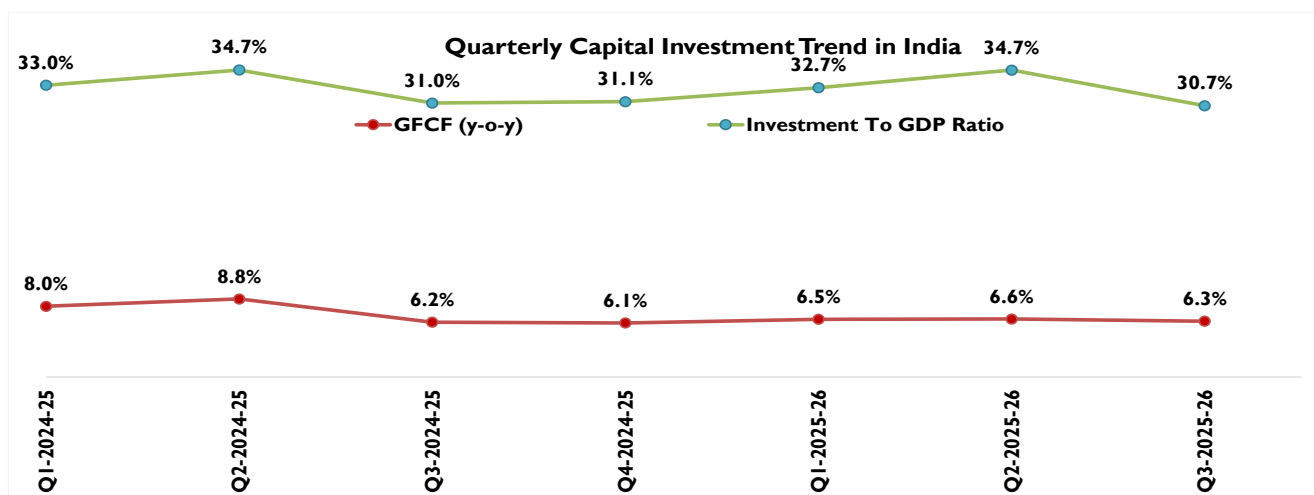
Source: Ministry of Statistics & Programme Implementation (MOSPI)

The IIP growth rate for the month of February 2026 is 5.2 percent which was 4.8 percent (Quick Estimate) in the month of January 2026. The growth rates of the three sectors, Mining, Manufacturing and Electricity for the month of February 2026 are 3.1 percent, 6.0 percent and 2.3 percent respectively.

Annual and Quarterly: Investment & Consumption Scenario

Other major indicators, such as Gross Fixed Capital Formation (GFCF), a measure of investment, increased during FY 2026, registering 7.08% year-on-year growth compared with 6.41% in FY 2025, bringing the GFCF-to-GDP ratio to 32.17%.



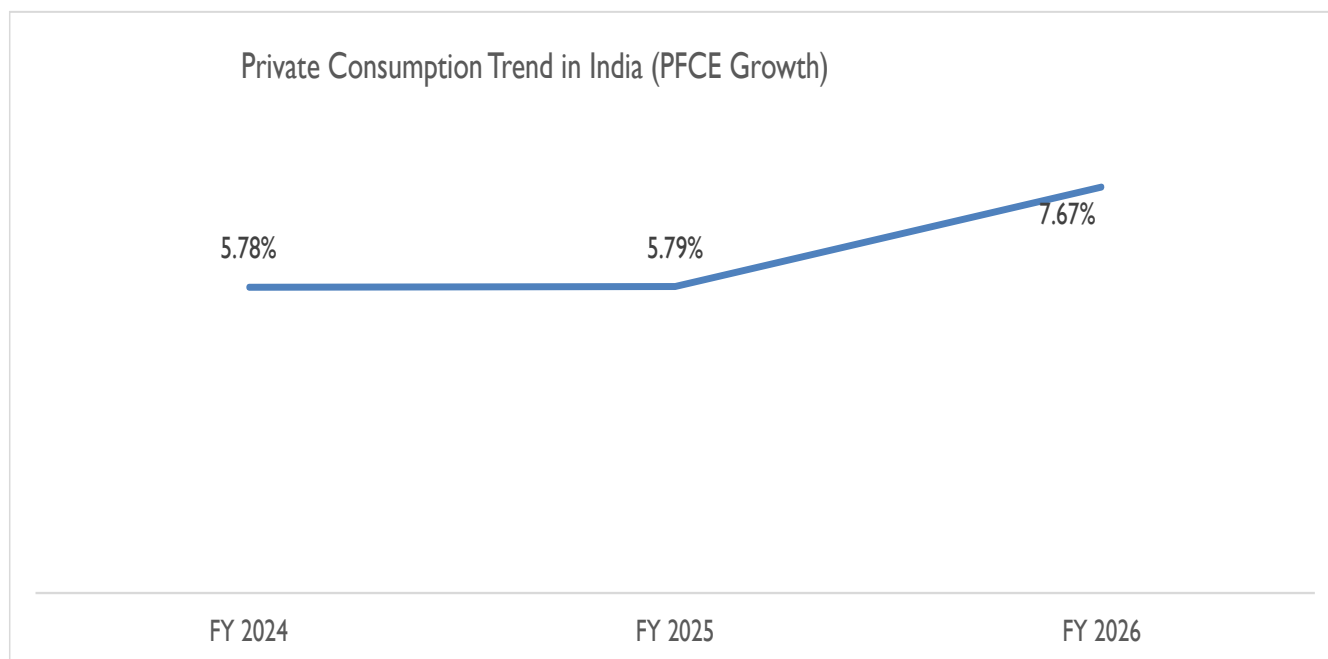


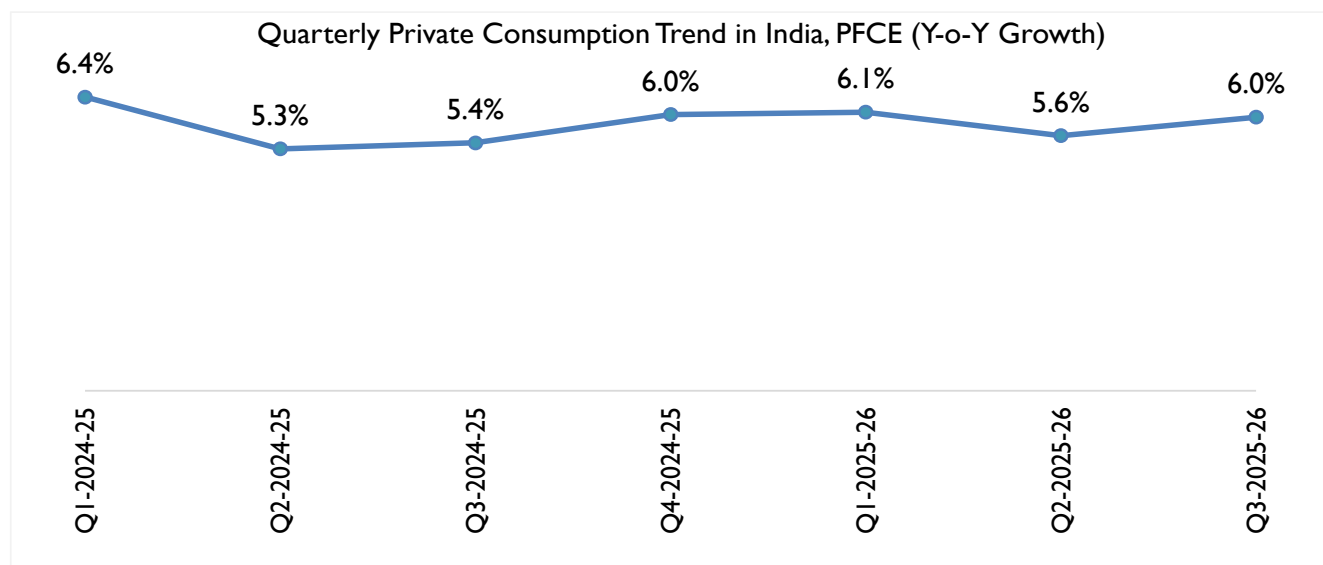
Source: Ministry of Statistics & Programme Implementation (MOSPI), CMIE Economics Outlook

On a quarterly basis, India's capital investment indicators display a pattern of moderate but uneven momentum. The Investment-to-GDP ratio remained above 30% throughout the period but shifted within a narrow and cyclical band—rising from 33.0% in Q1 FY 2024-25 to 34.7% in Q2, before softening to 31.0% and 31.1% in Q3 and Q4, respectively.

The ratio recovered to 32.7% in Q1 FY 2025-26 and 34.7% in Q2, before easing to 30.7% in Q3, indicating fluctuating capital deployment across quarters. Meanwhile, GFCF (y-o-y) growth also exhibited volatility. After rising to 8.8% in Q2 FY 2024-25, growth moderated to 6.2% in Q3 and 6.1% in Q4, reflecting a deceleration in both government and private investment activity. Growth improved marginally to 6.5% in Q1 FY 2025-26 and 6.6% in Q2, but eased to 6.3% in Q3, signalling a plateauing in investment momentum. Overall, the data suggests that while investment levels remain healthy, quarterly volatility persists, underscoring the dependence on fiscal spending patterns and the still-gradual recovery of private capital expenditure.

Private Consumption Scenario





Sources: MOSPI, CMIE Economics Outlook

Private Final Consumption Expenditure (PFCE), a practical proxy for household spending, recorded growth in FY 2026 relative to FY 2025. Quarterly Private Final Consumption Expenditure (PFCE) has reported 6.0% growth rate during Q3 of FY 2025-26 as compared to the 5.6% growth rate in the corresponding period of the previous financial year.

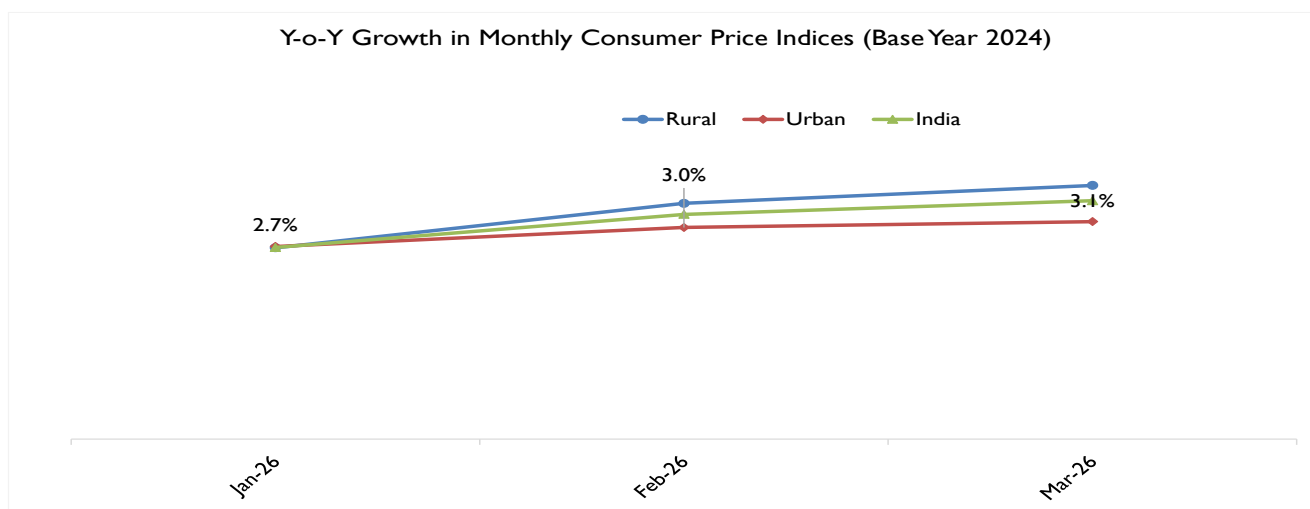
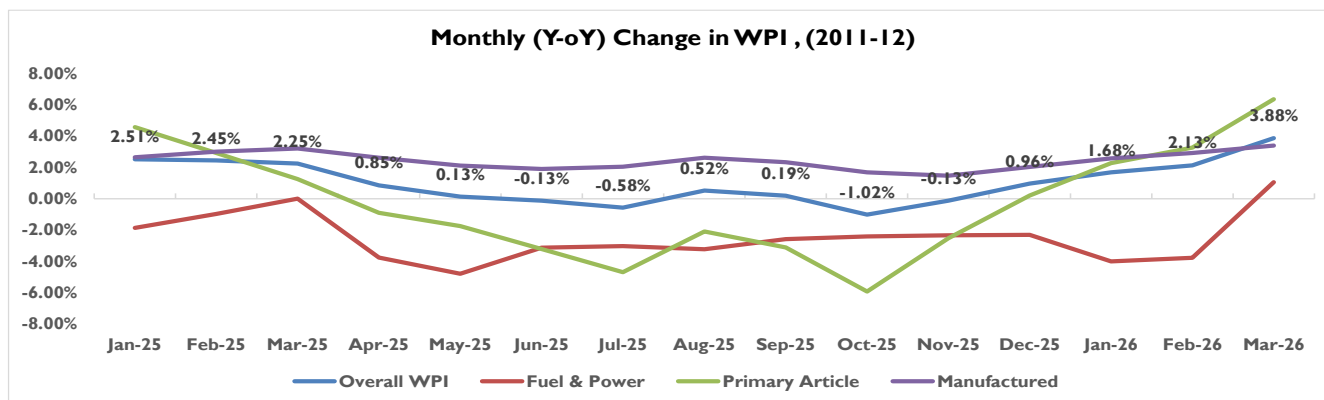
Inflation Scenario

The annual rate of inflation based on All India Wholesale Price Index (WPI) number is 3.88% (provisional) for the month of March, 2026 (over March, 2025). Positive rate of inflation in March, 2026 is primarily due to increase in prices of crude petroleum & natural gas, other manufacturing, non-food articles, manufacture of basic metals and food articles etc

Primary Articles (Weight 22.62%): - The index for this major group increased by 2.28 % from 192.9 (provisional) for the month of February, 2026 to 197.3 (provisional) in March, 2026. The Price of crude petroleum & natural gas (36.16 %) and minerals (0.12%) increased in March, 2026 as compared to February, 2026. The Price of food articles (- 0.85%) and non-food articles (-0.22 %) decreased in March, 2026 as compared to February, 2026.

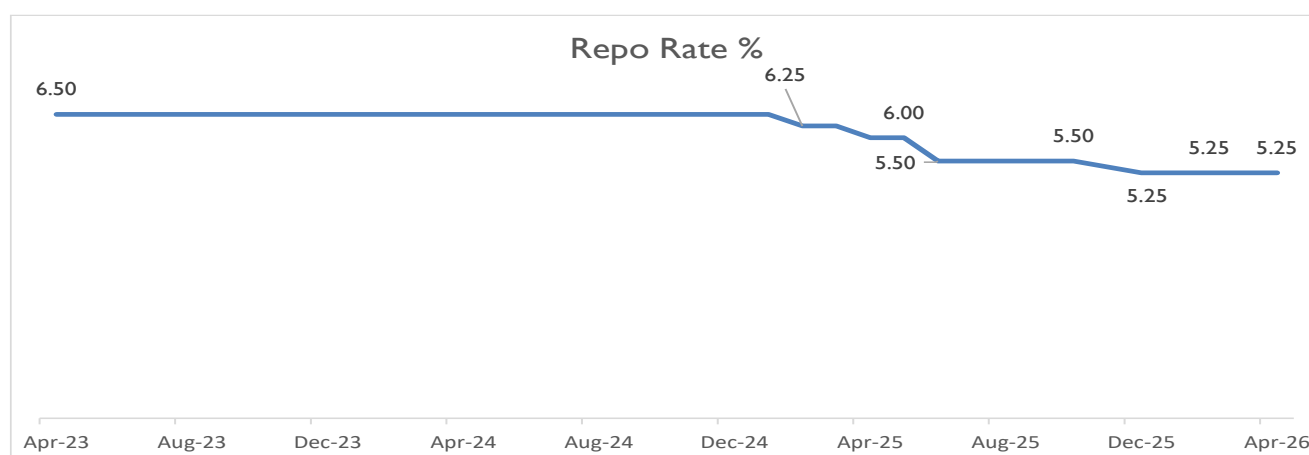
Fuel & Power (Weight 13.15%): - The index for this major group increased by 4.13 % from 147.6 (provisional) for the month of February, 2026 to 153.7 (provisional) in March, 2026. The Price of mineral oils (8.77 %) increased in March, 2026 as compared to February, 2026. The Price of electricity (-5.07%) decreased in March, 2026 as compared to February, 2026.

Manufactured Products (Weight 64.23%): - The index for this major group increased by 0.88 % from 148.2 (provisional) for the month of February, 2026 to 149.5 (provisional) in March, 2026. Out of the 22 NIC two-digit groups for manufactured products, 16 groups witnessed an increase in prices and 6 groups witnessed a decrease in prices. Some of the important groups that showed month-over-month increase in prices were manufacture of food products; chemicals and chemical products; basic metals; textiles and other manufacturing etc. some of the groups that witnessed a decrease in prices were manufacture of machinery and equipment; beverages; fabricated metal products, except machinery and equipment; computer, electronic and optical products and wearing apparel etc in march, 2026 as compared to February, 2026.



Source: MOSPI, Office of Economic Advisor

With effect from January 2026, the National Statistics Office (NSO) introduced a revised CPI series with base year 2024=100, drawing revised item weights from the Household Consumption Expenditure Survey (HCES) 2023-24. Year-on-year inflation rate based on All India Consumer Price Index (CPI) with base year 2024 for the month of March, 2026 over March, 2025 is 3.40%(Provisional). Corresponding inflation rates for rural and urban are 3.63% and 3.11%, respectively. On the monetary policy front, the RBI had cumulatively raised the repo rate by 250 basis points between May 2022 and February 2023, bringing it to 6.50%, where it was held steady through January 2025 to anchor inflationary expectations. With inflation moderating below target and growth requiring support, the RBI's Monetary Policy Committee (MPC) commenced an easing cycle in February 2025, delivering a cumulative 125 basis points of rate cuts through four reductions — 25 bps each in February 2025, April 2025, and December 2025, and a larger 50 bps cut in June 2025 — interspersed with pauses in August and October 2025. The repo rate currently stands at 5.25%, following the MPC's decision to hold rates unchanged at its April 2026 meeting.



Sources: CMIE Economic Outlook

Growth Outlook

The Union Budget 2026–27 sets out a quantitatively strong push to build resilient supply chains and develop next-generation industrial capacity. The record ₹12.2 trillion capital expenditure outlay is aimed at easing logistics bottlenecks and enhancing India’s cost competitiveness. Employment measures extend across both urban and rural India in one sweep. In cities and large towns, capex is channelled into “connectors” such as the seven proposed high-speed rail corridors and upgraded Tier-2 and Tier-3 infrastructure, thereby creating construction, logistics, and service jobs while cutting commute times. In smaller towns and villages, job creation is expected to be supported by mega textile parks, the Mahatma Gandhi Gram Swaraj Initiative’s push for khadi and handloom, training for tourist guides, and new waterways and coastal shipping. Together, these steps broaden the wage base instead of providing a short-term bump.

Strategic supply chains also receive a significant push. Dedicated rare earth corridors in Odisha, Kerala, Andhra Pradesh, and Tamil Nadu; customs exemptions for capital goods used in critical mineral processing and battery cells; and the India Semiconductor Mission 2.0 aim to pull manufacturing deeper into components and materials. If executed well, these measures could reduce import dependence in magnets, batteries, and chip inputs and lift the share of higher-productivity manufacturing jobs — thereby raising household incomes durably.

The conclusion of the India–EU FTA negotiations mark a major strategic milestone, as it offers near-universal market access for 99.5% of India’s exports by value and integrates India more deeply into a USD 24 trillion economic bloc. By providing duty-free entry for key labour-intensive sectors, expanding services access, and establishing a mobility framework for Indian professionals, the agreement strengthens India’s export competitiveness, supports high-value job creation, and ensures a predictable, rules-based environment for long-term trade and investment flows.

Similarly, the India–Oman CEPA creates a comprehensive framework covering goods, services, investment, and regulatory cooperation. With bilateral trade at USD 10.61 billion in FY 2024–25, the CEPA grants India 100% duty-free access across 98.08% of Oman’s tariff lines (99.38% of export value) from Day One. This access expands opportunities across engineering goods, pharmaceuticals, agriculture, chemicals, electronics, textiles, marine products, and gems & jewellery, while a calibrated exclusion list helps protect sensitive domestic and MSME-linked sectors.

Key Growth/Demographic Drivers for Economic Growth

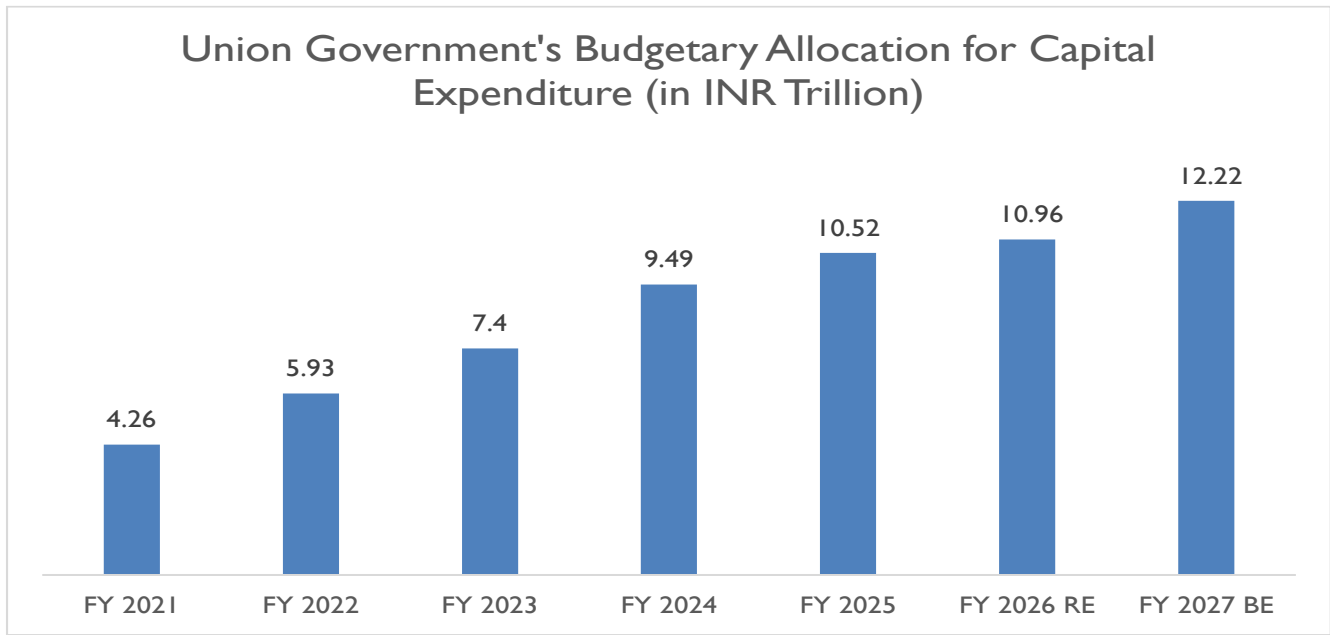
Government focus on infrastructure development

The infrastructure sector has received a strong boost in Budget FY’27, marked by a record ₹ 12.2trn public capital expenditure allocation, reinforcing the government’s focus on making assets more efficient and sustainable. The introduction of the landmark Infrastructure Risk Guarantee Fund aims to provide partial credit guarantees to lenders and revitalise private sector participation in large-scale projects. By lowering project risk premiums and easing borrowing costs, this mechanism is likely to help crowd in private capital and accelerate construction phase financing across the sector. The transport and logistics sector, in particular, will buoy infrastructure growth. Railways have received a substantial boost in allocation, which will help support the planned development of seven new high-speed rail corridors and a Dankuni-Surat DFC, which aims to cut logistics costs and improve national connectivity. Moreover, the rollout of 20 new National Waterways, new ship repair hubs and a scheme to double the share of coastal and inland water transport from 6.0% to 12.0% by 2047 will together build a greener, more efficient multimodal freight network. Urban transformation continues through targeted development of Tier-

2 and Tier-3 cities – with populations over 0.5mn – alongside the creation of City Economic Regions, each supported by multi-year, challenge-based financing to establish new growth hubs and reduce pressure on metros. A broader ecosystem of reforms strengthens medium-term sector prospects. The government aims to scale domestic construction and infrastructure equipment manufacturing, reducing import dependence and improving execution capability in tunnelling, metro construction and road building machinery.

The monetisation of CPSE assets will be accelerated through dedicated REIT structures, helping unlock liquidity for redevelopment and new project pipelines. Additional support flows through region-specific initiatives, such as industrial corridor expansion, and tourism development in cultural and Buddhist heritage zones will further reinforce construction demand.

Together, these measures will strengthen India’s infrastructure ecosystem through higher public investment, improved risk mitigation tools and wider multimodal connectivity – creating a constructive environment for sustained growth in construction, logistics and urban development.



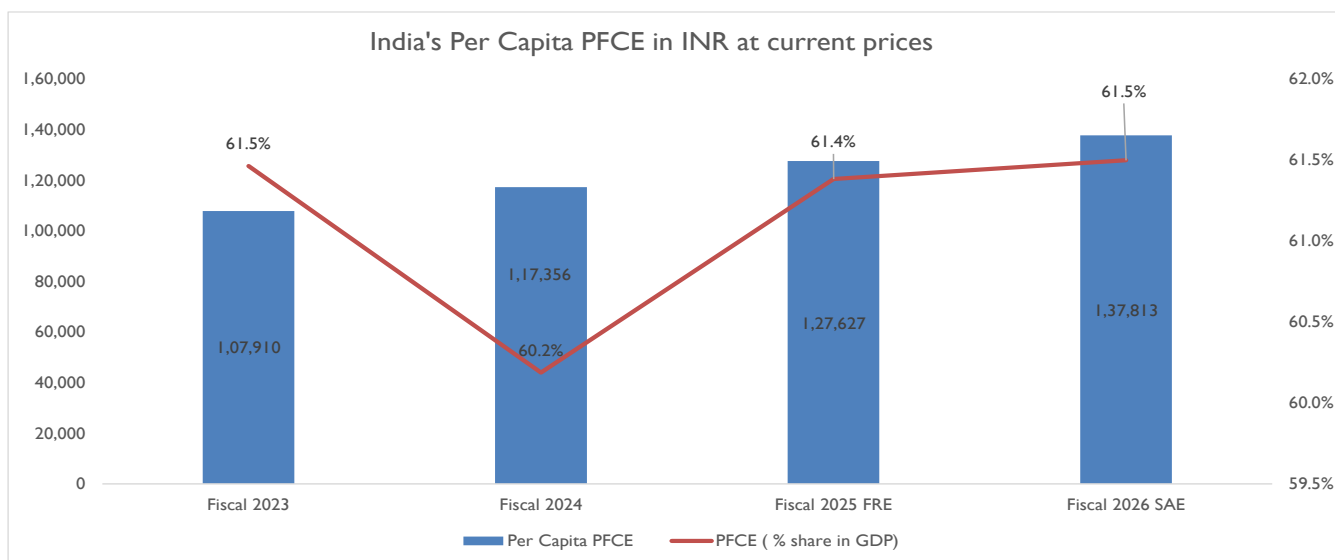
Union Budget, Government of India
Note: BE (Budget Estimates) and RE (Revised Estimates)

Development of Domestic Manufacturing Capability

The Government launched Production Linked Incentive (PLI) scheme in early 2020, initially aimed at improving domestic manufacturing capability in large-scale electronic manufacturing and gradually extended to other sectors. At present it covers 14 sectors, ranging from medical devices to solar PV modules. The PLI scheme provides incentives to companies on incremental sales of products manufactured in India. This incentive structure is aimed at attracting private investment into setting up manufacturing units and thereby strengthen domestic production capabilities. The overall incentives earmarked for PLI scheme is estimated to be ₹ 2 trillion. If fully realised, the PLI scheme could add nearly 4% to annual GDP growth, by way of incremental revenue generated from the newly formed manufacturing units.

Strong Domestic Demand

Domestic demand has traditionally been one of the key drivers of the Indian economy. After a brief lull caused by Covid-19 pandemic, the domestic demand is recovering. Consumer confidence surveys by the Reserve Bank and other institutions point to an improvement in consumer confidence index, which is a precursor of improving demand. India has a strong middle-class segment, which has been the major driver of domestic demand. Factors like fast paced urbanization and improving income scenario in rural markets are expected to accelerate domestic demand further. This revival is perfectly captured by the private final consumption expenditure (PFCE) metric. The PFCE at current prices is on steady rise from FY 2022 onwards. Between FY 2015 and FY 2026, PFCE in India increased by nearly 2.5 times. Its share in GDP also increased from 58.1% to about 61.5% in FY 2026 (as per the first advance estimates).

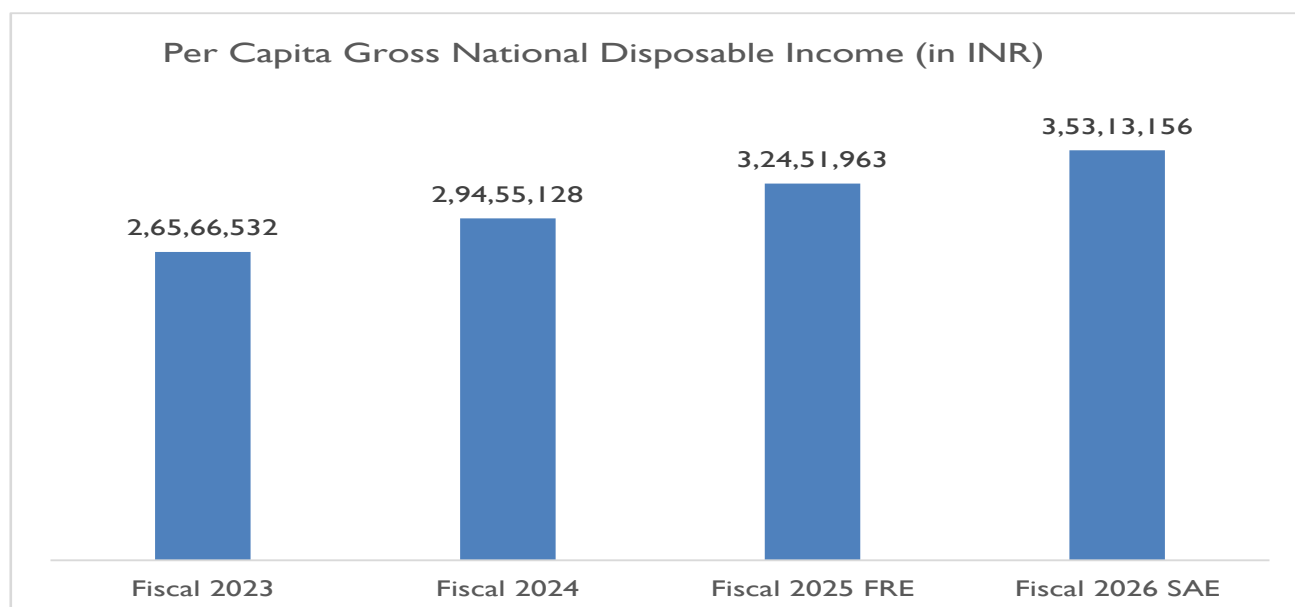


Source: Ministry of Statistics & Programme Implementation (MOSPI)

There are two factors driving this domestic demand: first, the large pool of consumers; and second, the improvement in purchasing power.

The share of middle class increased from nearly 14% in 2005 to nearly 30% in 2021 and is expected to cross 60% by 2047². This expanding middle class household segment is fuelling India's growth story and would continue to play a key role in propelling India's economic growth.

Consumer-driven domestic demand is majorly fuelled by this growth in per capita income. As per National Statistics Office (NSO), India's per capita net national income (at constant prices) stood at ₹ 1,37,813 per person in FY 2026 against ₹ 1,27,627 per person in FY 2025 and ₹ 76,379 in FY 2018. This increase in per capita income has impacted the purchasing pattern as well as disposable income. The Gross National Disposable Income during FY 2023-26 has increased from ₹ 2,65,66,532 to ₹ 3,53,13,156.



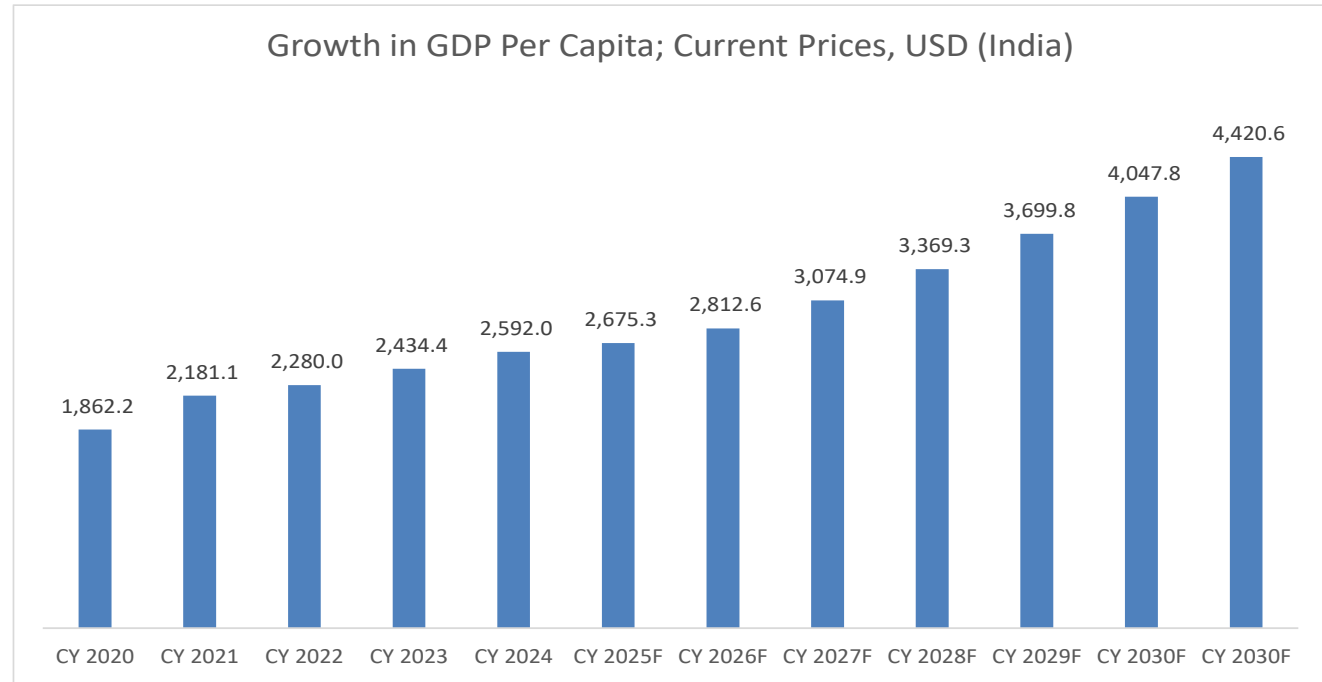
Source: Ministry of Statistics & Programme Implementation (MOSPI)

India's Per Capita GDP Trends

² As per the survey conducted by People Research on India's Consumer Economy. Households with annual income in the range of ₹ 5 – 30 lakh is considered as middle-class households.

India is poised to become the world's third-largest economy with a projected GDP of USD 5 trillion within the next three years, driven by ongoing reforms. As one of the fastest-growing major economies, India currently holds the position of the fifth-largest economy globally, following the US, China, Japan, and Germany. By 2027-28, it is anticipated that India will surpass both Germany and Japan, reaching the third-largest spot. This growth is bolstered by a surge in foreign investments and a wave of new trade agreements with India's burgeoning market of 1.4 billion people. The aviation industry is witnessing unprecedented orders, global electronics manufacturers are expanding their production capabilities, and suppliers traditionally concentrated in southern China's manufacturing hubs are now shifting towards India.

To achieve its vision of becoming the world's third-largest economy by 2027-28, India will need to implement transformative industrial and governmental policies. These policies will be crucial for sustaining the consistent growth of the nation's per capita GDP over the long term.

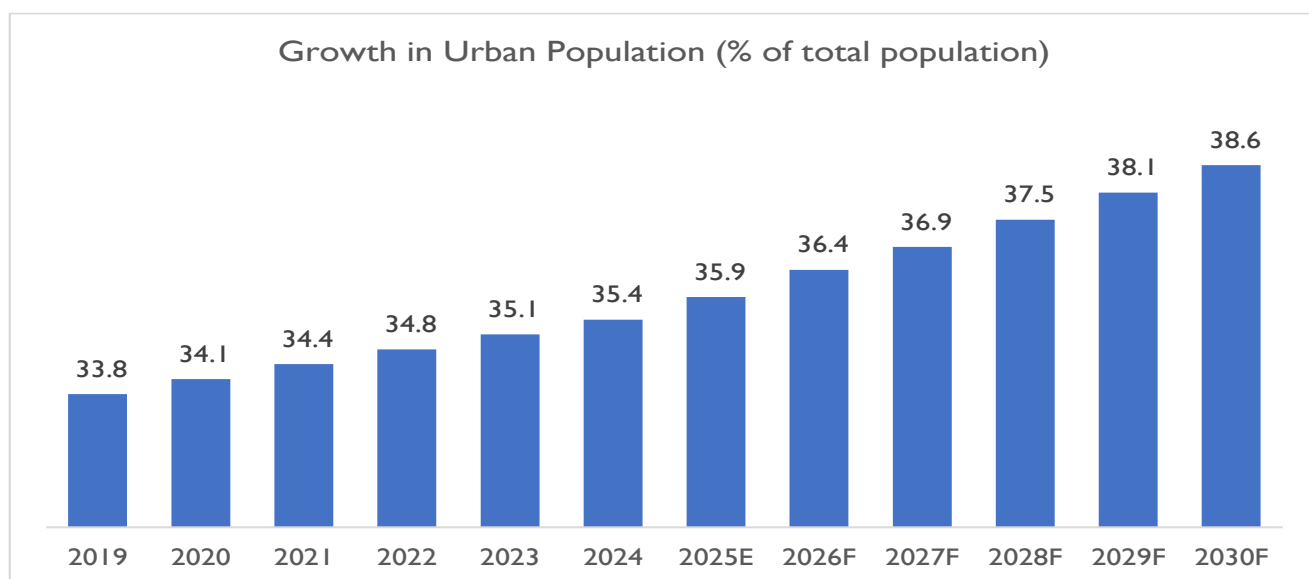


Source: IMF

From CY 2024 to CY 2031, India's per capita GDP is projected to grow at a compound annual growth rate of 7.9%. This growth will be driven by the service sector, which now accounts for over 50% of India's GDP, marking a significant shift from agriculture to services.

Increasing Urbanization

As per the Handbook of Urban Statistics 2022, India's urban population has been on a steady rise. Urban dwellers accounted for over 469 million in 2021 and are projected to rise to over 558 million by 2031 and further exceed 600 million by 2036.



Source: World Bank, IFFI³ D&B Research and Estimates

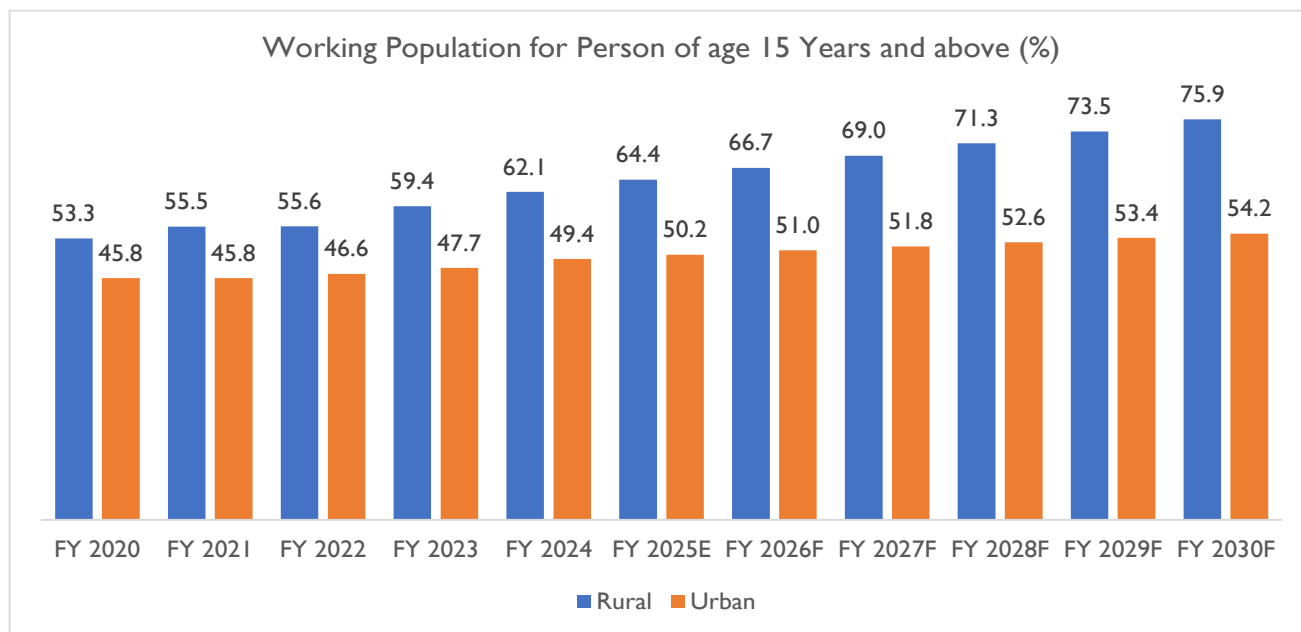
The share of urban population in total population has been quickly escalating. In 2019, 33.81% of the total population was urban. By 2024, it had reached 35.38%, showing an increase over a span of five years of about 1.57%. The share of urban population is further forecasted to cross 40% by 2030. This increase in urban population is set to demand drastic changes in infrastructure development. Cities are a major driver for the construction industry. With cities expanding rapidly, there will be an increased need for improved housing, water supply, sewage systems, and electricity. Urban planning will need to account for higher population densities, necessitating the development of smart cities with integrated technology for efficient management of resources and services. The Smart Cities Mission targeted at 100 cities is aimed at improving the quality of life through modernised, technology-driven urban planning. This transformation will also require significant investment in public health, education, and recreational facilities to enhance the quality of urban living. The surge in urban population will also propel demand for improvement in multimodal transport infrastructure for freight and passenger travel requirements.

Rural vs. Urban Working Population by Age Group

As India continues to experience economic growth and development, the working population in both rural and urban areas is increasing. In the case of the urban population, this growth is reflected in the increase from a share of 45.8% in FY20 to 49.4% in FY24, whereas in rural areas, it grew from 53.3% in FY20 to 62.1% in FY24.

This growth is driven by a combination of factors, including demographic changes, economic policies, and the expansion of various industries. The rise in employment opportunities across sectors such as agriculture, manufacturing, services, and information technology has contributed to the overall increase in the working population, thereby fostering economic stability and enhancing the standard of living for many Indians.

³<https://data.worldbank.org/indicator/SP.URB.TOTL.IN.ZS?end=2022&locations=IN&skipRedirection=true&start=1960&view=chart>



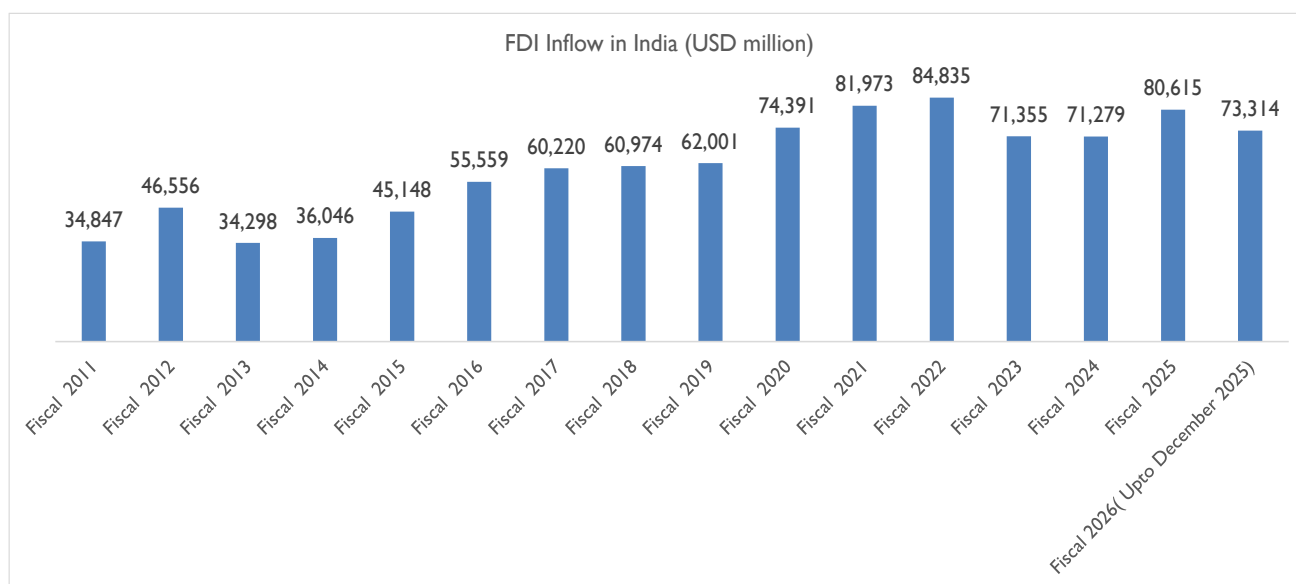
Source: Periodic Labour Force Survey (PLFS) Annual Report 2023-2024, D&B Research and Estimates

In urban areas, the working population is growing rapidly due to the proliferation of jobs in sectors like IT, finance, retail, and healthcare. Additionally, the development of infrastructure, such as improved transportation networks and housing, has made urban centers more accessible and desirable for the working population. In rural areas, the working population remains substantial, primarily due to the dominance of the agricultural sector. Government initiatives aimed at rural development, such as improved access to education and skill development programs, have also played a crucial role in enhancing employment prospects in these regions.

The dominance of the rural working population over its urban counterpart can be attributed to the labour-intensive nature of the agricultural sector, which ensures a consistent demand for human labor despite advancements in mechanization, sustaining employment rates in rural areas.

Foreign Direct Investment Trend in India

FDI inflows in India observed a steady increase from FY 2013 to FY 2022 while it witnessed a decline of 15% in FY 2023 and a decline of 0.1% in FY 2024 due to several factors, including the ongoing conflict between Russia and Ukraine, changes in US monetary policy, and other global uncertainties. However, the country has received substantial FDI inflows from April 2000 to December 2024. This increasing FDI can be attributed to the new investment facilitation measures like the National Single-Window System (NSWS), which streamlines the approval and clearance process for investors, entrepreneurs, and businesses, along with sectoral measures and PLI schemes, supporting growth prospects in tier-2 and tier-3 cities. Further, tax compliance for startups and foreign investors has been simplified, with the Income Tax Act, 1961 has been amended in 2024 to abolish angel tax and to reduce income tax rate chargeable on income of a foreign company.



Sources: Department for Promotion of Industry and Internal Trade

Food Contract Manufacturing Industry in India

The food contract manufacturing industry in India has emerged as a critical enabler for branded food companies, startups, and multinational players seeking scalable, cost-efficient, and compliant production solutions without heavy capital investment. Growth in this industry is being driven by multiple structural factors, including rapid expansion of the packaged food and functional foods market, increasing product innovation cycles, rising compliance requirements under FSSAI, and the need for flexible manufacturing capacities. Contract manufacturers allow brand owners to focus on brand building, marketing, distribution, and R&D, while leveraging specialized processors for production efficiency and quality consistency.

Food contract manufacturing is the outsourcing of food production to third-party manufacturers that produce food products on behalf of brand owners. These manufacturers handle formulation, processing, packaging, and other functions, allowing companies to focus on branding, marketing, and distribution. It is widely used across categories such as packaged foods, beverages, nutraceuticals, and private-label products. The market is growing rapidly due to food companies trying to economize and scale up. The rise of e-commerce and the adoption of new technologies with the growing need for specialized products, such as clean-label or gluten-free options, are also boosting market growth.

India's diverse agricultural base, availability of raw materials, improving food processing infrastructure, and policy support under initiatives such as *Make in India* and *PLI for Food Processing* have further strengthened the contract manufacturing ecosystem. As consumer demand shifts towards health-focused, millet-based, functional, and convenience foods, contract manufacturers with extrusion, blending, fortification, and customized formulation capabilities are seeing rising demand. Overall, food contract manufacturing is transitioning from a cost-led outsourcing model to a strategic partnership model, where manufacturers act as long-term production partners supporting innovation, compliance, and scale-up for food brands.

Types of Food Contract Manufacturing & Service Models

Food contract manufacturing in India spans a range of service models, including (i) Full-Service Contract Manufacturing; (ii) Co- Manufacturing / Collaborative R&D Model; (iii) Private Label Manufacturing; and (iv) Co-Packing. These models are differentiated by the level of involvement in product development, ownership of formulations, and operational responsibility. Selecting the appropriate model depends on the brand's strategy, desired control over formulation, speed to market, and capital investment appetite.

Full-Service Contract Manufacturing (End-to-End Model):

Under the full-service contract manufacturing model, the manufacturer manages the complete production lifecycle, including product development support, raw material sourcing, processing, packaging, labelling, quality assurance, and regulatory compliance. The brand owner typically provides a product concept, target specifications, or base formulation, while the manufacturer delivers finished, market-ready goods. This model is widely adopted by emerging brands and functional food companies seeking rapid scale-up without investing in manufacturing infrastructure. It allows the brand to focus on

marketing, distribution, and portfolio expansion while leveraging the manufacturer's technical and operational capabilities.

Co-Manufacturing / Collaborative R&D Model:

In co-manufacturing arrangements, the brand owner and the manufacturer jointly participate in product development and scale-up. The brand may contribute a base recipe, nutritional objective, or functional ingredient concept, while the manufacturer supports formulation optimization, process engineering, pilot trials, and commercialization. This model is particularly relevant for functional foods, fortified products, and innovation-driven categories where customization, ingredient performance, and process stability are critical. Co-manufacturing relationships are typically long-term and may involve dedicated production lines or customized equipment.

Private Label Manufacturing:

Private label manufacturing involves branding pre-developed or semi-customized food products under the buyer's label. The manufacturer offers a portfolio of ready formulations with customized options relating to packaging design, pack size and flavour adjustments. This model is widely used by retailers, e-commerce platforms, and new market entrants aiming for quick commercialization with minimal development risk. While private label manufacturing offers speed and cost advantages, control over product formulation and differentiation is comparatively lower.

Co-Packing (Contract Packaging Only):

Co-packing is a specialized service model where the manufacturer handles only filling, packaging, labelling, and final dispatch. The brand owner supplies bulk, semi-processed, or finished product, retaining full ownership of formulation and ingredient sourcing. This model is preferred by brands with in-house production capabilities or ingredient control but lacking packaging infrastructure or seeking scalable packaging solutions for multiple SKUs.

Manufacturing Process analysis:

The manufacturing process in the food contract manufacturing industry generally involves a sequence of activities beginning with the procurement and inspection of raw materials and packaging materials, followed by storage, processing, manufacturing, quality control, packaging, and dispatch of finished products.



1. **Procurement and Receipt of Raw Materials:** The manufacturing process begins with the procurement and receipt of raw materials and packaging materials from approved suppliers. Upon receipt, all incoming materials undergo quality assessment and inspection to verify compliance with prescribed specifications relating to physical attributes, quality parameters, food safety requirements, and regulatory standards. Samples may also be subjected to laboratory testing, where applicable, prior to acceptance for production.
2. **Storage and Material Handling:** Following successful quality assessment, approved raw materials are stored in designated storage areas under controlled conditions. Materials are maintained in clean and dry storage facilities and are placed on pallets to avoid direct contact with the floor and to facilitate proper handling and traceability. Where necessary, fumigation and pest-control measures are undertaken in accordance with established food safety protocols to preserve material quality and prevent infestation during storage.
3. **Pre-Processing of Raw Materials:** Based on production schedules and product requirements, raw materials are issued to the manufacturing floor and undergo preliminary processing activities such as cleaning, sorting, grading, de-stoning, roasting, drying, or milling, as applicable. The processed ingredients are then transferred for further manufacturing operations.
4. **Manufacturing and Processing Operations:** The manufacturing stage involves activities such as weighing, batching, blending, mixing, milling, extrusion, cooking, seasoning, fortification, or other product-specific processing operations. These processes are carried out in accordance with approved formulations, standard operating

procedures, and process parameters to ensure consistency and product quality. In-process quality checks are conducted at various stages to monitor critical quality attributes and ensure compliance with product specifications.

5. **Quality Control and Product Testing:** Upon completion of manufacturing, the finished products undergo quality control inspections and testing, which may include physical, chemical, microbiological, and sensory evaluations, as applicable. Only products meeting the prescribed quality standards are released for packaging.
6. **Packaging and Labelling:** The approved finished products are packaged using suitable packaging materials and formats based on customer requirements and product characteristics. Packaging activities include filling, sealing, coding, labelling, and batch identification to ensure traceability and compliance with applicable regulatory requirements.
7. **Finished Goods Storage and Dispatch:** Following packaging, the finished goods undergo final inspection and are transferred to designated finished goods storage areas pending dispatch. Products are stored under appropriate conditions to maintain quality and shelf life until shipment. Thereafter, finished goods are dispatched to customers or distributors.

Key Benefits of Food Contract Manufacturing

Food contract manufacturing enables brand owners to scale operations efficiently without incurring significant capital expenditure on plant setup, machinery, and compliance infrastructure. By outsourcing production to specialized manufacturers, companies can convert fixed manufacturing costs into variable costs, improving financial flexibility and reducing balance-sheet risk. This model is particularly beneficial for emerging brands and fast-growing food companies seeking rapid capacity expansion while maintaining capital efficiency.

Another key advantage lies in access to technical expertise, established processes, and regulatory compliance systems. Contract manufacturers typically operate certified facilities with experience in handling quality control, food safety standards, and FSSAI requirements. This allows brand owners to leverage proven manufacturing capabilities, shorten product development cycles, and ensure consistent product quality, especially in complex categories such as functional foods, fortified products, and ready-to-eat offerings.

Contract manufacturing also enhances speed to market and operational agility. Brands can respond more quickly to changing consumer preferences, launch new SKUs, and test innovative product concepts without long lead times. Additionally, the flexibility to adjust production volumes, packaging formats, or formulations enables companies to manage demand volatility more effectively and focus internal resources on brand building, marketing, and distribution rather than operational execution.

Food contract manufacturing industry is inherently relationship-driven because customers typically invest significant time and resources in product development, formulation approvals, packaging design, regulatory compliance, quality validation and supply chain integration before commercial production commences. Once a product is successfully launched and gains market acceptance, customers generally prefer to continue with established manufacturing partners that have demonstrated consistent quality, timely delivery and operational reliability.

Major End-Use Industries / Customer Segments



By Food Type:

The food contract manufacturing industry in India caters to a wide range of food categories, with demand patterns influenced by evolving consumption preferences, shelf-life expectations, pricing sensitivity, and the pace of product innovation across segments. As consumer demand shifts toward packaged, convenient, and health-oriented foods, brand owners increasingly rely on specialized contract manufacturers to meet category-specific production and compliance requirements.

Contract manufacturers typically develop expertise in select food types based on their processing capabilities, capital intensity, quality and hygiene standards, and regulatory complexity. Categories with higher technical requirements such as extruded snacks, functional foods, dairy, and nutrition-focused products often require dedicated infrastructure, formulation expertise, and certification readiness, encouraging manufacturers to focus on defined segments rather than operating as generalists. Additionally, scale requirements, batch flexibility, and shelf-life management further shape specialization, enabling manufacturers to align their operations with the needs of specific food categories and customer profiles.

Key food types served include:

Bakery & Confectionery: This segment includes bread, biscuits, cakes, cookies, chocolates, and sugar confectionery. Contract manufacturing is widely used to manage large-scale production, standardized quality, and seasonal demand fluctuations. Manufacturers in this segment focus on process consistency, shelf-life optimization, and compliance with food

safety standards, particularly for mass-market and private-label bakery products.

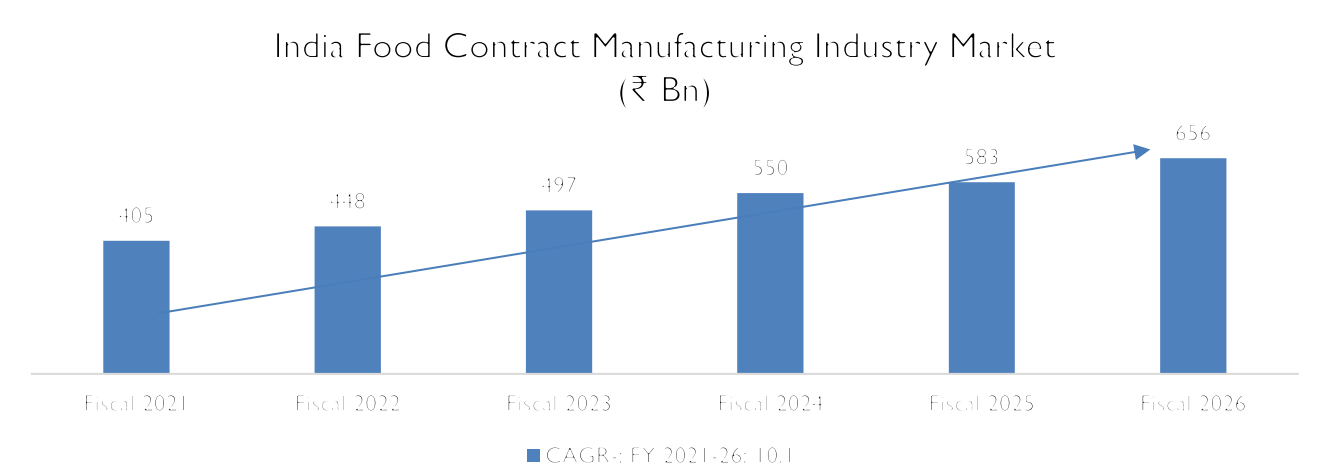
Snacks & Convenience Foods: Snacks and convenience foods form one of the largest and fastest-growing segments within contract manufacturing. This category includes extruded snacks, ready-to-eat and ready-to-cook foods, cereals, millet-based snacks, and instant food products. Demand is driven by urbanisation, changing lifestyles, and increasing preference for convenient and health-oriented food options. Contract manufacturers with extrusion, blending, seasoning, and flexible packaging capabilities are well-positioned in this segment.

Dairy & Beverages: This segment covers dairy products, flavoured milk, yoghurt-based offerings, functional beverages, and ready-to-drink formats. Contract manufacturing is often preferred due to the capital-intensive nature of dairy processing and the need for stringent hygiene and cold-chain compliance. Manufacturers support both private-label production and customized formulations for regional and national brands.

Nutritional & Dietary Supplements: Nutritional and dietary supplements include protein blends, fortified foods, health mixes, and functional nutrition products. Contract manufacturing in this segment requires strong formulation expertise, ingredient traceability, and adherence to regulatory guidelines. Growth in preventive healthcare, fitness awareness, and functional nutrition has increased demand for specialized manufacturers capable of handling value-added and compliance-sensitive products.

Estimated market size of Food Contract Manufacturing industry & historical growth trend

The India food contract manufacturing market has witnessed steady and sustained growth from Fiscal 2021 to Fiscal 2025, expanding from ₹ 405 billion in Fiscal 2021 to approximately ₹ 656 billion in Fiscal 2026, reflecting a healthy CAGR of 10.1% over the medium term. This expansion highlights the increasing strategic importance of contract manufacturing within India’s broader packaged food and ready-to-cook ecosystem, as brands seek scalable, asset-light, and compliant manufacturing solutions.



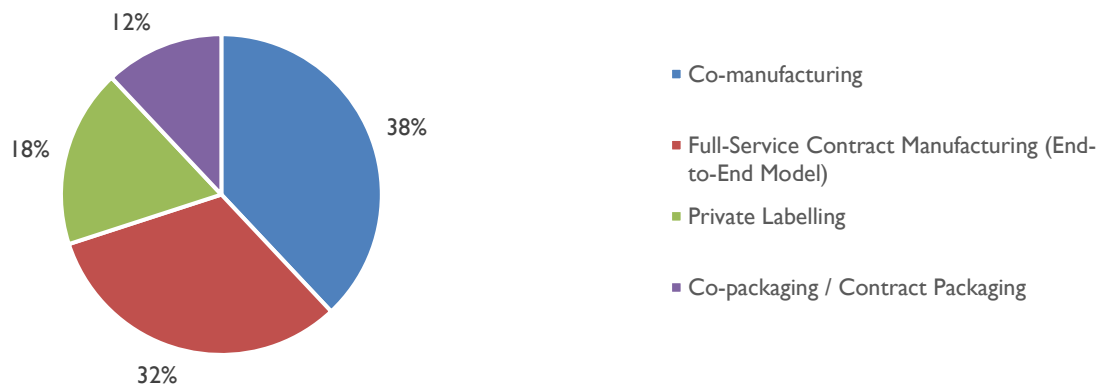
Source: D&B Desk Research

The market has demonstrated consistent year-on-year growth, increasing from ₹ 448 billion in Fiscal 2022 to ₹ 497 billion in Fiscal 2023, followed by further expansion to ₹ 550 billion in Fiscal 2024. This steady progression underscores strong underlying demand from FMCG companies, emerging food brands, private labels, and D2C players, who are increasingly outsourcing manufacturing to focus on branding, distribution, and innovation. The trend is further supported by growing product complexity, shorter innovation cycles, and the need for flexible production capabilities across multiple food categories.

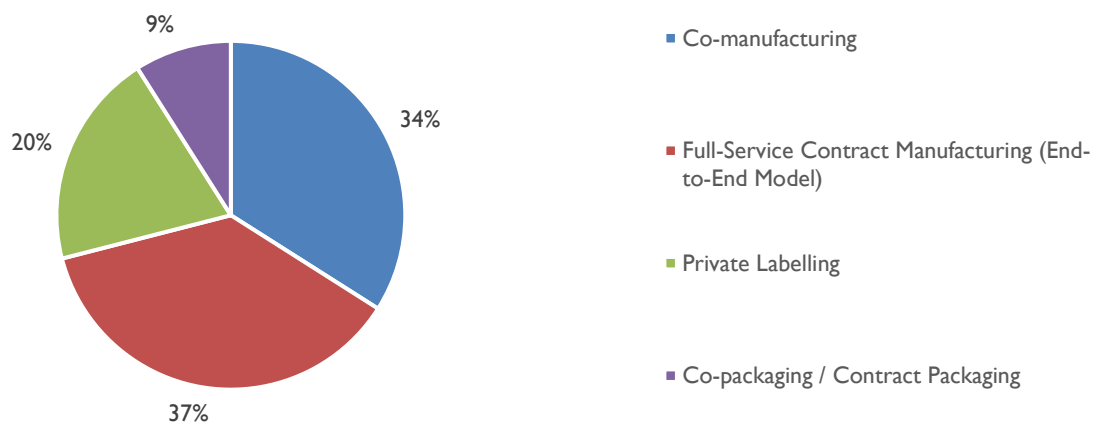
The projected growth to ₹ 656 billion in Fiscal 2026 reflects continued confidence in the segment’s medium-term outlook. Increasing demand for ready-to-cook, ready-to-eat, and specialised food products, along with rising regulatory and quality compliance requirements, is expected to further strengthen the role of organised contract manufacturers. Overall, the food contract manufacturing market represents a structurally important and steadily expanding opportunity within India’s food ecosystem, offering attractive prospects for players with scalable infrastructure, multi-category capabilities, and strong compliance and quality systems.

Segmentation by Service Models for Food Contract

Segmentation by Service Model Share % in Fiscal 2026



Segmentation by Service Model Share % in Fiscal 2030P



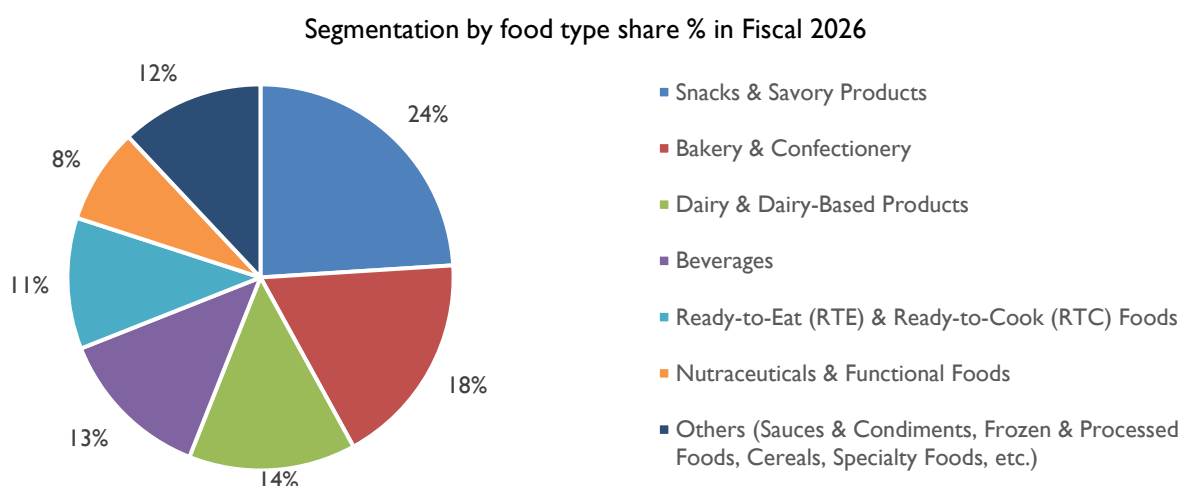
Source: D&B Desk Research

The service model mix indicates a gradual shift in the RTC contract manufacturing market from traditional production-led outsourcing toward more integrated and value-added service models between Fiscal 2026 and Fiscal 2030P. Co-manufacturing, while remaining an important part of the market, is expected to lose relative share over the period, suggesting that brands may increasingly move beyond standalone manufacturing support and seek partners with broader execution capabilities. In contrast, the share of full-service contract manufacturing is projected to increase, indicating stronger demand for end-to-end outsourcing solutions that cover formulation, sourcing, production, packaging, quality assurance and regulatory support under a single platform.

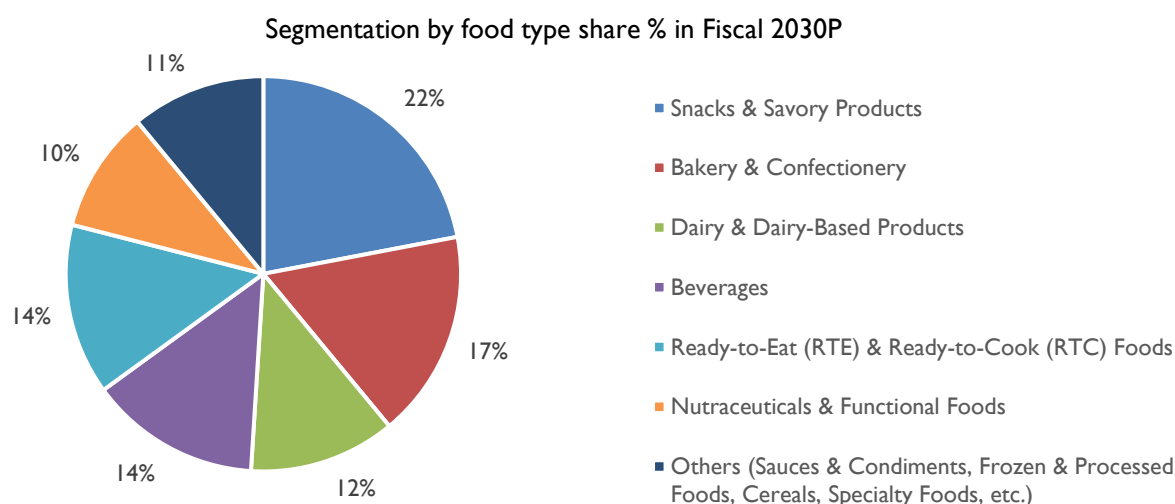
Among these service models, private label manufacturing accounted for approximately 18% of the market in Fiscal 2026 and is expected to gain further relevance, increasing its share to approximately 20% by Fiscal 2030. The growth of the private label segment is expected to be driven by the continued expansion of organized retail, increasing penetration of e-commerce platforms, growing consumer acceptance of retailer-owned brands, and the preference of food brands and retailers to leverage specialized contract manufacturing partners for product development, manufacturing, and supply chain efficiencies.

On the other hand, co-packaging / contract packaging is projected to witness a relatively lower share over time, reflecting the market's gradual preference for integrated outsourcing arrangements rather than standalone packaging support. Overall, the comparison suggests that the market is evolving toward more comprehensive, solution-oriented contract manufacturing models, with increasing emphasis on scale, speed-to-market, product development support and multi-service execution capabilities.

Segmentation by Food Type for Food Contract



Source: D&B Desk Research



Source: D&B Desk Research

The segmentation by food type indicates that the food contract manufacturing market in Fiscal 2026 is led by Snacks & Savory Products, followed by Bakery & Confectionery and Dairy & Dairy-Based Products, reflecting strong outsourced manufacturing demand in high-volume, frequently consumed packaged food categories. These segments benefit from broad consumer demand, continuous product launches and the need for scalable production capabilities.

At the same time, categories such as Beverages, RTE/RTC Foods, and Nutraceuticals & Functional Foods also account for a meaningful share, highlighting the market's diversification beyond traditional processed foods. Overall, the mix suggests that food contract manufacturing demand in India is spread across multiple categories, creating opportunities for players with varied processing, formulation and packaging capabilities.

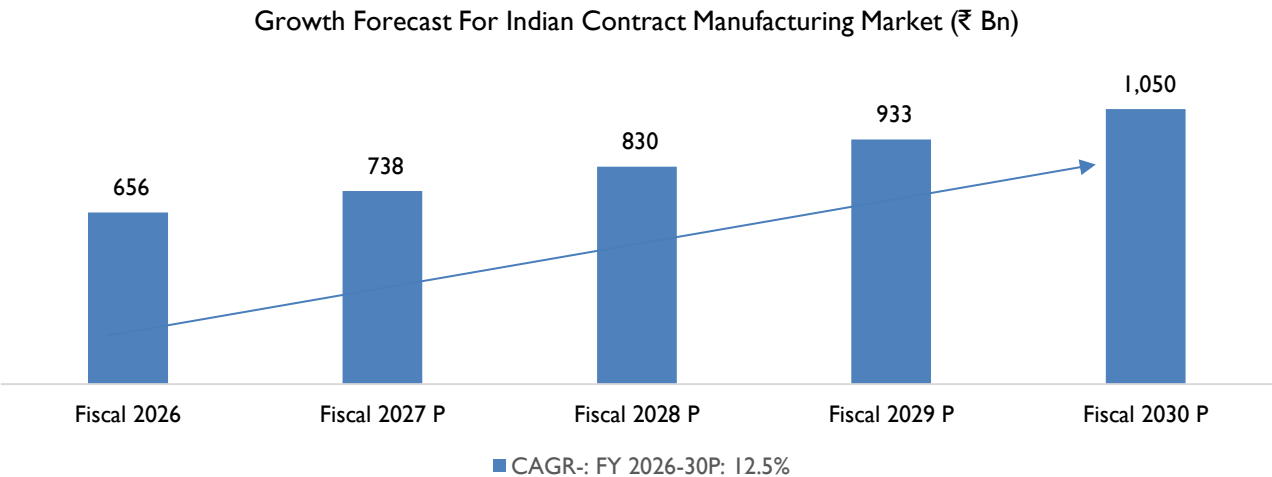
By Fiscal 2030P, the food contract manufacturing market is expected to remain diversified, with Snacks & Savory Products continuing to hold the largest share, while Bakery & Confectionery and Ready-to-Eat (RTE) & Ready-to-Cook (RTC) Foods also account for a significant portion of the market. This indicates sustained outsourcing demand in large packaged food categories supported by high consumption frequency, product innovation and broad consumer relevance.

At the same time, the increasing contribution of Beverages and Nutraceuticals & Functional Foods suggests a gradual shift toward health-oriented, convenience-led and specialised food segments within the outsourced manufacturing landscape. Overall, the Fiscal 2030P mix reflects a market that is becoming more balanced across categories, with growth opportunities extending beyond traditional processed foods into higher-value and evolving consumption segments.

In terms of product-wise market share under food contract manufacturing, RTE/RTC, functional foods, Snacks & savory

products possess approximate 43% of contract food manufacturing market in Fiscal 2026, representing a market size of approximately ₹ 282 billion. By Fiscal 2030, the same category is expected to possess 46% of contract food manufacturing market, representing a market size of approximately ₹ 483 billion. Expected growth in Food Contract Manufacturing industry in India

The India Food Contract Manufacturing market showed strong and sustained growth over the forecast period, expanding from ₹ 656 billion in Fiscal 2026 to approximately ₹ 1,050 billion by Fiscal 2030, reflecting a robust growth trajectory of 12.5% CAGR. This expansion underscores the rising strategic importance of contract manufacturing within India’s packaged food, ready-to-cook, and value-added food ecosystem, as food brands increasingly adopt asset-light models to scale operations efficiently.



Source: D&B Desk Research

The market is expected to grow steadily on a year-on-year basis, reaching ₹ 656 billion in Fiscal 2026, ₹ 737.5 billion in Fiscal 2027, and ₹ 830 billion by Fiscal 2028, before further expanding to ₹ 933 billion in Fiscal 2029. This consistent progression highlights growing reliance on third-party manufacturers by FMCG companies, private labels, and emerging D2C food brands, driven by rising product innovation, expanding SKU complexity, and the need for flexible and scalable production capacities across multiple food categories.

From a strategic perspective, projected growth of food contract manufacturing reflects a structural shift in India’s food manufacturing landscape, where contract manufacturers are evolving from capacity providers to integrated partners offering compliance, quality assurance, and process expertise. Increasing regulatory requirements, higher focus on food safety, and expanding demand for RTC and specialised food products are expected to sustain momentum through Fiscal 2030. Overall, the food contract manufacturing segment represents a high-growth and structurally important opportunity for organised players with scalable infrastructure, multi-category capabilities, and strong compliance-driven operations. The opportunity in food contract manufacturing is closely linked to the performance and growth of the underlying food categories served by contract manufacturers including, Packaged food and Ready to Cook (RTC) market, Food Staple market and Packaged Spices market.

Global Scenario:

Insights on Global Packaged Food, Breakfast Cereals & Snacks: Market Overview and Key Drivers

The global packaged food industry including breakfast cereals and snack foods is shaped by broad structural trends in food systems, population growth, dietary transitions, and agricultural production dynamics. Packaged food consumption continues to expand as urbanisation and rising incomes alter food habits, especially in emerging economies where convenience, modern retail access, and diversified diets are driving demand. The *OECD-FAO Agricultural Outlook* highlights how changes in agricultural commodity markets underpin these consumption shifts, as staple crops and food supplies form the primary inputs for many processed and packaged food products.

A key grain supply indicator supporting these industry trends is the projection that global cereal production will grow by approximately 1.1% per year to reach about 3.2 billion tonnes by 2034, largely driven by yield improvements (around 0.9% p.a.) rather than expansion in harvested area. This reflects ongoing agricultural productivity enhancements, improved seed

adoption, and better resource use, which help maintain cereal availability for food, feed, and industrial processing markets including breakfast cereals and grain-based snacks. The same projections indicate that about 40% of all cereals are expected to be consumed directly by humans in 2034, with the remainder used for feed, biofuels, and other purposes, illustrating the fundamental role cereals play in global diets and downstream food industries.

Regional demand patterns show that Asia-Pacific currently dominates global consumption dynamics due to its large population base, rapid urbanisation, and rising middle class, which collectively drive consumption of packaged and convenience food categories, including breakfast cereals and snack foods. Emerging markets in Asia and Africa are expected to account for a substantial share of future growth in cereal consumption due to population expansion, while mature markets such as North America and Europe remain significant in terms of per-capita consumption and product innovation, focusing on health, nutrition, and private-label categories. Meanwhile, regions such as the Middle East and North Africa rely heavily on imports and modern retail channels for packaged and snack food products, while Latin America supports stable demand through established consumption patterns.

Urbanisation and lifestyle shifts: Growing urban populations and busier lifestyles are increasing reliance on packaged, ready-to-eat, and convenient food formats such as breakfast cereals and snack foods.

Population growth and cereal-based dietary demand: Rising population, particularly in Asia-Pacific and Africa, is driving higher food consumption, with cereals remaining a core dietary staple and a key input for packaged and snack food products.

Productivity-led cereal supply stability: Growth in global cereal production, driven primarily by yield improvements and technological advancements, is supporting long-term availability of raw materials for cereal-based packaged foods and snacks.

Overall, the global packaged food, breakfast cereals, and snack food industries are positioned for sustained, structurally driven growth, supported by stable agricultural supply, evolving consumption patterns, and expanding demand in high-population regions. The convergence of productivity-led cereal availability with changing food habits particularly in Asia-Pacific creates a supportive ecosystem for cereal-based packaged and snack products. These dynamics reinforce the long-term relevance of efficient, scalable, and innovation-capable food manufacturing and processing models across global markets.

Insight on the packaged food, breakfast cereals & snack food industry in Africa:

The packaged food, breakfast cereals, and snack food industry in Africa, particularly Sub-Saharan Africa, is undergoing a strong structural expansion supported by improving macroeconomic conditions, demographic shifts, and evolving consumer lifestyles. According to Euromonitor, retail sales in the packaged food market reached USD 107.1 billion, reflecting a 53.7% increase (USD 37.4 billion) since 2020, underscoring the rapid formalisation of food consumption across the region. Looking ahead, retail sales in Sub-Saharan Africa are projected to reach USD 211.1 billion by 2029, with an incremental growth of USD 62.5 billion from 2025, indicating sustained momentum driven by rising urbanisation, income growth, and expanding retail penetration. Further estimated to reach approximately USD 228 billion by CY 2030, reflecting continued expansion in organised retail, packaged staples, and convenience-oriented food consumption across the region.

Demand growth is particularly pronounced in high-growth categories such as sweet spreads, rice, pasta and noodles, sauces, dips and condiments, edible oils, sweet biscuits, snack bars, fruit snacks, soups, and breakfast cereals. These products benefit from convenience-led consumption, longer shelf life, and affordability, making them well suited to Africa's urbanising population and increasingly time-constrained households. The World Bank's 2024 assessment highlights that increased private consumption and easing inflationary pressures are supporting an economic rebound across Sub-Saharan Africa, further strengthening household spending on branded and packaged food products. In select high-growth economies such as Ivory Coast, rapid economic expansion is fostering a more affluent middle class, creating opportunities for premium, value-added, and aspirational food and beverage offerings, particularly within cereals and snack segments.

Rising private consumption and declining inflation, improving household purchasing power across Sub-Saharan Africa. Urbanisation and lifestyle changes, driving demand for convenient, ready-to-eat, and packaged food products.

Expansion of modern retail and informal-to-formal shift in food distribution, improving product availability and brand penetration.

Demographic growth and a young population base, supporting higher consumption of snacks and breakfast cereals.

Emerging middle-class and premiumisation trends in select markets (e.g., Ivory Coast), boosting demand for higher-value

packaged food and cereal products.

Insight on the packaged food, breakfast cereals & snack food industry in Middle East:

The packaged food, breakfast cereals, and snack food industry in the Middle East is witnessing steady, structurally supported growth, driven by strong consumer demand, tourism-led consumption, and government-led food security initiatives. According to USDA GAIN Retail Foods reports, the UAE’s packaged food retail market was valued at USD 6.8 billion in 2023 and is projected to reach USD 9.4 billion by 2028, reflecting robust expansion fuelled by the revival of international tourism, population inflows, and rising demand for convenient and premium food products. Strategic food security investments such as initiatives aimed at tripling domestic food production by 2030 are further strengthening the packaged food ecosystem, supporting both local manufacturing and imports across cereals, snacks, and value-added food categories.

Saudi Arabia represents the largest and most influential market in the region. The country’s packaged food market exceeded USD 50 billion in 2024, with around 5% growth expected in 2025, supported by the rapid expansion of hypermarkets, supermarkets, and e-commerce platforms. Changing consumption patterns driven by urbanisation, a young population, and higher female workforce participation are accelerating demand for breakfast cereals, ready-to-eat foods, and packaged snack products. Additionally, Vision 2030–linked investments in retail infrastructure, logistics, and local food processing are enhancing market depth and product availability, reinforcing long-term growth prospects for packaged food manufacturers and brands operating in the region.

Tourism recovery and expatriate population growth, particularly in the UAE, boosting out-of-home and retail food consumption.

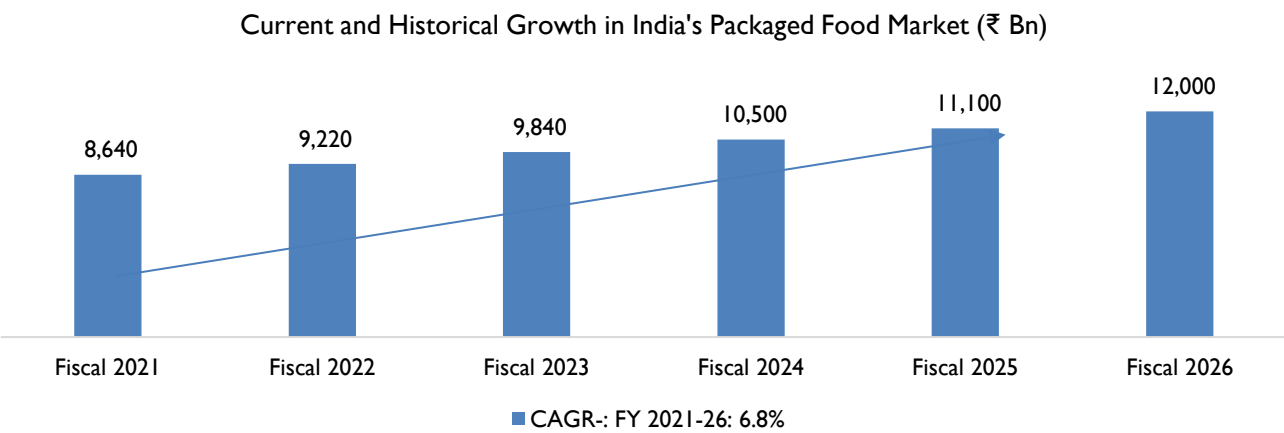
Government-led food security and localization initiatives, supporting packaged food production and supply chain resilience.

Expansion of modern retail formats and e-commerce, increasing accessibility and visibility of cereals and snack foods. Urban populations in cities like Riyadh, Dubai, and Cairo drive demand for quick, portable cereals and snacks due to busy schedules; 53% of consumers order prepared foods weekly, with UAE food service growing at 7.2% CAGR to 2030. 67% of consumers avoid ultra-processed foods, boosting clean-label, low-sugar cereals and functional snacks; health CPG segments grow at 5.6% CAGR from 2025-2033 amid lifestyle diseases.

India Scenario: Packaged Food Market

Estimated market size of packaged food market in India & historical growth trend

The India packaged food market has exhibited strong and consistent growth over the period Fiscal 2021 to Fiscal 2026, increasing from ₹ 8,640 billion in Fiscal 2021 to an estimated ₹ 12,000 billion in Fiscal 2026, registering a CAGR of approximately 6.8%. Growth has been driven by rising disposable incomes, rapid urbanisation, changing dietary habits, increasing workforce participation, and the expanding availability of packaged food products across both traditional and modern retail channels.

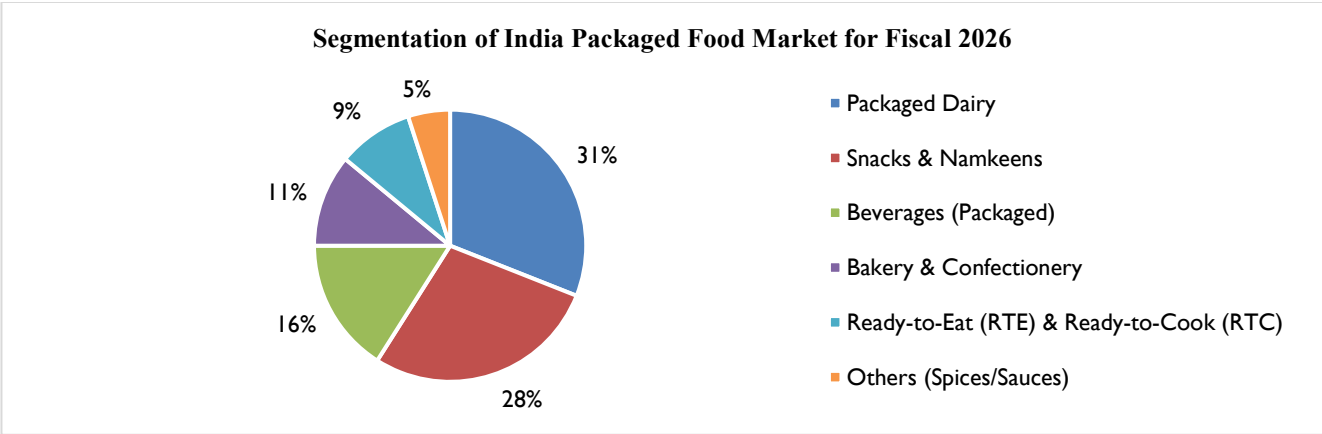


Source: D&B Desk Research

This upward trend continued with the market reaching an estimated ₹ 11,100 billion in Fiscal 2025 and is projected to attain ₹ 12,000 billion in Fiscal 2026. The consistent year-on-year growth indicates a resilient demand environment supported by increasing consumption of convenience foods, ready-to-cook products, snacks, dairy products, and health-focused packaged food offerings.

The projected increase to ₹ 12,000 billion in Fiscal 2026 highlights the sector’s positive growth outlook. Future expansion is expected to be supported by deeper penetration into Tier II and Tier III cities, growing e-commerce and quick-commerce platforms, product innovation, premiumisation trends, and rising consumer awareness regarding food safety and quality. Overall, the packaged food market is expected to maintain its growth momentum, creating significant opportunities for food manufacturers, private-label players, contract manufacturers, and distribution companies operating across the value chain.

Market segmentation by Product Category (for Fiscal 2026):

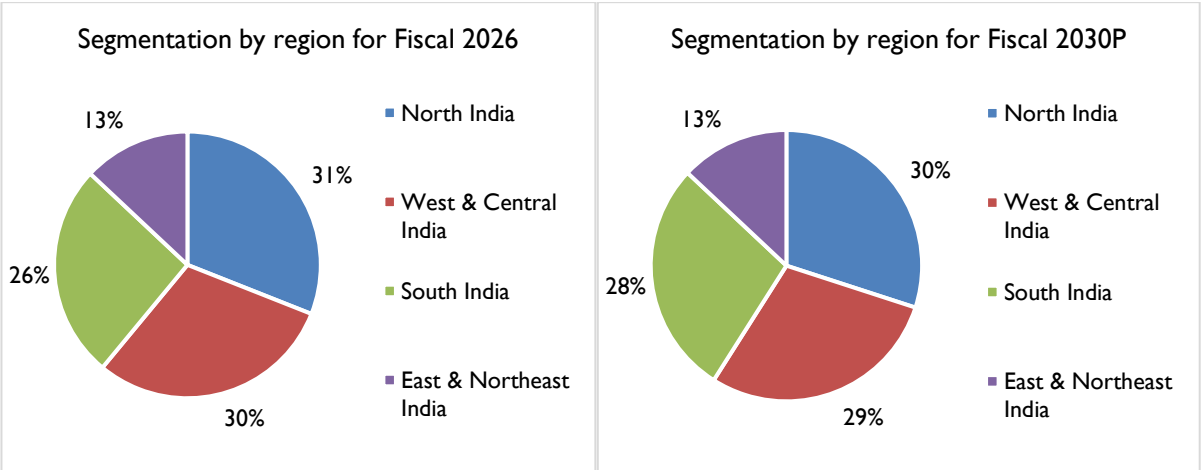


Source: D&B Desk Research

The India packaged food market in Fiscal 2026 appears to be led by Packaged Dairy and Snacks & Namkeens, which together account for a substantial share of the overall market. This highlights the importance of categories that combine high consumption frequency, daily household relevance and broad distribution reach. Packaged beverages also hold a meaningful share, indicating the growing role of convenience-led drink formats within India’s branded food and beverage landscape.

At the same time, Bakery & Confectionery and RTE/RTC foods represent important growth-oriented segments, supported by changing lifestyles, urbanisation and rising demand for convenience foods. The presence of spices, sauces and other packaged food categories further reflects the diversified nature of the market, where demand is spread across both staple and discretionary food segments. Overall, the category mix suggests that India’s packaged food market is supported by a combination of everyday essentials, indulgence-driven products and convenience-focused offerings.

Market segmentation by region:



Source: D&B Desk Research

The regional distribution of India's packaged food market indicates a fairly balanced demand base across North, West & Central, and South India, with these three regions accounting for the majority of market consumption in both Fiscal 2026 and Fiscal 2030P. North India remains the largest regional market with 31% of market share, closely followed by West & Central India with 30% of market share and South India by 26% market share in Fiscal 2026, reflecting the presence of large urban consumption centres, strong retail penetration, higher packaged food adoption and a broad consumer base across these regions. South India accounted for approximately 26% of the market in Fiscal 2026 and is expected to increase its share to approximately 28% by Fiscal 2030, driven by strong demand for packaged staples, snacks, dairy products, and ready-to-cook food products. The close share distribution across these regions suggests that India's packaged food demand is well diversified geographically rather than concentrated in a single regional market.

Between Fiscal 2026 and Fiscal 2030P, the market mix appears to become slightly more balanced, with South India gaining relative share, while North India and West & Central India remain broadly stable. This indicates that packaged food consumption is expanding steadily across southern markets, supported by rising urbanisation, growing disposable incomes, and increasing adoption of convenience-oriented and branded food products. East & Northeast India continue to represent a smaller but stable share, reflecting comparatively lower market penetration at present, but also pointing to a long-term growth opportunity as distribution reach, modern retail access and packaged food awareness continue to improve in these regions.

Key Trends of the Indian Packaged food market

Rising Demand for Healthy, Functional, and Nutrient-Enriched Foods: Indian consumers are increasingly shifting toward health-oriented packaged foods, including fortified staples, multigrain products, high-protein snacks, and functional foods enriched with vitamins and minerals. Growing awareness of lifestyle diseases and nutrition has increased demand for organic, whole-grain, and fortified packaged products. Consumers are also showing interest in superfoods such as quinoa, chia seeds, and traditional grains like millets, which are marketed in modern packaged formats. This trend reflects a structural shift from calorie-centric to nutrition-centric consumption patterns. It is particularly strong among urban middle-class consumers and young professionals seeking convenient yet healthy diets.

Health-Conscious Snacking and Clean-Label Products: There is a strong trend toward preservative-free, low-sugar, and clean-label packaged foods, with consumers demanding transparency in ingredients and nutritional content. Studies indicate that more than half of Indian consumers prefer preservative-free snacks and eco-friendly packaging, highlighting a shift toward healthier consumption habits. Brands are responding with ingredient transparency, minimal processing, and QR-code-based product traceability. This trend is driven by millennials and Gen Z consumers, who are more informed and digitally influenced in their purchasing decisions. The clean-label movement is reshaping product formulation and branding strategies in the packaged food industry.

Rapid Growth of E-commerce, Quick Commerce, and D2C Channels: Digital platforms, direct-to-consumer (D2C) brands, and quick commerce are transforming the distribution of packaged foods in India. Consumers increasingly purchase packaged foods online due to convenience, rapid delivery, and wider product choice. Startups and niche brands leverage online channels to test new products and reach urban consumers without traditional retail infrastructure. Quick commerce platforms have significantly increased impulse purchases and demand for ready-to-eat and snack products. This trend is reshaping supply chains, marketing strategies, and pricing dynamics in the packaged food market.

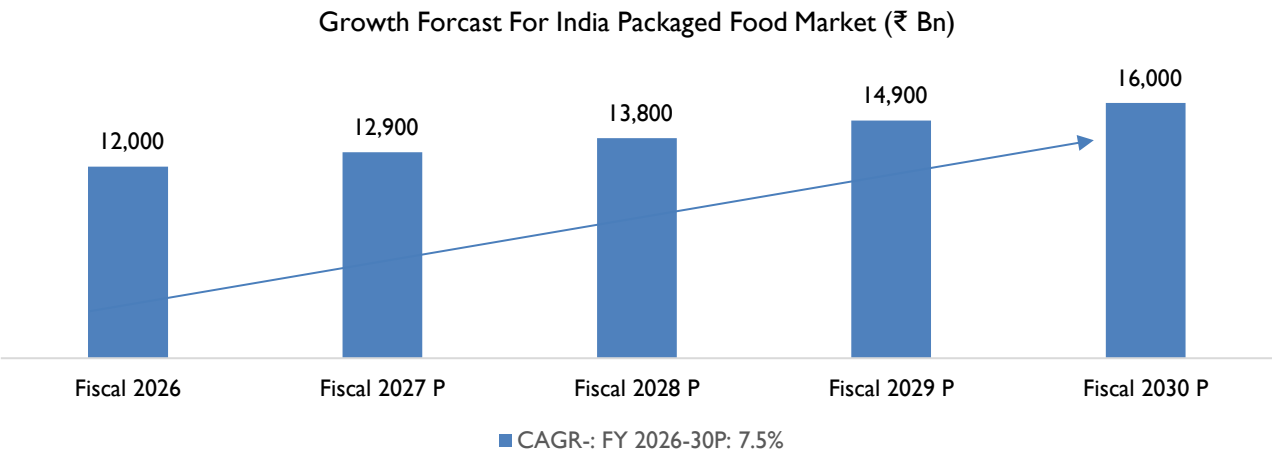
Millet, Plant-Based, and Alternative Protein Product Boom: Millets and plant-based foods are emerging as a major trend in India's packaged food segment, supported by government campaigns promoting traditional grains and rising consumer interest in sustainable diets. Packaged millet snacks, gluten-free products, and plant-based protein snacks are gaining popularity among health-conscious and vegetarian consumers. Vegan and dairy-free packaged foods such as protein bars, nut-based snacks, and plant-based dairy alternatives are becoming mainstream. This trend is driven by health awareness, sustainability concerns, and global dietary trends influencing Indian consumers.

Sustainable, Smart, and Eco-Friendly Packaging Innovations: Sustainability is becoming a core trend in the Indian packaged food industry, with increasing adoption of biodegradable, recyclable, and plant-based packaging materials. Companies are also introducing smart packaging solutions such as time-temperature indicators, oxygen scavengers, and QR-enabled traceability systems to improve shelf life and food safety. Environmental regulations and rising consumer awareness are accelerating the shift toward sustainable packaging solutions.

Expected growth in Indian packaged food market in India

The India packaged food market has witness strong and sustained expansion over the medium to long term, growing from ₹ 12,000 billion in Fiscal 2026 to approximately ₹ 16,000 billion by Fiscal 2030 with CAGR of 7.5%. This growth trajectory

reflects structural shifts in consumption behaviour, rising income levels, and deeper penetration of packaged food products across both urban and non-urban markets. The projected increase of nearly ₹ 4,000 billion over five years highlights the significant scale of opportunity within the sector.



Source: D&B Desk Research

Growth is expected to be progressive and consistent, with the market expanding from ₹ 12,000 billion in Fiscal 2026 to ₹ 13,800 billion by Fiscal 2028, followed by further acceleration to ₹ 14,900 billion in Fiscal 2029. This pattern indicates a combination of volume-led growth, driven by higher penetration and consumption frequency, and value-led growth, supported by premiumisation, innovation, and increasing preference for branded and value-added food products. Segments such as ready-to-cook, snacks, packaged dairy, and functional foods are expected to outperform the broader market and act as key growth engines.

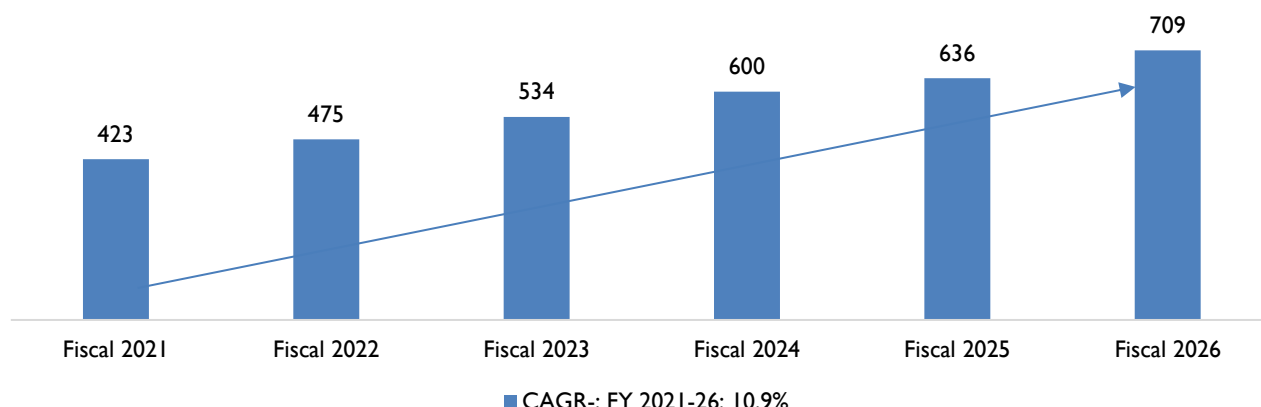
From a strategic perspective, this growth outlook suggests a favourable operating environment for food manufacturers, RTC players, and food contract manufacturers. Continued expansion of modern retail, e-commerce, and quick-commerce platforms, combined with rising consumer focus on convenience, hygiene, and variety, is expected to sustain market momentum through Fiscal 2030. Overall, the packaged food market’s forecasted expansion reflects a long-term structural growth opportunity, rather than a cyclical upswing, making the sector attractive for capacity expansion, product innovation, and long-term investments.

India Scenario: Ready to Cook (RTC)

Estimated market size of ready to cook (RTC) in India & historical growth trend

The India Ready-to-Cook (RTC) market has witnessed strong and sustained growth over the period from Fiscal 2021 to Fiscal 2026, expanding from ₹ 423 billion in Fiscal 2021 to ₹ 709 billion in Fiscal 2026, reflecting a CAGR of approximately 10.9%. This robust growth highlights the increasing importance of RTC products within India’s evolving food consumption landscape, supported by changing lifestyles, rapid urbanisation, and a growing preference for convenient yet home-style meal solutions.

Current and Historical Growth in India's Ready to Cook (RTC) Market
(₹ Bn)



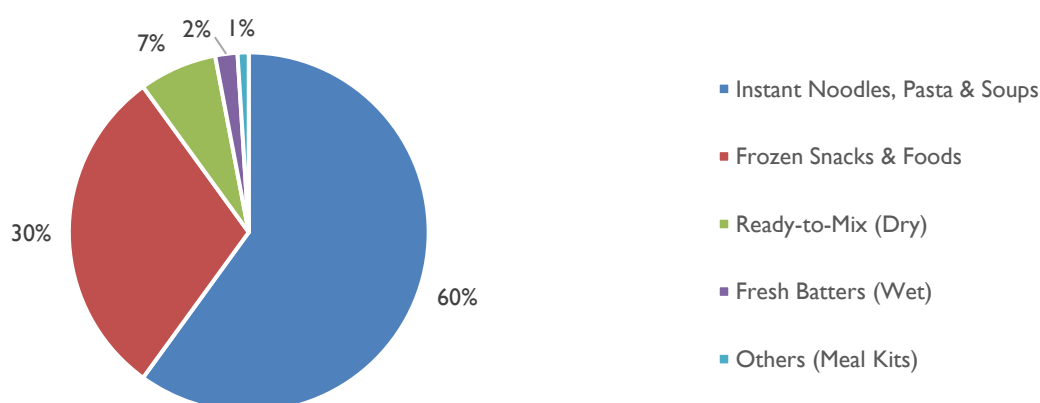
Source: D&B Desk Research

The market's steady year-on-year expansion from ₹ 475 billion in Fiscal 2022 to ₹ 534 billion in Fiscal 2023, ₹ 600 billion in Fiscal 2024, and ₹ 636 billion in Fiscal 2025 underscores strong and consistent underlying demand. RTC products are increasingly being adopted as regular meal options rather than occasional substitutes, driven by rising participation of working professionals, dual-income households, and time-constrained consumers. Improved availability through modern retail, e-commerce, and quick-commerce platforms has further accelerated category adoption by enhancing accessibility and increasing purchase frequency across urban and semi-urban markets.

The further growth of the market to ₹ 709 billion in Fiscal 2026 indicates continued confidence in the segment's medium-term outlook. Ongoing product innovation, the introduction of regional and international cuisines, premiumisation across product categories, and growing acceptance in non-urban markets are expected to support deeper market penetration going forward. Overall, the RTC market represents a high-growth opportunity within the Indian packaged food ecosystem, offering attractive prospects for branded food companies, emerging D2C players, and food contract manufacturers with scalable and compliant manufacturing capabilities.

Market segmentation of the Indian RTC Segment: Segmentation by product type

India Ready to Cook Market - Segmentation share for Fiscal 2026

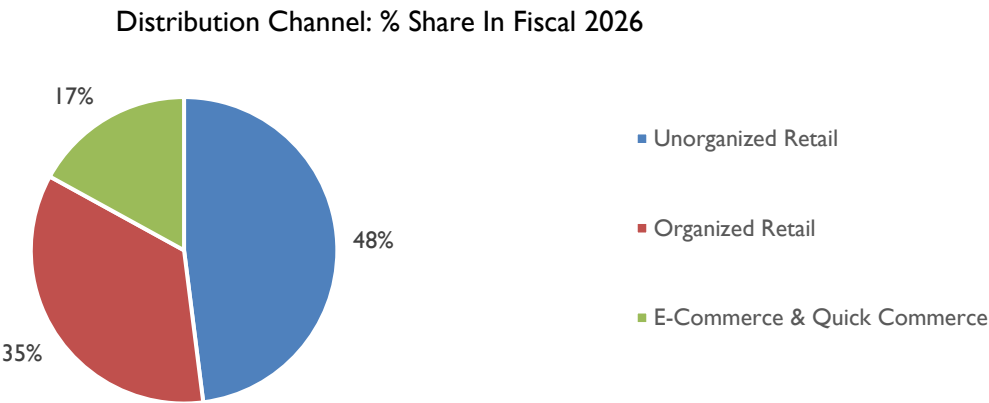


Source: D&B Desk Research

The India Ready-to-Cook (RTC) market in Fiscal 2026 is heavily concentrated in Instant Noodles, Pasta & Soups (60%) and Frozen Snacks & Foods (30%), which together account for nearly 90% of the market. This highlights that the category is primarily driven by products offering high convenience, affordability and frequent consumption, supported by strong retail availability and growing demand for quick meal and snack solutions across urban households.

The balance market comprises Ready-to-Mix (Dry) products (7%), Fresh Batters (Wet) (2%) and Others/Meal Kits (1%), indicating that these remain relatively niche but strategically relevant segments. While these categories currently have a smaller share, they reflect the market’s gradual expansion toward regional, fresh and premium convenience food formats, which are expected to gain traction as consumer preferences continue to diversify.

Segmentation by distribution channel: % Share in Fiscal 2026



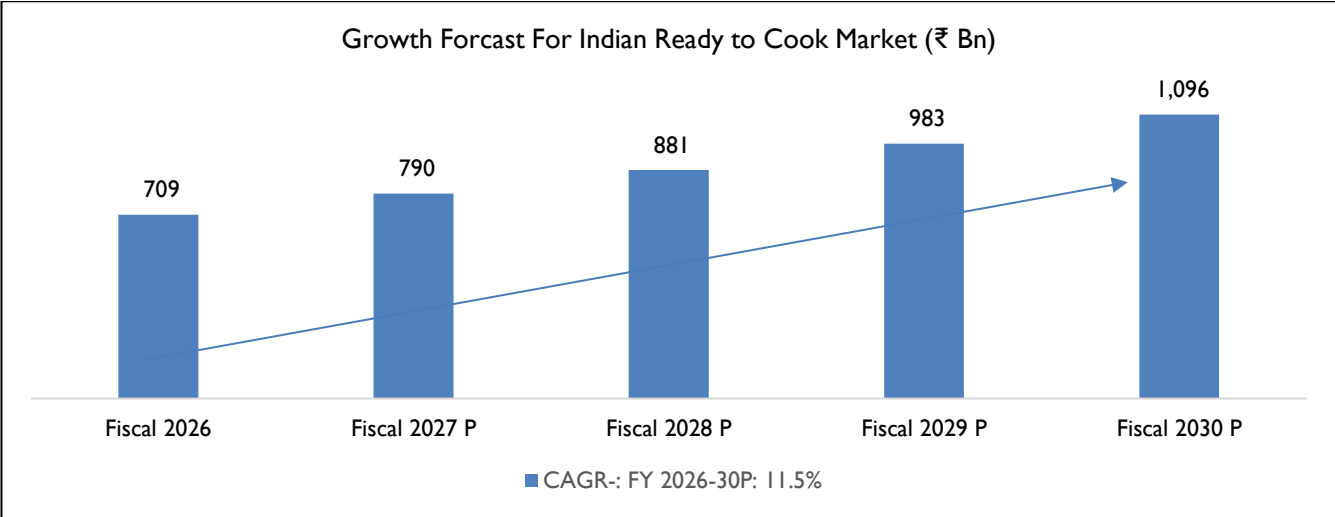
Source: D&B Desk Research

In Fiscal 2026, Unorganized Retail remains the largest distribution channel for the India RTC market, accounting for around 48% of sales, highlighting the continued importance of traditional kirana-led distribution for mass-market RTC products such as instant noodles and dry mixes. These products benefit from wide geographic reach, affordable pack sizes and high household familiarity, making unorganized retail the key volume driver, particularly for shelf-stable RTC categories.

At the same time, Organized Retail (35%) and E-commerce & Quick Commerce (17%) are playing an increasingly important role in category expansion and premiumisation. Organized retail is critical for consumer discovery, new product launches and the sale of frozen RTC products that require better cold-chain infrastructure, while e-commerce and quick commerce are emerging as key growth channels for higher-value and convenience-oriented segments such as frozen snacks and fresh batters. This mix suggests that although traditional retail continues to dominate the RTC market, future growth is likely to be increasingly supported by modern trade and digital-first channels.

Expected growth in ready to cook (RTC) in India

The Indian Ready-to-Cook (RTC) market witnessed strong and sustained growth over the forecast period, expanding from ₹ 709 billion in Fiscal 2026 to approximately ₹ 1,096 billion by Fiscal 2030, reflecting a CAGR of around 11.5%. This growth trajectory highlights the continued shift in consumer food habits toward convenience-oriented solutions and positions RTC as one of the fastest-growing segments within India’s packaged food ecosystem.



Source: D&B Desk Research

The market is expected to grow steadily year-on-year, this consistent expansion indicates increasing integration of RTC products into regular household consumption, supported by urbanisation, a growing working population, and rising adoption across modern retail, e-commerce, and quick-commerce platforms. From a strategic standpoint, the projected growth reflects a structural transformation in India’s food consumption landscape, where RTC products are evolving from occasional convenience items to everyday meal solutions.

Continued innovation in regional cuisines, healthier formulations, and portion-controlled formats, along with improved cold-chain and distribution infrastructure, is expected to sustain momentum through Fiscal 2030. Overall, the RTC market represents a high-growth opportunity for branded food companies and food contract manufacturers focused on scalable production, product innovation, and compliance-driven operations.

Convenience Food Market in India

Within the broader packaged food industry, convenience foods can be positioned as a distinct sub-segment characterized by products designed to minimize preparation time and effort for consumers. While packaged foods broadly include staples, snacks, condiments, and beverages that may still require conventional cooking or preparation, convenience foods specifically focus on ease of use, quick consumption, and reduced cooking requirements. This sub-segment includes ready-to-eat, ready-to-cook, instant, frozen, and shelf-stable meal solutions, positioning convenience foods as a differentiated, value-added category within the packaged food market.

The convenience food market in India has been expanding steadily, driven by rapid urbanization, rising disposable incomes, and changing consumer lifestyles. Increasing workforce participation, particularly among women, along with busy work schedules, smaller household sizes, and the growing prevalence of nuclear families have accelerated demand for time-saving food solutions. The expansion of modern retail formats, e-commerce grocery platforms, and quick-commerce delivery services has significantly improved product accessibility and availability, supporting market penetration and consumption.

Consumer preferences are also evolving toward hygienically processed, branded, and standardized food products due to rising awareness of food safety and quality. Exposure to global cuisines and changing dietary habits, especially among younger and urban consumers, is encouraging demand for diverse and premium convenience food offerings. Manufacturers are introducing health-oriented and region-specific products, including low-calorie, organic, and fortified variants, to cater to diverse dietary preferences and income segments. Additionally, government initiatives promoting food processing infrastructure, cold chain development, and organized retail are strengthening the industry ecosystem and improving supply chain efficiency. Overall, the Indian convenience food market is expected to maintain its growth trajectory, supported by demographic shifts, digital retail expansion, and continuous product innovation across categories.

Different Sub-segments in the Indian Convenience Food Industry:

Sub-segment	Description
Ready-to-Eat (RTE) Foods	Ready-to-eat foods include fully cooked products that can be consumed directly without additional preparation, such as packaged curries, rice meals, snacks, and bakery items. This sub-segment caters to urban consumers, working

Sub-segment	Description
Ready-to-Cook (RTC) Foods	professionals, and travelers seeking instant meal solutions. Demand is supported by rising disposable incomes, increasing single-person households, and improved packaging technologies such as retort and vacuum sealing that enhance shelf life and food safety. Ready-to-cook foods consist of semi-processed products that require minimal cooking, such as meal kits, marinated foods, chopped vegetables, and pre-mixed gravies. These products appeal to consumers seeking convenience while retaining some control over cooking and taste customization. Growth is driven by lifestyle changes, growing health consciousness, and increasing adoption of premium and gourmet cooking solutions among urban households.
Instant Food Products	Instant foods include products that require only hot water or minimal preparation, such as instant noodles, soups, breakfast cereals, and powdered mixes. This sub-segment has strong penetration in India due to affordability, long shelf life, and convenience, particularly among students, young professionals, and lower-income households. Innovation in flavors, nutrition fortification, and regional taste profiles continues to drive product differentiation and market expansion.
Frozen and Chilled Foods	Frozen and chilled convenience foods include frozen snacks, ready meals, frozen vegetables, and desserts that require refrigeration or freezing. This sub-segment is gaining traction due to the expansion of cold chain infrastructure, modern retail stores, and quick-commerce platforms. Increasing urbanization and consumer willingness to pay for premium convenience products are further supporting growth.
Shelf-Stable Meal Solutions (Retort and Packaged Meals)	Shelf-stable meals include retort-packaged curries, rice, and complete meal kits that can be stored at ambient temperatures for extended periods. These products are particularly relevant for defense, travel, institutional catering, and remote locations. Advancements in packaging technology and rising demand for hygienic, long-shelf-life products are contributing to segment expansion.
Convenience Snacks and Beverages	This sub-segment includes packaged snacks, functional beverages, and on-the-go nutrition products positioned for quick consumption. Although snacks and beverages are broadly part of packaged foods, those positioned for immediate consumption and portability are often classified within convenience foods. Growth is supported by changing eating habits, rising snacking frequency, and increasing demand for fortified and health-oriented products.

Key Growth Drivers – Indian Convenience Food Industry

Rapid Urbanisation and Rise of Nuclear Households

India's urban population continues to expand, with migration to Tier-1 and Tier-2 cities leading to smaller nuclear family structures and higher reliance on externally sourced food solutions. Nuclear households and working couples typically have lower time availability for traditional meal preparation, increasing dependence on ready-to-cook and ready-to-eat formats. Urban rental housing, shared living spaces and student populations further support demand for compact, easy-to-store packaged meals.

Impact:

- Higher per-capita consumption of RTC/RTE meals in urban clusters

- Growth in single-serve packs and small SKUs
- Increased demand from students, migrants and young professionals

Modern Retail Private Labels and Brand Proliferation

Large, organised retailers and e-commerce platforms are expanding their private label convenience food portfolios across frozen foods, instant mixes, and RTC meal kits. These products are often priced competitively compared to national brands and are widely promoted through in-store visibility and digital marketplaces. The proliferation of SKUs across price points has widened consumer access to convenience foods beyond premium urban consumers.

Impact:

- Wider product availability across mid-income consumer segments
- Increased penetration in Tier-2 and Tier-3 markets
- Faster category experimentation through retailer-led product launches

Cold Chain and Frozen Food Infrastructure Expansion

Improvement in cold storage capacity, refrigerated logistics, and freezer penetration across modern retail stores has supported the growth of frozen RTC and RTE food categories such as parathas, snacks, and ready meals. Investments in cold chain by logistics players and quick-commerce platforms are enabling wider geographic reach for temperature-controlled convenience foods.

Impact:

- Growth in frozen RTC/RTE categories
- Improved shelf life and product quality
- Expansion of convenience foods into non-metro markets

Product Innovation and Premiumisation

Manufacturers are introducing differentiated offerings such as millet-based mixes, protein-enriched meals, plant-based products, international cuisine kits, and preservative-free formulations. Innovation in packaging (microwaveable bowls, retort packaging, vacuum sealing) has enhanced shelf life and ease of consumption. Premium and specialised products are attracting urban consumers seeking variety and quality in convenience foods.

Impact:

- Expansion into premium and niche segments
- Higher value realisation per unit
- Increased brand differentiation and consumer trial

Quick Commerce and On-Demand Grocery Ecosystem

The rise of quick-commerce platforms delivering groceries within short time windows has strengthened impulse purchasing of convenience foods. RTC and instant meal products are among frequently stocked categories due to their high repeat consumption and ease of storage. This channel also supports discovery of new brands and SKUs.

Impact:

- Increased purchase frequency

- Higher visibility of convenience foods
- Strengthened demand from urban consumers

Sugar Alternatives Overview

Sugar alternatives are sweetening ingredients used to replace or reduce refined sugar in food and beverages. They are used for different purposes such as reducing added sugar, lowering calorie intake, managing sweetness, and developing healthier or clean-label food products. Some sweeteners add few or no calories and generally do not raise blood sugar levels, while others are natural sweeteners that still contain calories.

Types of Sugar Alternatives

Sugar alternatives can be broadly divided into four categories:

- **Natural sweeteners:** These include jaggery, honey, maple syrup, coconut sugar, and date syrup. They are often preferred because they are perceived as more natural or less processed than refined white sugar
- **Plant-based low-calorie sweeteners:** These include stevia and monk fruit. They provide sweetness with very low or no calories and are commonly used in health-oriented beverages and packaged foods.
- **Artificial sweeteners:** These include aspartame, sucralose, saccharin, acesulfame potassium, neotame, and advantame. These are much sweeter than sugar, so only small quantities are required
- **Sugar alcohols:** These include xylitol, sorbitol, erythritol, and maltitol. They are commonly used in sugar-free chewing gum, candies, chocolates, and bakery products

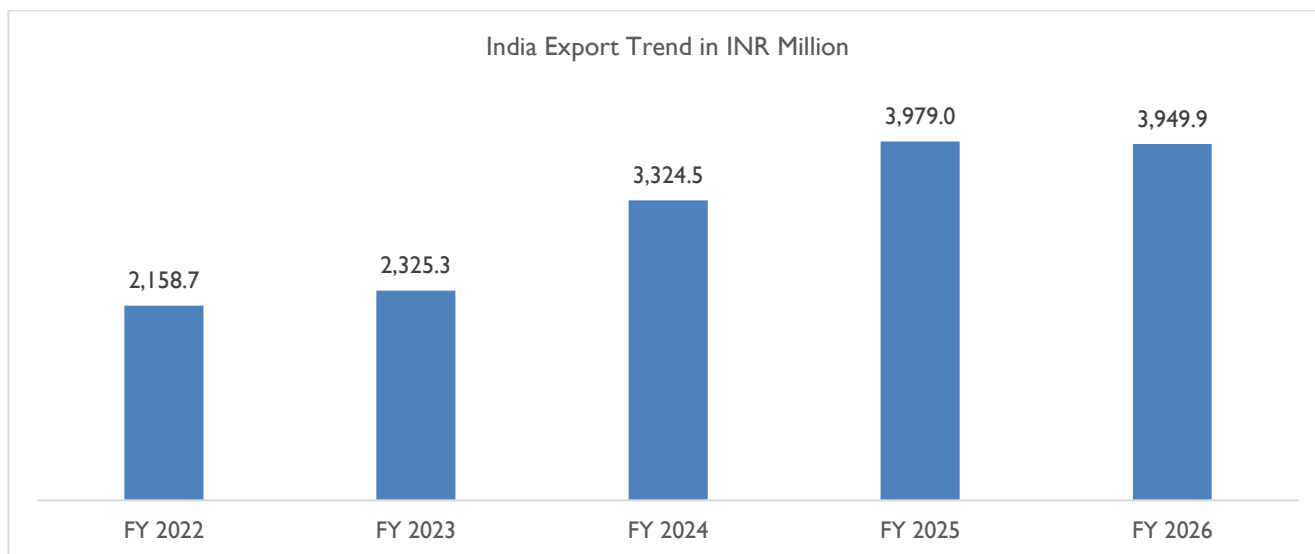
1. Jaggery Overview

Jaggery is an unrefined natural sugar produced without the use of chemicals, with India accounting for over 70% of the total global production. This makes it the world's largest jaggery producer. Nearly 20–30 percent of the country's sugarcane production is used for jaggery production. It is one of the major agro-processing industries in rural India. The sector is marked by decentralized processing, low transport costs, small-scale entrepreneurship and cottage industries. It supports approximately 2.5 million livelihoods. Jaggery is increasingly recognized as a superfood, a natural, nutrient-rich alternative to refined sugar.

Often referred to as "medicinal sugar," jaggery is nutritionally comparable to honey and has been utilized as a sweetener in Ayurvedic medicine for 3,000 years. In Indian Ayurvedic practices, jaggery is believed to aid in the treatment of throat and lung infections. Unlike refined sugar, which primarily consists of glucose and fructose, jaggery contains glucose and sucrose, along with essential minerals and vitamins absent in refined sugar. The mineral content of jaggery includes calcium, phosphorus, magnesium, potassium, iron, and traces of zinc and copper, while its vitamin content features folic acid and B-complex vitamins. In addition to being a good source of energy, jaggery is reported to prevent rheumatic conditions and bile disorders, alleviate fatigue, and aid in the relaxation of muscles, nerves, and blood vessels. It is also known to help maintain blood pressure, reduce water retention, increase hemoglobin levels, and prevent anaemia.

2. Export Scenario

India's trade dynamics from fiscal year (FY) 2022 to FY 2026 reveal significant trends in the country's economic engagement on the global stage. India's jaggery exports show a strong growth trend, rising from INR 2,158.7 million in FY 2022 to INR 3,949.9 million in FY 2026, marking an overall increase of about 83%. The sharpest jump was recorded in FY 2024, with exports growing by nearly 43%, indicating strong international demand. Exports further peaked in FY 2025 at INR 3,979.0 million. In FY 2026, exports declined slightly by 0.7%, reaching INR 3,949.9 million. However, the value remained close to the previous year's peak, suggesting market stabilization rather than a slowdown.



Source: CMIE Industry Analysis



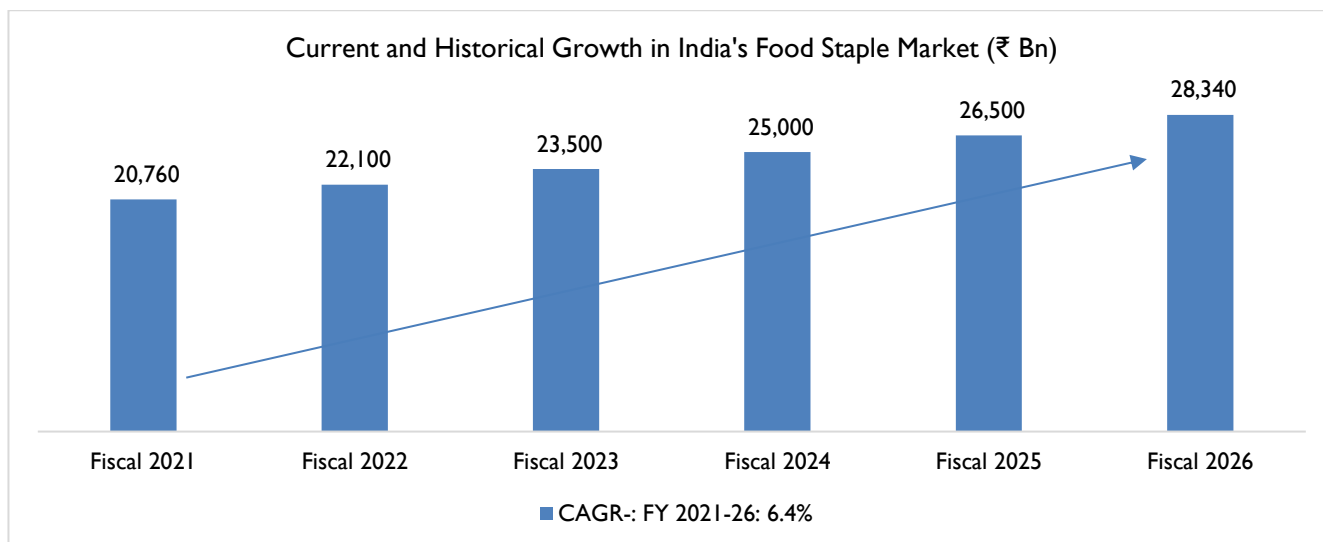
Source: CMIE Industry Analysis

In FY 2026, India's jaggery exports were spread across multiple markets, with the USA emerging as the largest destination at 18%. Malaysia followed with a 15% share, while Canada and Nepal each accounted for 13%, showing strong demand from both developed and regional markets. The UAE contributed 9%, reflecting continued demand from the Gulf region. The top five countries together accounted for 68% of total exports, while Others contributed 32%, indicating that India's jaggery export market is moderately diversified. Overall, the export mix shows strong demand across North America, Southeast Asia, South Asia, and the Middle East, highlighting India's growing global presence in natural sweeteners.

Indian Scenario: Food Staple Industry

Estimated market size of food staple market in India & historical growth trend

The India food staple market has demonstrated consistent and resilient growth over the period Fiscal 2021 to Fiscal 2026, expanding from ₹ 20,760 billion in Fiscal 2021 to an estimated ₹ 28,340 billion in Fiscal 2026, demonstrating CAGR of 6.4% during the period, highlighting the essential and non-discretionary nature of staple food products in India. Growth has been supported by population expansion, rising household consumption, increasing food security, and the growing shift towards packaged and branded staple products across both urban and rural markets.

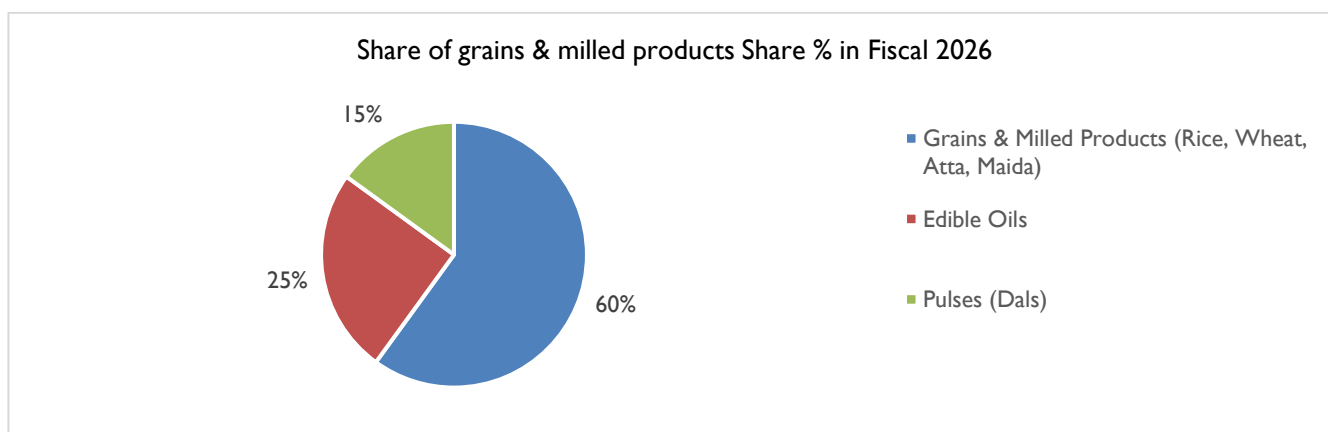


Source: D&B Desk Research

The market has recorded stable year-on-year growth, increasing from ₹ 22,100 billion in Fiscal 2022 to ₹ 23,500 billion in Fiscal 2023, followed by further expansion to ₹ 25,000 billion in Fiscal 2024 and ₹ 26,500 billion in Fiscal 2025. The market is projected to reach ₹ 28,340 billion in Fiscal 2026, reflecting sustained demand for essential food categories such as rice, wheat, pulses, edible oils, and other staple products. The sector continues to benefit from increasing consumer preference for quality-assured and branded products, improved supply chain infrastructure, greater retail penetration, and enhanced accessibility through organised retail and e-commerce channels.

The projected growth to ₹ 28,340 billion in Fiscal 2026 highlights the positive medium-term outlook for the industry. Rising disposable incomes, growing awareness regarding food quality and safety, and increasing penetration of packaged staples in Tier II, Tier III, and rural markets are expected to support future growth. In addition, premiumisation trends within selected staple categories and ongoing investments in food processing and distribution infrastructure are likely to create further value addition opportunities.

Key product categories: Estimated share of grains & milled products



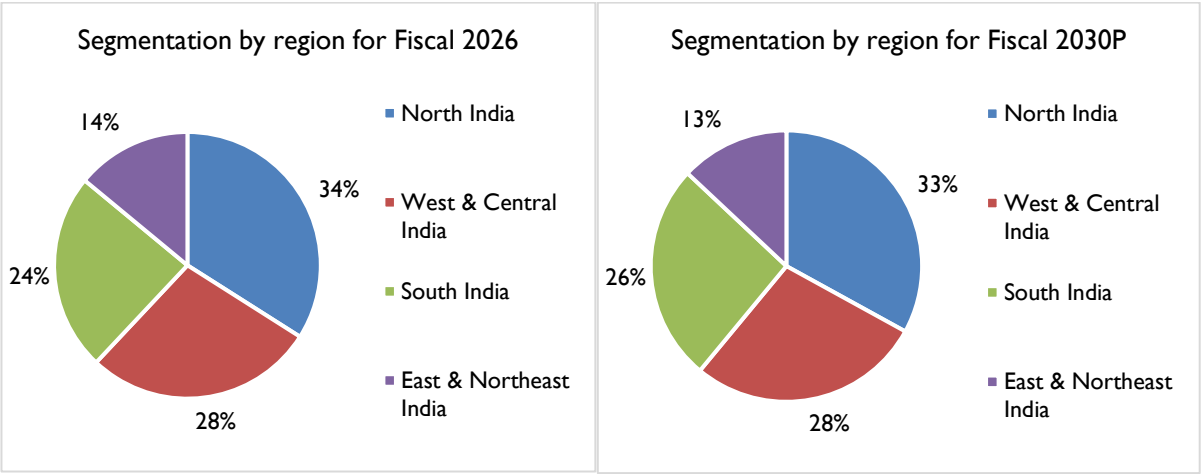
Source: D&B Desk Research

The food staples market in Fiscal 2026 is heavily dominated by grains and milled products (60%), followed by Edible oils (25%) and Pulses (15%). Staples such as rice, wheat, atta, and maida continue to form the core of household food consumption across India, driven by their essential nature, high consumption frequency, and widespread use across both rural and urban households. The large share also reflects the gradual shift from loose grains to branded and packaged formats, supported by improved availability through organised retail and digital channels.

Edible oils represent around 25% of the staples market, highlighting their importance as a daily-use consumption item, albeit with greater exposure to price volatility and import dependence. Pulses (dals), with a 15% share, remain a critical protein source in Indian diets but account for a comparatively smaller market share due to price sensitivity and substitution across

pulse varieties. Overall, the segmentation underscores the centrality of grains and milled products in India’s food staple consumption, while oils and pulses contribute meaningfully to market depth and diversification.

Market segmentation by region:



Source: D&B Desk Research

The regional composition of India’s food staples market suggests that North India and West & Central India continue to form the core consumption base, together accounting for the largest share of the market in both Fiscal 2026 and Fiscal 2030. Their continued leadership reflects the scale of household staple consumption, large population base, and stronger penetration of branded packaged staples across these regions. South India also represents a meaningful market, underpinned by demand for packaged rice, pulses, flour and other staple-based food products, making it an important contributor to the overall market structure. The region accounted for approximately 24% of the market in Fiscal 2026 and is expected to increase its share to approximately 26% by Fiscal 2030, reinforcing its importance within the overall market.

Over the forecast period, the regional mix remains largely stable, indicating that growth in India’s food staples market is expected to be broad-based rather than concentrated in a single geography. While North India continues to retain the leading position, South India appears to strengthen modestly, pointing to rising packaged staple consumption and improving organised distribution in the region. East & Northeast India remain relatively smaller in market share, but continue to represent an important long-term expansion opportunity as branded food penetration, distribution access and consumer shift toward packaged staples deepen over time.

Key Growth Drivers in the Indian Staple Food Industry

Large Agricultural Production Base and Raw Material Availability

India has one of the world’s largest agricultural bases, ranking among the top global producers of cereals, pulses, dairy, fruits, and vegetables, which ensures abundant raw material availability for staple food products. The country’s diverse agro-climatic conditions enable year-round production of wheat, rice, pulses, coarse cereals, and oilseeds, supporting consistent supply for milling, processing, and packaged staple food industries. Record foodgrain production and rising horticulture output have strengthened supply-side stability, reducing dependency on imports and improving food security. This abundant raw material base significantly lowers procurement costs and supports large-scale processing and distribution of staple foods across domestic and export markets. Overall, agricultural production growth is a fundamental structural driver for India’s staple food industry expansion.

Government Food Security Schemes and Public Distribution System (PDS)

Government food security initiatives such as the National Food Security Act (NFSA) and Pradhan Mantri Garib Kalyan Anna Yojana (PMGKAY) have significantly increased demand for staple food grains by ensuring subsidised distribution to a large population base. These schemes cover over 80 crore beneficiaries, guaranteeing regular consumption of rice, wheat, and coarse cereals, which stabilises demand volumes and market offtake. Public procurement and buffer stock policies provide assured markets for farmers and ensure supply stability for staple food processors. The continuation of free foodgrain distribution policies further reinforces consumption levels, supporting large-scale production and processing of staple foods in India. This policy-driven demand is a critical growth driver for the staple food market.

Policy Support and Infrastructure Development in Food Processing

The Government of India has implemented multiple policy reforms and schemes such as Mega Food Parks, cold chain infrastructure projects, and agro-processing clusters to strengthen the food value chain. These initiatives aim to reduce post-harvest losses, improve storage, and enhance processing capacity for staples like grains and pulses. Infrastructure development improves supply chain efficiency, reduces logistics costs, and enhances shelf life, enabling nationwide distribution of staple food products. Increased government focus on processing capacity expansion is driving investments and industrialisation in the staple food segment. This structural policy support is a major growth catalyst for the staple food industry.

Growth in Exports and Integration with Global Food Markets

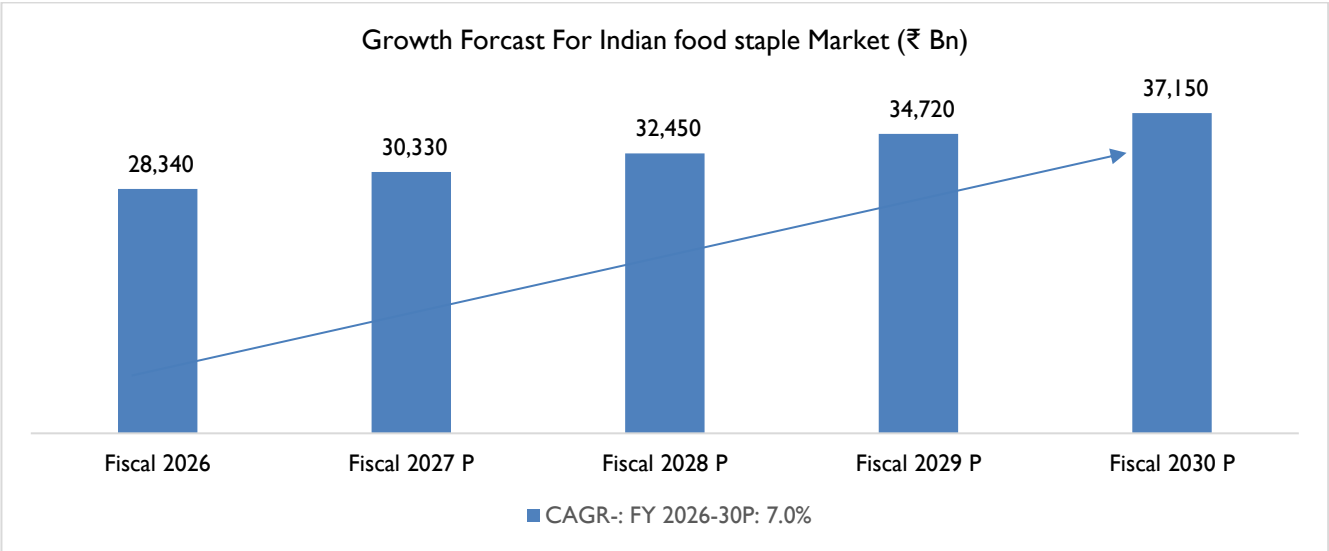
India’s agricultural and processed food exports have grown significantly, supported by government trade policies and rising global demand for staples such as rice, wheat, and pulses. Government data shows steady growth in agri-food exports and increasing integration with global markets, strengthening domestic production incentives. Export demand encourages farmers and processors to expand production and invest in quality improvements, benefiting the staple food ecosystem. Global market integration also drives adoption of quality standards and value addition in staple food processing. This export-driven growth enhances the scalability and competitiveness of India’s staple food industry.

Strong Policy Push for Value Addition and Food Processing Industry Expansion

The Ministry of Food Processing Industries (MoFPI) has prioritised value addition, infrastructure creation, and employment generation through targeted policy frameworks and industry development programmes. Government initiatives have increased the share of processed food in agri-exports and boosted employment in the organised manufacturing sector. The government’s focus on modernising the agri-food ecosystem, promoting private investment, and reducing post-harvest losses is strengthening the staple food value chain.

Expected growth in Indian food staples market in India

The Indian food staple market has demonstrated steady and resilient growth and is expected to expand from ₹ 28,340 billion in Fiscal 2026 to approximately ₹ 37,150 billion by Fiscal 2030, reflecting a CAGR of around 7.0%. This growth underscores the essential and non-discretionary nature of food staples in India’s consumption basket, supported by population growth, rising household consumption, and increasing penetration of branded and packaged staple products.



Source: D&B Desk Research

The market is expected to grow progressively in Fiscal 2026, ₹ 30,330 billion in Fiscal 2027, and ₹ 32,450 billion by Fiscal 2028, before further expanding to ₹ 34,719.7 billion in Fiscal 2029. This consistent upward trend indicates strong baseline demand and limited cyclicalit, with growth driven primarily by volume expansion, improved distribution reach, and gradual premiumisation within staples such as grains, edible oils, and pulses.

From a strategic standpoint, the projected growth highlights a stable and long-term opportunity for participants across the food staples value chain. Increasing consumer preference for quality, hygiene, and standardisation is expected to support

continued shift from loose to packaged formats, while organised retail, e-commerce, and supply-chain modernisation will further enhance market access. Overall, the food staple market’s forecasted growth trajectory reflects structural strength and predictability, making it an attractive segment for capacity expansion, operational scaling, and long-term investment planning.

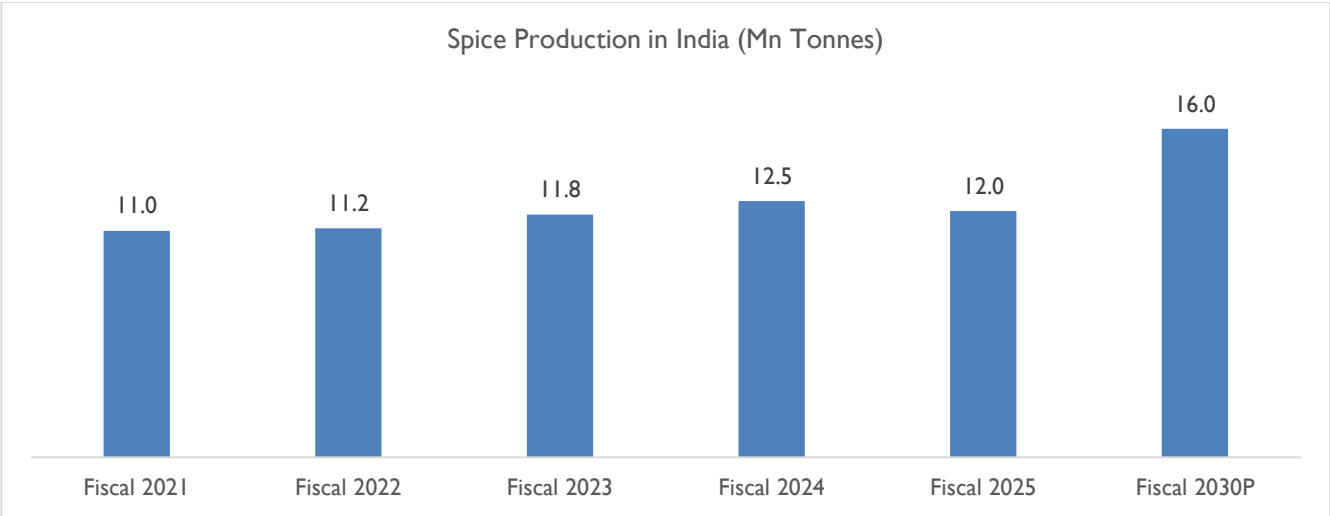
Indian Scenario: Spices Industry

Industry Overview

India holds a structurally dominant position in the global spice’s ecosystem, being the largest producer, consumer, and exporter of spices worldwide. The country cultivates a wide range of spices across diverse agro-climatic zones, including chilli, turmeric, cumin, coriander, cardamom, black pepper, ginger, garlic, fenugreek, mustard, cloves, and nutmeg. This diversity of production, combined with strong domestic consumption and export orientation, positions India as a critical supply base for the global food, flavouring, and nutraceutical industries. The Indian spices sector is characterised by a large agricultural base, fragmented primary production, and an increasingly organised processing and export ecosystem. Over the past decade, improvements in agricultural practices, expansion of cultivation areas, and greater focus on value addition and processing have supported steady growth in production and trade.

Production Scenario of Spices industry in India:

India’s spice production has witnessed steady growth over recent years, supported by expanding cultivation, improved agricultural practices, and strong domestic and export demand. The sector benefits from India’s diverse agro-climatic conditions, enabling large-scale production of a wide range of spices, and from increasing government and industry focus on enhancing productivity and value addition. Rising consumption in the domestic market, coupled with India’s dominant position in global spice exports, continues to strengthen production fundamentals. The production trend and future projections reflect the sector’s long-term growth potential, driven by rising global demand, export targets, and investments in processing and supply chain infrastructure.

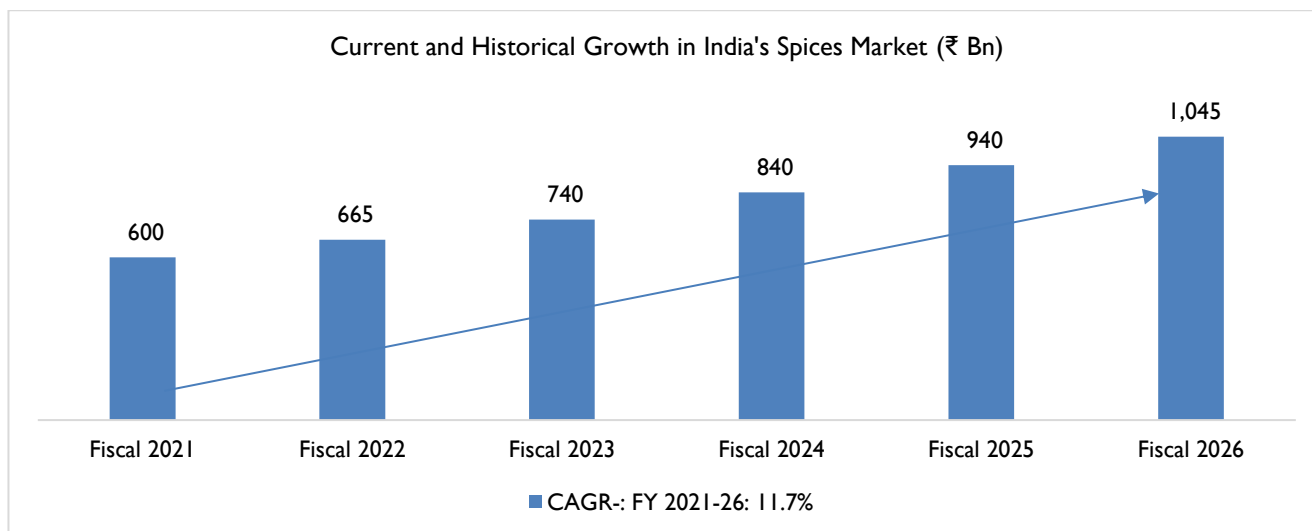


Source: Spices Board India, World Spice Organisation (WSO), P=Projected

India’s spice production has demonstrated a steady upward trajectory over the period Fiscal 2021 to Fiscal 2030P, highlighting the structural strength and scalability of the sector. Production increased from 11.04 million tonnes in Fiscal 2021 to 11.15 million tonnes in Fiscal 2022, followed by a stronger rise to 11.83 million tonnes in Fiscal 2023 and 12.48 million tonnes in Fiscal 2024. Although there was a marginal moderation to 12.00 million tonnes in Fiscal 2025, the market is projected to witness a significant expansion to 16.00 million tonnes by Fiscal 2030P, indicating long-term growth driven by domestic consumption, export demand, and improved agricultural productivity.

Indian Spices Market in India

India’s spices market has recorded strong and steady growth over the period from Fiscal 2021 to Fiscal 2026, increasing from ₹ 600 billion to ₹ 1,045 billion, at a CAGR of 11.7%. This reflects the essential role of spices in Indian households and foodservice consumption, along with the increasing shift toward branded and packaged spice products.



Source: D&B Desk Research

The market's consistent expansion over the period indicates rising demand across both basic spice staples and blended/value-added spice mixes, supported by growing urbanisation, convenience-led consumption and wider penetration of packaged food products. Increasing consumer preference for branded offerings, driven by quality assurance, hygiene, and standardised taste profiles, has further supported category growth.

The strong growth momentum through Fiscal 2026 also suggests a favourable medium-term outlook for the segment. Continued premiumisation, product innovation in blended spices and seasoning mixes, and deeper reach of branded players into semi-urban and rural markets are expected to remain key growth enablers for the India spices market.

Packaged Spices Market in India

The packaged spices segment in India has witnessed a gradual shift from loose and unbranded spice consumption toward branded and processed formats, particularly in urban and semi-urban markets. Traditionally, a large portion of spice consumption in India occurred through loose sales and home-ground blends; however, increasing consumer preference for convenience, standardised quality and food safety has supported the growth of packaged spices across retail channels. Branded spice powders, blended spices and ready-to-use seasoning mixes are gaining wider acceptance as households increasingly rely on packaged food products and organised retail formats.

Growth in the packaged spices market is being supported by rising penetration of modern retail, e-commerce platforms and regional brands expanding into organised distribution channels. Packaged spices are also seeing increased usage across ready-to-cook, ready-to-eat and processed food segments, where consistent flavour profiles and longer shelf life are important for manufacturers. In addition, food safety awareness, standardised packaging and quality certifications have encouraged consumers to shift from unorganised to branded products in certain categories. While loose spice consumption continues to remain significant, the packaged segment is expected to gradually expand its share, driven by urbanisation, rising disposable incomes and increasing demand for convenience-oriented food products.

From an industry perspective, the packaged spices segment is characterised by a mix of large national brands, regional players and private-label offerings. Manufacturers are increasingly focusing on value-added products such as blended spices, seasoning mixes and ready-to-cook spice bases to cater to evolving consumer preferences. The segment also benefits from export demand for branded and processed spice products, particularly in markets with a strong Indian diaspora. Overall, the packaged spices category represents an important value-added segment within the broader spices industry, reflecting the ongoing transition from commodity spice consumption toward branded and processed formats.

Key demand driving the Spices Industry in India:

Rising domestic consumption driven by population growth and higher food intake: ⁴

⁴ <https://www.indiabudget.gov.in/economicsurvey/doc/eschapter/echap15.pdf>
https://www.indianspices.com/sites/default/files/key_schemes.pdf

India's growing population, rapid urbanization, and evolving food consumption patterns continue to drive demand for spices across households, foodservice outlets, and the processed food industry. Spices are an integral part of Indian cuisine, resulting in consistently high consumption across regions and food categories. Rising disposable incomes, increasing preference for packaged and convenience foods, and the expansion of the food processing sector are further supporting the demand for both basic and value-added spice products. Additionally, India currently produces over 75 of the 109 internationally recognized spice varieties, reinforcing the country's strong spice consumption culture and diversified culinary usage.

According to the World Bank, India's urban population is expected to reach approximately 600 million by 2036, accounting for nearly 40% of the country's population, compared to 31% in 2011. Urban areas are also expected to contribute nearly 70% of India's GDP. This increasing urbanization, coupled with changing dietary habits and higher food consumption, is expected to drive greater demand for packaged foods, ready-to-cook products, restaurant meals, and processed food items, all of which are significant consumers of spices and seasonings.

Expansion of packaged foods, ready-to-cook and convenience food segments

The rapid expansion of India's packaged food, ready-to-cook (RTC), ready-to-eat (RTE), and convenience food segments has emerged as a significant demand driver for the spices industry. These products rely extensively on spices, seasonings, spice blends, and flavoring ingredients to deliver consistent taste, enhance shelf appeal, and cater to evolving consumer preferences. Rising urbanization, increasing workforce participation, busy lifestyles, and growing demand for quick meal solutions have accelerated the adoption of convenience foods across urban and semi-urban markets. Reflecting this trend, the Indian Ready-to-Cook (RTC) market expanded from ₹ 423 billion in Fiscal 2021 to an estimated ₹ 636 billion in Fiscal 2025, registering a CAGR of approximately 10.7%. The continued growth of packaged food categories, including instant mixes, frozen foods, snacks, sauces, and meal kits, is expected to drive higher consumption of both conventional spices and value-added spice blends, thereby supporting the long-term growth of the Indian spices industry.

Growth of food processing, QSR chains, and organised retail ⁵

The expansion of India's food processing industry, quick service restaurant (QSR) chains, and organised retail sector has emerged as a significant demand driver for the spices industry. These segments rely extensively on spices, seasonings, spice blends, and flavouring ingredients to ensure product consistency, enhance taste profiles, and cater to evolving consumer preferences. Rising urbanization, changing lifestyles, increasing workforce participation, and growing preference for convenience-oriented food consumption have accelerated demand for packaged foods, ready-to-cook (RTC), ready-to-eat (RTE), frozen foods, snacks, sauces, and meal solutions, all of which require significant spice inputs.

India's consumption landscape remains favourable for food and spice demand. Consumption growth accelerated from approximately 3–4% in the first quarter of 2025 to 7–8% in the second quarter, with double-digit growth recorded during the latter part of the year. In parallel, discretionary consumption is projected to grow at a CAGR of approximately 10.8% during 2025–2035, outpacing staples and necessity products (9.5%), reflecting increasing consumer spending on branded, premium, and value-added food products. This trend is expected to support demand for premium spice blends, seasonings, and packaged spice products.

The continued expansion of organised retail is further strengthening market access for spice manufacturers. India's retail market, estimated at approximately ₹ 90–95 trillion in 2025, is projected to exceed ₹ 210–215 trillion by 2035. Organised retail channels recorded approximately 16% growth in 2025, compared with 11% growth in the overall retail market, highlighting increasing consumer preference for modern trade formats. The expansion of supermarkets, hypermarkets, e-commerce platforms, food processing companies, and QSR chains is expected to drive higher consumption of processed spices, blended seasonings, and customized flavour solutions, thereby supporting the long-term growth of the Indian spices industry.

Strong Export Demand from Global Food Manufacturing and Ethnic Cuisine Markets

India remains one of the leading suppliers of spices to international markets, benefiting from the growing global demand for processed foods, seasonings, sauces, snacks, and ready-to-eat products. In addition, the increasing popularity of Indian and Asian cuisines across North America, Europe, the Middle East, and other regions has expanded the consumption of spices in both retail and foodservice channels. The widespread use of Indian spices by global food manufacturers for flavouring and product formulation continues to create significant export opportunities for the domestic industry.

Increasing Use of Spices in Nutraceutical, Wellness, and Functional Food Applications

⁵ <https://rai.net.in/images/insights/BCG-2026.pdf>

The application of spices is increasingly extending beyond culinary uses into health and wellness-oriented products. Ingredients such as turmeric, ginger, cinnamon, black pepper, and cloves are being incorporated into dietary supplements, herbal formulations, functional beverages, immunity-boosting products, and nutraceutical preparations due to their perceived health benefits. Growing consumer preference for natural, plant-based, and clean-label ingredients is encouraging manufacturers to utilize spice-derived ingredients across a broader range of wellness and healthcare products.

Shift toward Value-Added Products such as Spice Blends, Extracts, and Oleoresins

The industry is gradually moving up the value chain through the production of spice blends, seasonings, oleoresins, essential oils, and standardized extracts. Unlike raw spices, these products offer higher realization, improved consistency, and greater suitability for large-scale food processing applications. Demand from packaged food manufacturers, QSR chains, nutraceutical companies, and cosmetic manufacturers is accelerating this transition toward value-added offerings.

This shift is also helping spice companies diversify their revenue streams and reduce dependence on commodity-driven pricing cycles. As global buyers increasingly seek customized flavour solutions and standardized ingredients, value-added spice products are expected to account for a larger share of industry revenues over the coming years.

Government Support through Export Promotion, Quality Certification, and Infrastructure Development

The Government of India continues to strengthen the competitiveness of the spices sector through initiatives focused on export promotion, quality enhancement, and supply chain modernization. The Spices Board of India actively supports exporters through market development programs, international trade promotion activities, quality certification initiatives, and compliance support for overseas markets. Simultaneously, investments in processing infrastructure, testing laboratories, post-harvest facilities, and traceability systems are improving product quality and helping Indian exporters meet increasingly stringent global food safety standards.

Growth Outlook: Spices Industry in India

The Indian spices industry is expected to maintain steady medium-to-long-term growth, supported by rising domestic consumption, expanding export markets, and increasing value addition. Production is projected to reach 15- 16 million tonnes by FY 2030, reflecting improvements in productivity and supply chain infrastructure.

India continues to dominate the global spice ecosystem as the largest producer, consumer, and exporter, accounting for around 25% of the global spice market valued at USD 20 billion. The country exports 1.5 million tonnes of spices valued at USD 4.5, underscoring strong international demand and export competitiveness, says World Spice Organisation (WSO) till March, FY 2025. Looking ahead, the Spices Board's target of USD 10 billion in exports by 2030 reflect strong growth fundamentals across global markets. The projected production increase to 15.0 million tonnes by FY 2030P indicates capacity expansion, improved yields, and rising value-added processing, positioning India as a long-term global hub for spice production and trade.

Key Challenges

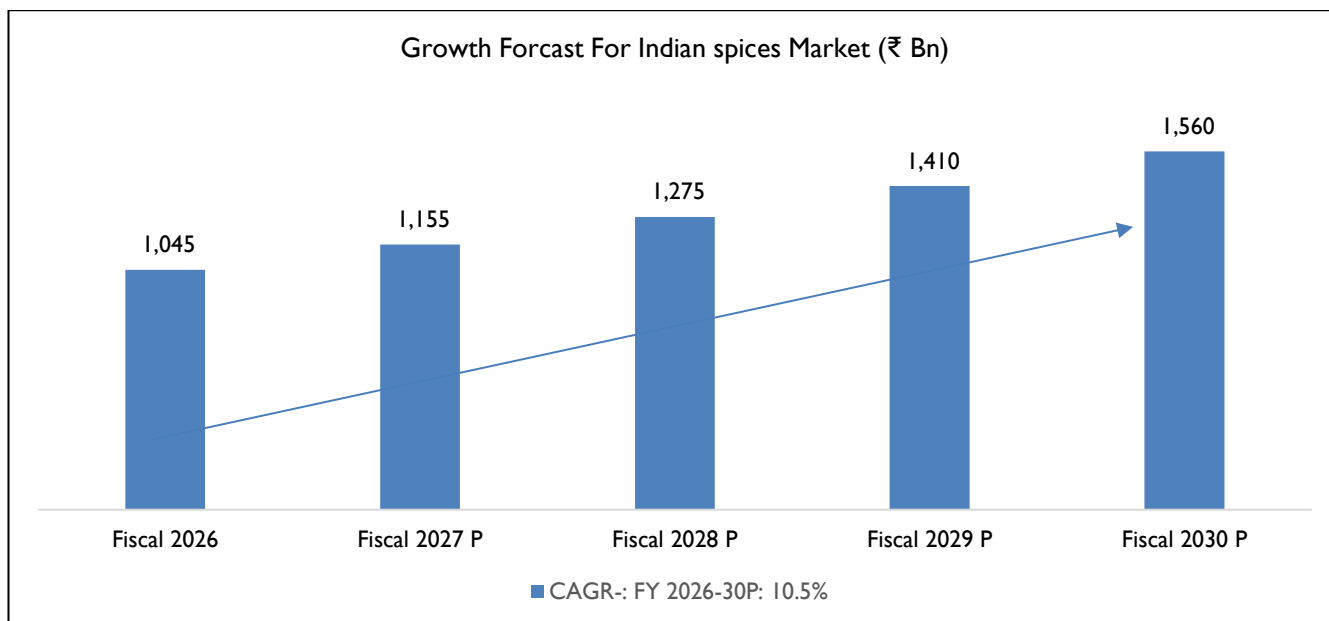
Climate variability and crop yield fluctuations: Dependence on monsoon patterns and extreme weather events continues to impact spice output and price stability across key producing regions.

Price volatility and supply-side pressures: Fluctuations in raw spice prices, driven by production cycles and global demand shifts, affect margins for traders, processors, and exporters.

Stringent global quality and compliance requirements: Increasing scrutiny on pesticide residues, contamination, and traceability in export markets has raised compliance costs and quality-control requirements.

Supply chain and productivity constraints: Fragmented farming, limited mechanisation, and gaps in storage and post-harvest infrastructure continue to impact efficiency and value realisation across the value chain.

Expected growth in Indian spices market in India



The Indian spice market grew from ₹ 600 billion in Fiscal 2021 to ₹ 1,045 billion in Fiscal 2026, demonstrating CAGR of 11.7% and is expected to further expand to ₹ 1,560 billion by Fiscal 2030, with CAGR of 10.5%.

The Indian spices market is projected to maintain a strong upward trajectory through Fiscal 2030P, expanding from ₹ 1,045 billion in Fiscal 2026 to ₹ 1,560 billion by Fiscal 2030P. The steady increase over the forecast period reflects the resilience of spices as a staple consumption category, while also highlighting the growing contribution of branded and value-added products within the market. Future growth is likely to be supported by rising household demand for packaged spices and blended seasonings, increasing premiumisation, and wider penetration across semi-urban and rural markets. In addition, the expansion of modern retail, e-commerce and foodservice channels is expected to strengthen category visibility and accessibility, enabling branded players to capture a larger share of India's evolving spices consumption market.

Functional Food/Specialized food market: Sprouted grain flour

Brief overview: Insight on product profile: attributes, comparison & benefits

The functional and specialized food segment in India is evolving rapidly, driven by increasing consumer focus on nutrition, wellness, and preventive health. Within this segment, sprouted grain flour is emerging as a niche but growing product category, positioned at the intersection of traditional dietary practices and modern functional nutrition. Indian consumers are increasingly seeking food products that go beyond basic sustenance and offer enhanced nutritional value, improved digestibility, and alignment with clean-label and natural food preferences. Sprouted grain flour fits well within this evolving consumption landscape, as it is derived from familiar grains and pulses while offering perceived functional benefits.

The growing awareness of lifestyle-related health concerns, coupled with a shift toward plant-based and minimally processed foods, has supported the gradual acceptance of sprouted grain-based products. Sprouting is a traditional food processing technique in India, long associated with improved nutrient absorption and digestive benefits. Its modern adaptation into packaged flour formats allows consumers to integrate these benefits into daily diets conveniently, supporting adoption across households, health-focused consumers, and manufacturers of value-added food products. As a result, sprouted grain flour is increasingly viewed as a specialized ingredient within the broader functional food ecosystem, with applications spanning home consumption, bakery, ready-to-cook mixes, and health-oriented food formulations.

Insight on Product Attributes & Characteristics – Sprouted Grain Flour

Enhanced Digestibility: Sprouted grain flour is produced through a controlled germination process that activates natural enzymes in grains, which is widely associated with improved digestibility compared to conventional grain flours.

Improved Nutrient Bioavailability: The sprouting process is perceived to enhance the absorption of key nutrients by reducing anti-nutritional factors, positioning the product as a functional alternative within the grain-based food category.

Natural and Clean-Label Positioning: Sprouted grain flour aligns with consumer preference for natural, minimally processed,

and clean-label foods, as it relies on a traditional processing method rather than chemical or artificial enhancement.

Traditional Processing with Modern Relevance: Sprouting is a well-established traditional practice in Indian diets, which supports consumer acceptance while allowing the product to be repositioned in modern functional food and wellness contexts.

Versatility in Applications: The product can be used across multiple food formats, including home cooking, bakery products, ready-to-cook mixes, and health-focused formulations, enhancing its commercial adaptability.

Plant-Based and Wellness-Aligned: As a plant-based product derived from grains and pulses, sprouted grain flour fits well within broader trends toward plant-centric, wellness-oriented diets.

Perceived Functional Benefits without Dietary Disruption: The product offers functional and nutritional positioning while remaining compatible with familiar food habits, reducing resistance to adoption among mainstream consumers.

Premium and Specialized Ingredient Perception: Sprouted grain flour is increasingly viewed as a specialized or premium ingredient within the broader flour and grain segment, supporting differentiated product positioning for manufacturers.

Sprouted grain flour differs from conventional grain products primarily in terms of processing method, nutritional perception, and functional positioning. Conventional grain flours are typically produced by milling dried grains without prior germination, which preserves caloric content but does not actively enhance nutrient accessibility. In contrast, sprouted grain flour undergoes a controlled germination process before drying and milling, which is widely associated with improved digestibility and enhanced nutrient bioavailability. As a result, sprouted grain products are increasingly perceived as more suitable for health-conscious consumers seeking foods that support digestion and overall wellness.

From a consumption standpoint, conventional grain products continue to dominate due to familiarity, affordability, and widespread availability. However, rising awareness around food quality, clean-label ingredients, and traditional processing methods has led to a gradual shift toward sprouted grain products among select consumer segments. Sprouted grain flour retains compatibility with familiar cooking practices while offering differentiated functional benefits, positioning it as a specialized alternative rather than a complete substitute for conventional grain products. This functional differentiation supports its growing relevance in premium food segments, ready-to-cook applications, and health-oriented formulations.

Key Advantages of Sprouted Grain Flour

Improved Digestibility: The sprouting process activates natural enzymes, which is widely associated with easier digestion compared to conventional grain flours.

Enhanced Nutrient Availability: Sprouted grains are perceived to offer better nutrient absorption due to reduction in anti-nutritional factors.

Clean-Label and Natural Processing: Sprouting is a traditional, non-chemical process, aligning with consumer preference for minimally processed and natural foods.

Functional Food Positioning: Sprouted grain flour is viewed as a functional and specialized food ingredient offering health-oriented benefits beyond basic nutrition.

Compatibility with Traditional Diets: The product integrates easily into familiar recipes and cooking practices, reducing barriers to consumer adoption.

Premium Differentiation: Compared to conventional flours, sprouted grain flour supports premium positioning and value-added product development.

Applicability Across Food Formats: Suitable for home consumption, bakery products, ready-to-cook mixes, and health-focused food applications.

Increasing awareness of specialized functional food products, focusing on sprouted grain products

Awareness of specialized and functional food products in India has been rising steadily, supported by government-led nutrition initiatives and increasing consumer attention toward digestive and overall health. A key institutional driver of this trend is the “Eat Right India – Safe, Healthy and Sustainable Food for All” initiative by the Food Safety and Standards

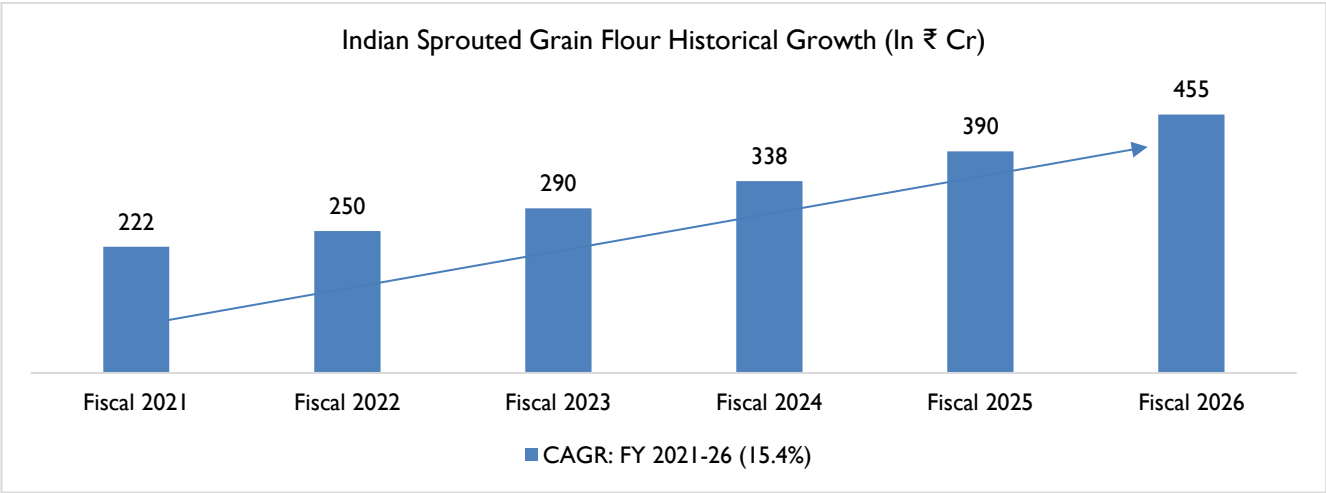
Authority of India (FSSAI), which promotes informed food choices and encourages adoption of nutritious, balanced, and sustainable diets. This government-backed program has played an important role in improving nutrition literacy among consumers and reinforcing trust in food products positioned around health and functional benefits.

In parallel, growing recognition of digestive health issues is influencing dietary choices and fuelling demand for functional and specialized food products. As per the Ministry of Food Processing Industries (MoFPI), an ITC survey indicated that 56% of Indian families report digestive health issues, highlighting the widespread nature of digestive discomfort across households. Additionally, awareness around digestive disorders such as Crohn’s disease, irritable bowel syndrome (IBS), and celiac disease is increasing, contributing to rising demand for foods that are perceived to be easier to digest and nutritionally supportive.

Within this context, sprouted grain products are gaining relevance due to their association with traditional processing methods and perceived digestive benefits. As consumers become more conscious of gut health, ingredient quality, and natural food choices, sprouted grain flours are increasingly viewed as suitable alternatives within the functional food landscape. The convergence of government-led nutrition awareness initiatives and heightened consumer sensitivity toward digestive health is therefore creating a supportive environment for the gradual adoption of sprouted grain-based functional food products in India.

Estimated market size of sprouted grain flour

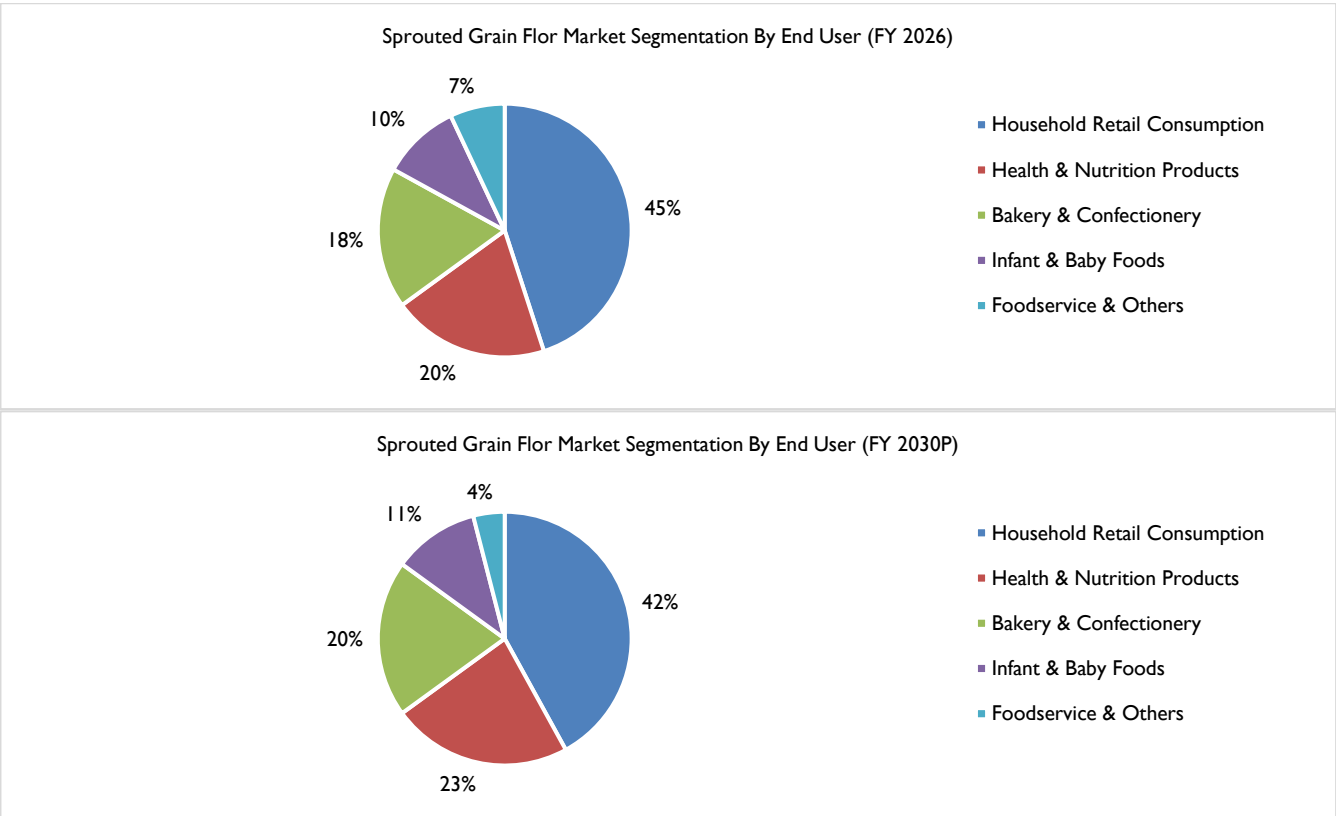
The Indian sprouted grain flour market has demonstrated strong and consistent growth, increasing from ₹ 222 crores in FY2021 to ₹ 455 crores in FY2026. The market is projected to expand at a CAGR of 15.4% during FY2021-FY2026, reflecting rising consumer preference for healthier and nutrient-dense food ingredients. The growth of the Indian sprouted grain flour market is being driven by increasing consumer awareness regarding nutrition, digestive health, and functional food products. **Sprouted flour is one of the most growing segments under the functional foods category in India**, owing to its enhanced nutrient profile, improved digestibility, and higher bioavailability of vitamins and minerals compared to conventional flour. Growing adoption of clean-label and minimally processed food products among health-conscious consumers has further supported market expansion.



Source: D&B Desk Research

Additionally, the market is benefiting from rising demand for value-added bakery products, ready-to-cook mixes, health snacks, and fortified food formulations incorporating sprouted grain ingredients. The increasing penetration of organized retail and e-commerce channels, coupled with product innovations by food manufacturers, is improving consumer access and awareness. As urbanization, disposable incomes, and preventive health trends continue to strengthen, the sprouted grain flour market is expected to maintain robust double-digit growth through FY2026.

Segmentation of sprouted flour market by End User



Source: D&B Desk Research

For the sprouted grain flour market, household retail consumption remains the largest end-use segment in both Fiscal 2026 and Fiscal 2030P, indicating that demand is primarily driven by direct consumer adoption of sprouted flour as a healthier staple and ingredient alternative. However, its share moderates slightly over the forecast period, while health & nutrition products and bakery & confectionery gain traction, reflecting the increasing use of sprouted flour in packaged wellness foods, functional formulations, and clean-label baked products. This suggests that the market is gradually moving beyond household consumption into more diversified commercial applications.

At the same time, infant & baby foods also register a modest increase in share by Fiscal 2030P, highlighting the growing relevance of sprouted grains in nutrition-focused and digestibility-led food categories. In contrast, foodservice & other applications remain comparatively smaller and decline marginally, indicating that the category’s growth is likely to be led more by retail and packaged food applications than by out-of-home consumption. Overall, the end-user mix suggests a gradual broadening of sprouted flour demand from household use toward health-oriented packaged foods and specialised nutrition segments.

Major growth drivers of Sprouted Grain Flour market

Rising Consumer Health Consciousness and Nutritional Awareness

Demand for sprouted grain flour is being supported by the increasing consumer focus on nutrient-dense and minimally processed food products. Compared with conventional grain flour, sprouted grain flour is generally perceived to offer improved digestibility, enhanced nutrient bioavailability, and a more balanced nutritional profile, making it relevant for consumers seeking healthier alternatives in everyday staples. This is particularly supporting its adoption in premium atta blends, multigrain flour products, breakfast applications, and health-positioned bakery formulations.

Clean Label and Ingredient Transparency Movement

Sprouted grain flour also benefits from the broader shift toward clean-label food products, where consumers are increasingly scrutinizing ingredient lists and preferring products perceived as natural, simple, and less processed. As sprouting is viewed as a natural grain enhancement process rather than a chemical or additive-led intervention, sprouted grain flour is well positioned within products marketed around natural nutrition, wholesome ingredients, and label transparency. This makes it particularly relevant for packaged flour, bakery premixes, and health-focused convenience food brands.

Expansion of Functional Food Applications and Product Innovation

The market is also being supported by the widening application of sprouted grain flour across functional and specialized food categories. Manufacturers are increasingly incorporating sprouted grain ingredients into multigrain atta, high-fibre bakery products, protein-enriched mixes, breakfast cereals, snack products, and gluten-conscious or wellness-oriented food formulations. This expanding usage is gradually shifting sprouted grain flour from a niche health ingredient to a broader value-added grain input within the packaged food ecosystem.

Digital Commerce and Direct-to-Consumer Channel Growth

Digital commerce and direct-to-consumer (D2C) platforms are playing an important role in improving consumer access to niche and premium food categories such as sprouted grain flour. Unlike conventional flour products that rely heavily on general trade, sprouted grain flour is more likely to be discovered through health-focused online marketplaces, brand-owned websites, modern trade, and digital wellness communities. These channels allow brands to better communicate product benefits, target health-conscious consumers, and scale newer grain-based formulations without depending solely on traditional retail distribution.

Current landscape in India: Key players / brands operating in sprouted grain segment

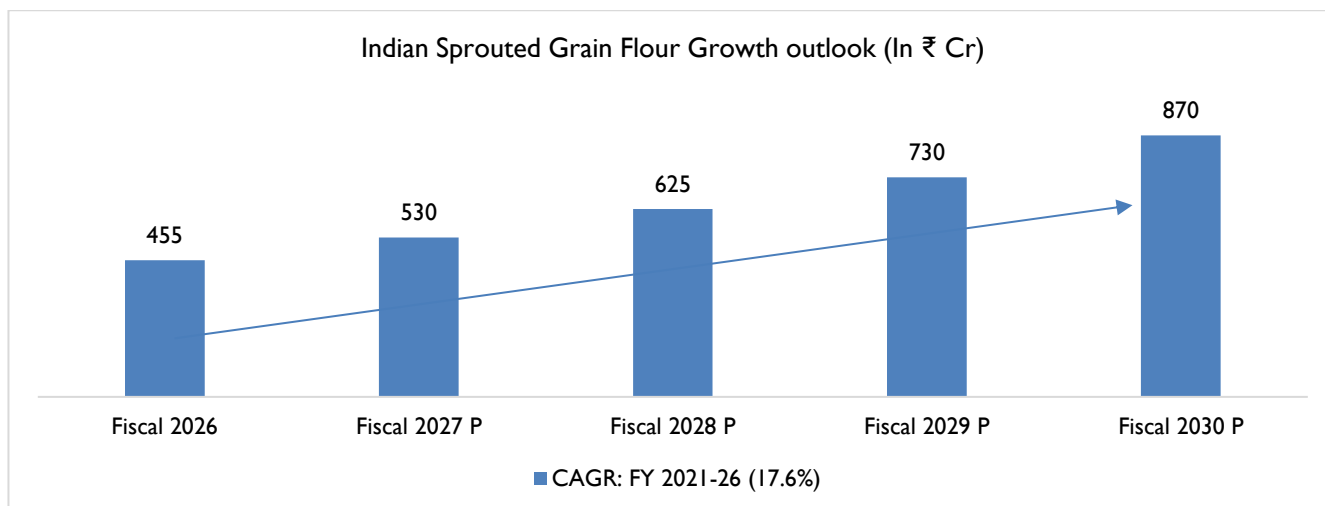
The sprouted grain flour segment in India is currently at a nascent stage, with a fragmented competitive landscape dominated by niche, health-focused, organic, and millet-specialist brands. These players primarily operate through direct-to-consumer (D2C) platforms, specialty health stores, and online marketplaces, positioning sprouted grain flours around functional benefits such as improved digestibility, natural processing, and alignment with traditional nutrition practices. The category remains largely premium and wellness-oriented, catering to health-conscious urban consumers.

At the same time, large food and FMCG companies have only limited and selective exposure to the broader functional and health foods space, with no large-scale, dedicated sprouted grain flour portfolios as of now. Established food players such as ITC (Aashirvaad range), Patanjali, Tata Consumer Products, and Marico (Saffola) are active in health foods, atta, and nutrition-focused categories, but their participation in sprouted grain flour remains either indirect or exploratory rather than core. As a result, the sprouted grain flour category continues to be shaped mainly by smaller specialist brands, while larger players' presence signals early-stage interest rather than category leadership.

Overall, the current landscape reflects an early-development functional food segment, where awareness is rising faster than penetration. The absence of scaled mass-market players highlights both the specialised nature of the product and the potential opportunity for future expansion, either through portfolio extensions by large FMCG companies or partnerships with food contract manufacturers as consumer demand matures.

Expected growth in Sprouted flour market in India

The Indian sprouted grain flour market is projected to witness accelerated growth over the forecast period, increasing from ₹ 455 crore in FY2026 to ₹ 870 crore by FY2030. The market is expected to expand at a CAGR of 17.6% during FY2026-FY2030, highlighting strong future demand for functional and health-oriented food ingredients. The projected growth reflects the increasing consumer shift toward nutrient-rich, natural, and functional food products. As awareness regarding preventive healthcare, gut health, and clean-label nutrition continues to rise, sprouted grain flour is expected to gain wider acceptance across households and commercial food applications. Its superior nutritional profile, including enhanced protein, fiber, and micronutrient content, positions it as a preferred ingredient among health-conscious consumers seeking healthier alternatives to conventional flour.



Source: D&B Desk Research

Furthermore, the market is likely to benefit from expanding usage in bakery products, ready-to-eat snacks, breakfast cereals, and health-focused food formulations. Growing investments by food manufacturers in product innovation, coupled with the increasing availability of specialty flours through modern retail and e-commerce channels, are expected to support market expansion. Rising disposable incomes, urbanization, and demand for premium wellness-oriented foods are anticipated to further drive the market, enabling it to nearly double in size by FY2030.

Demand Drivers

Analysis of key factors driving the demand for food staples and ready to cook industry in India

India's food staples and ready-to-cook (RTC) segments are an integral part of the country's food processing industry and are witnessing sustained demand growth driven by macro-economic expansion and evolving consumption patterns. The strong growth of the Indian economy, reflected in a Total Economy GVA growth rate of 9.55% in Fiscal 2025, has supported rising disposable incomes and increased spending on packaged and branded food products. Growing urbanisation, changing lifestyles, and higher awareness of food safety and quality are accelerating the shift from unbranded loose staples to organised, standardized, and quality-assured food offerings. At the same time, RTC products are gaining traction as consumers seek convenience without compromising on taste and nutritional familiarity, positioning them as a natural extension of the staples market.

In parallel, the industry is undergoing structural transformation supported by innovation, technology adoption, and modern distribution. Investments in plant-based foods, functional nutrition, and clean-label products are enabling manufacturers to align with health-oriented consumer preferences, while technologies such as AI-based grading, blockchain traceability, high-pressure processing, and cryogenic freezing are improving efficiency, traceability, and product quality. The rapid expansion of digital and quick-commerce platforms, including BigBasket, Zepto, and Blinkit, is further enhancing market reach and accelerating penetration of branded food staples and RTC products, particularly in urban and semi-urban markets. Collectively, these factors are creating a supportive demand environment for organized food manufacturers and food contract manufacturing players in India.

Impact of macroeconomic factors:

Macroeconomic trends in India are playing a fundamental role in shaping consumption behaviour and driving demand for food staples and ready-to-cook (RTC) products. Government consumption data indicates a steady improvement in overall economic well-being, reflected in rising average consumption expenditure across both rural and urban households and a narrowing gap between rural and urban consumption levels. This convergence suggests that growth in purchasing power is becoming more broad-based, expanding the addressable market for packaged food staples and convenience-oriented food products beyond metropolitan centres.

Shifts in Household Consumption Structure

In rural India (2023–24), food continues to remain a dominant component of household consumption, accounting for approximately 47% of the value of average rural household consumption. Within food expenditure, beverages, refreshments,

and processed food represent the largest contribution at 9.84%, while cereals and cereal substitutes account for about 4.99% of total consumption expenditure. This indicates a gradual shift away from basic calorie-led consumption toward higher value, processed, and convenience-oriented food items, even within rural households. The increasing share of processed food within overall food expenditure highlights rising acceptance of packaged formats and value-added staples, supporting demand for branded food staples and RTC products.

In urban India, food expenditure accounted for around 40% of Monthly Per Capita Consumption Expenditure (MPCE) in 2023–24, while non-food items constituted approximately 60%, reflecting higher discretionary spending capacity. Similar to rural trends, beverages, refreshments, and processed food formed the largest share of food expenditure at 11.09%, underscoring stronger urban demand for packaged, convenience, and ready-to-consume food categories. This pattern reflects lifestyle-driven consumption, where time efficiency, product variety, and consistency increasingly influence food purchasing decisions.

Rising Disposable Income and Lifestyle-Led Spending

Urban consumption data further highlights how rising incomes and aspirational changes are influencing spending priorities. Key non-food expenditure components in urban India include conveyance (8.46%), miscellaneous goods and entertainment (6.92%), durable goods (6.87%), and rent (6.58%), indicating lifestyle upgrades and increased mobility. These patterns are typically associated with time-constrained, urbanised living, which structurally favours demand for convenient food solutions such as RTC products, packaged staples, and semi-processed food offerings.

At the macro level, private consumption accounted for 62.5% of India's nominal GDP in September 2025, up from 60.3% in the previous quarter, reinforcing the central role of household spending in economic growth. This increase in consumption intensity reflects improving disposable incomes and higher consumer confidence, which directly supports increased spending on food products, including branded staples and convenience-oriented food categories.

Overall, the improving economic well-being, changing household expenditure mix, and rising aspiration-led consumption are structurally strengthening demand for food staples and ready-to-cook products in India. These macroeconomic factors are expected to continue supporting volume growth, premiumisation, and wider penetration of branded and packaged food offerings across both urban and non-urban markets.

Expansion of distribution channels & its impact:

Expansion of Distribution Channels & Its Impact

The expansion of distribution channels in India has emerged as a critical structural driver supporting growth in food staples and ready-to-cook (RTC) products. Rapid evolution across modern retail formats, organised supermarkets and hypermarkets, and online commerce platforms has significantly improved product accessibility, assortment visibility, and consumption frequency. This transformation is occurring alongside favourable demographic and policy developments, creating a supportive environment for sustained retail and consumption growth.

A key macro tailwind underpinning distribution expansion is the rapid growth of India's middle class, which is projected to increase by 110 million households by 2030. This expanding middle-income consumer base is driving higher discretionary spending, increased preference for organised retail formats, and greater adoption of branded food staples and convenience-oriented products. As household purchasing power rises, consumers increasingly favour supermarkets, hypermarkets, and digital platforms that offer wider choice, quality assurance, and convenience, directly benefiting packaged food and RTC categories.

Role of Policy Reforms and Investment Climate

Government-led reforms have further accelerated the expansion of organised and digital distribution channels. Implementation of GST has simplified interstate movement of goods and enabled consolidation of supply chains, improving efficiency for large retailers and e-commerce players. In parallel, 100% foreign direct investment (FDI) under the automatic route in single-brand retail and e-commerce has enabled international players to scale operations in India, fostering competition, infrastructure development, and technology adoption across the retail ecosystem.

These reforms have translated into tangible growth in online and organised retail. In Fiscal 2025, India's e-commerce sector recorded a Gross Merchandise Value (GMV) of approximately ₹1.19 lakh crore (USD 14 billion), reflecting a 12% year-on-year growth, highlighting the increasing importance of digital channels in consumer purchasing behaviour. As of Fiscal 2025, India also ranks as the third-largest e-retail shopper base globally, underscoring the scale and maturity of the country's

online retail adoption.

Investments in Modern Retail and Supply Chain Infrastructure

The scale of investment by large retailers further demonstrates the strategic importance of distribution expansion. Leading players such as Reliance Retail, Walmart-Flipkart, and Amazon are investing billions of dollars in warehousing, logistics networks, cold chains, and technology infrastructure, significantly strengthening last-mile delivery and inventory management capabilities. These investments are improving availability of food staples and RTC products across geographies, reducing stockouts, and enabling faster replenishment cycles.

Notably, in August 2025, Reliance Retail announced plans to invest ₹40,000 crore (USD 4.67 billion) over three years to establish Asia's largest integrated food parks, leveraging advanced technologies such as AI, robotics, and sustainable processing solutions. This initiative aligns with the company's target of achieving ₹1,00,000 crore (USD 11.67 billion) in annual FMCG revenue, and reflects the growing integration of food processing, distribution, and retail at scale.

India's retail sector now ranks among the top five globally, with food and grocery forming the dominant category. Overall, the continued expansion of distribution channels supported by rising middle-class consumption, favourable policy reforms, large-scale investments, and rapid digital adoption is structurally strengthening the growth outlook for India's food staples and ready-to-cook industry. This evolving retail ecosystem is expected to remain a key enabler of volume growth, category expansion, and premiumisation over the medium to long term.

Health-Conscious consumers driving demand for nutritious options

Health consciousness has emerged as a key structural driver influencing food consumption patterns in India, with consumers increasingly prioritising safety, nutrition, and functional benefits in their food choices. Recent studies indicate that 84% of Indian consumers actively seek safer and healthier food options, reflecting a widespread shift toward diet-led wellness and preventive health management. This heightened focus on health is reshaping demand across food staples, ready-to-cook (RTC) products, and value-added food categories, as consumers increasingly evaluate foods based on nutritional quality rather than price or familiarity alone.

The growing adoption of digital health tools further reinforces this trend. Around 80% of consumers now use at least one healthcare app or wearable technology for personalised wellness, signalling greater awareness of health metrics, dietary intake, and lifestyle optimisation. This digitally enabled health monitoring is translating into more informed food choices, with consumers showing a stronger preference for products that support energy, digestion, protein intake, and overall well-being. As a result, demand for nutritionally enhanced and functional food products is gaining momentum across both urban and emerging consumption markets.

This shift is particularly visible in snacking and convenience food segments, which are increasingly being evaluated through a health lens. A consumer insights study by Farmley, conducted at the Indian Healthy Snacking Summit 2025 and covering approximately 6,000 respondents across age groups, revealed that 72% of consumers actively seek snacks offering functional benefits, such as improved energy levels, enhanced mood, and higher protein content. This finding underscores the growing expectation that convenience foods should deliver nutritional value alongside taste and ease of consumption.

Importantly, the study also indicates a rising willingness to pay for healthier food options. Two out of five respondents expressed readiness to pay a 20% premium for healthier snacks, highlighting emerging premiumisation trends within health-oriented food categories. This willingness to trade up supports the commercial viability of nutritious, functional, and clean-label food products, including healthier variants of staples and RTC offerings. Overall, the convergence of heightened health awareness, digital wellness adoption, and premiumisation of nutrition-led food choices is structurally strengthening demand for nutritious, functional, and better-for-you food products in India. These consumer-driven shifts are expected to continue supporting innovation, portfolio diversification, and value creation within the food staples and ready-to-cook industry.

Growing demand for convenience and time-saving solutions

The demand for convenience and time-saving food solutions in India has increased significantly, driven by changing lifestyles, urbanisation, and evolving household dynamics. As work patterns become more demanding and dual-income households become more common, consumers are increasingly seeking food options that reduce preparation time while maintaining taste, familiarity, and nutritional value. This shift is directly benefiting convenience-oriented categories such as ready-to-cook (RTC) foods, meal kits, and semi-prepared food solutions.

A strong indicator of this trend is the rapid expansion of the RTC segment, which grew by 58% in volume in 2024,

substantially outpacing the broader packaged food market, which recorded approximately 8% growth during the same period. This sharp divergence highlights how convenience has become a primary purchase driver, rather than a secondary consideration, across multiple consumer segments. RTC products are increasingly being adopted as regular meal solutions rather than occasional substitutes, reflecting deeper integration into daily consumption habits.

Busy urban lifestyles and the rising number of working couples are further accelerating demand for time-efficient meal solutions, including meal kits and semi-processed foods that simplify cooking while reducing effort and planning time. These formats also help minimise food waste by offering portion-controlled and pre-measured ingredients, aligning with evolving consumer preferences for efficiency and sustainability in household consumption.

Overall, the growing preference for convenience and time-saving solutions is structurally reshaping India's food consumption landscape. The strong growth of RTC products, combined with lifestyle-driven demand for efficient meal preparation, is expected to remain a key driver supporting sustained growth across food staples, RTC categories, and related value-added food segments.

Shift in consumption pattern: from unbranded foods or home cooked foods to packaged RTC foods

India's food consumption behaviour is undergoing a structural transition, marked by a gradual shift away from unbranded foods and exclusively home-cooked meals toward packaged and ready-to-cook (RTC) food products. This change reflects evolving lifestyles, increased urbanisation, and changing household dynamics, where convenience, consistency, and time efficiency are becoming critical decision factors in food purchases.

Consumption data highlights the pace of this transition. While the overall packaged food market recorded a relatively modest growth of around 8%, the RTC segment witnessed a sharp 58% growth in 2024, significantly outperforming the broader category. This divergence underscores the growing consumer preference for semi-prepared and convenience-oriented food solutions that bridge the gap between raw ingredients and ready-to-eat products. RTC foods are increasingly being adopted not merely as occasional alternatives but as regular meal solutions within households.

The shift is clearly visible across a wide range of product formats, including dosa batters, curry mixes, and cake mixes, where consumers are increasingly opting for packaged options that simplify preparation without eliminating the experience of home-style cooking. Notably, yearly purchases in this category have doubled, indicating both higher penetration and increased frequency of consumption. This behavioural shift is being fuelled by urbanisation, a growing number of dual-income families, and fast-paced lifestyles, which collectively reduce the time available for traditional meal preparation.

Overall, the accelerating transition from unbranded and fully home-cooked foods to packaged RTC products represents a long-term structural change in India's food consumption landscape. The strong growth momentum of RTC foods suggests sustained demand expansion, supported by lifestyle changes and the growing acceptance of packaged solutions as part of everyday diets.

Changing consumption pattern: Acceptance of new tastes & changing preferences

India's food consumption patterns have undergone a lasting transformation following the COVID-19 pandemic, leading to a fundamental shift in dining behaviour, taste preferences, and food expectations. The pandemic permanently altered how consumers interact with food and foodservice, shaping new norms that continue to influence consumption trends in 2025. These changes have not only impacted dining formats but have also accelerated openness toward new cuisines, functional foods, and evolving eating occasions.

Post-pandemic, consumers have demonstrated a greater focus on hygiene and safety protocols, which has raised quality and compliance standards across the restaurant and foodservice ecosystem. The rise of contactless ordering and digital payments, along with increased acceptance of hybrid consumption models combining dine-in, delivery, and takeaway, has expanded exposure to a wider variety of cuisines and food formats. These changes have enabled consumers to experiment with new tastes in a lower-commitment, convenience-driven manner, thereby accelerating the adoption of non-traditional and global food options.

Changing consumption occasions have also played a significant role in shaping taste preferences. Data from quick commerce platforms indicates that 7 of the top 10 protein products ordered were protein bars, highlighting a growing preference for functional, protein-rich foods that align with modern lifestyles and health-conscious consumption. This trend reflects increasing acceptance of nutrition-forward products as everyday food choices rather than niche supplements.

Additionally, consumer behaviour data shows that Korean food orders peaked during evening and late-night hours, closely

aligning with binge-watching habits and social media-driven food discovery. This pattern illustrates how digital content consumption and social media influence are reshaping taste exploration, encouraging consumers to try global cuisines and new flavour profiles outside traditional mealtimes. Overall, the convergence of post-pandemic behavioural shifts, digital ordering ecosystems, and evolving lifestyle habits has significantly broadened consumer openness to new tastes, global cuisines, and functional food formats.

Increasing popularity of regional cuisines: Growth in awareness about regional cuisines & resultant demand

Indian food consumption is increasingly characterised by a growing appreciation for regional cuisines, driven by heightened cultural awareness, exposure to diverse food traditions, and improved accessibility through organised retail and digital food platforms. Consumers today are no longer confined to the cuisines of their immediate geography and are increasingly exploring regional flavours from across the country, reflecting a broader shift toward experiential and authenticity-driven food choices.

This growing awareness has been supported by multiple structural factors, including increased travel, migration to urban centres, and the influence of digital media and food-focused content. As consumers become more familiar with the diversity of Indian regional cuisines ranging from South Indian, Maharashtrian, Bengali, Rajasthani, and North-Eastern to lesser-known local food traditions there is rising demand for authentic regional taste profiles in both home-consumption and foodservice formats. This trend is encouraging experimentation and repeat consumption, particularly among urban and younger consumer segments.

The expansion of packaged and ready-to-cook (RTC) formats has further accelerated adoption of regional cuisines by reducing the complexity traditionally associated with preparing regional dishes. Products such as regional spice blends, batters, gravies, and meal mixes enable consumers to recreate authentic flavours conveniently, thereby widening the consumer base beyond native regions. As a result, regional cuisines are transitioning from occasional, restaurant-led experiences to regular at-home consumption options.

Overall, the increasing popularity of regional cuisines represents a meaningful demand driver within India's food staples and RTC ecosystem. Rising awareness, improved accessibility, and growing consumer preference for authenticity are collectively expanding demand for region-specific food products, supporting product innovation, portfolio diversification, and sustained growth across both organised retail and packaged food segments.

Demand Drives: South India market

Demand for staple foods in South India is structurally supported by the region's **high dependence on cereal- and pulse-based diets**, where rice and lentils constitute the primary source of daily caloric intake across income groups. Staple food consumption remains largely **non-discretionary and income-inelastic**, ensuring consistent baseline demand irrespective of economic cycles. The dominance of home-cooked meals, combined with multi-meal consumption patterns centered on rice-pulse combinations, results in sustained high-volume consumption. Unlike processed or convenience foods, staples are consumed daily and in fixed quantities, making demand predictable and resilient.

The southern region plays a significant role in India's staple food ecosystem, producing 518.1 lakh tonnes of food grains out of the country's total output of 3,430.8 lakh tonnes, underscoring its strong agricultural base and supply reliability. This substantial production capacity supports a large and growing population across southern states, where relatively larger household sizes translate into high aggregate consumption of staple grains. Rapid urbanisation has not weakened staple food demand; instead, it has reshaped consumption toward higher-quality, branded, and packaged staples, particularly in urban and peri-urban markets. Rising disposable incomes are further driving value growth through premium rice varieties, better-grade pulses, and increased inclusion of millets, while overall consumption volumes remain stable, expanding market value without diluting the structural importance of staples in the regional diet.

Government policy intervention acts as a critical stabilising driver for staple food demand. Widespread coverage under the **Public Distribution System (PDS)** ensures assured consumption of rice and pulses among economically vulnerable households, creating a strong institutional demand base. Additionally, procurement mechanisms such as minimum support prices and state-level food security schemes help maintain price stability and ensure consistent availability. Complementing this, increasing health awareness and government-led promotion of traditional grains have revived demand for millets such as ragi and foxtail millet, broadening the staple food basket while reinforcing long-term consumption sustainability.

Production-led availability and regional self-sufficiency

Staple food demand in South India is structurally anchored in the region's dominance in rice and coarse cereals, which together form the backbone of both agricultural production and everyday consumption. Unlike regions where staples compete with alternative food categories, South India's food system is organised around the assured availability of these two crops, making them integral to household food security, institutional feeding programmes, and public welfare distribution. This production-led availability ensures that staples remain physically accessible and economically viable across income segments, reinforcing habitual, high-frequency consumption. As a result, demand for staple grains in the region is driven less by discretionary choice and more by structural necessity, making it resilient to short-term price movements and economic cycles.

Rice remains the primary production and consumption crop in South India, directly shaping demand patterns. In Fiscal 2025, the region produced over 37 million tonnes of rice, compared with India's total rice output of 150.18 million tonnes, underscoring the South's critical role in sustaining national rice availability. Telangana alone contributed 17.45 million tonnes, accounting for 11.6% of India's rice production, while Andhra Pradesh produced 8.16 million tonnes (5.4%) and Tamil Nadu added 7.09 million tonnes (4.7%). This scale of rice output ensures uninterrupted regional availability, enabling rice to remain a non-substitutable dietary staple across rural households, urban consumers, foodservice operators, and public distribution systems. The assured presence of locally produced rice sustains consistent consumption volumes and anchors long-term demand stability irrespective of external supply disruptions.

Alongside rice, coarse cereals constitute the second major production pillar supporting staple food demand in the southern region. In Fiscal 2025, South India produced approximately 18.4 million tonnes of coarse cereals, out of India's total output of 63.92 million tonnes. Karnataka emerged as a dominant contributor with 8.59 million tonnes, accounting for 13.4% of national production, followed by Telangana with 3.79 million tonnes (5.9%), Tamil Nadu with 3.47 million tonnes (5.4%), and Andhra Pradesh with 2.57 million tonnes (4.0%). This strong and diversified coarse cereal production base ensures sustained availability of millets and maize, which are increasingly consumed through government nutrition schemes, institutional catering, and health-conscious urban households.

Importantly, the rise of coarse cereals in the regional production mix has not displaced rice consumption but has instead broadened the overall staple basket. Millets and maize add incremental demand layers by catering to nutrition-led consumption, institutional procurement, and policy-supported food programmes, while rice continues to dominate daily caloric intake. Together, the dual dominance of rice and coarse cereals converts agricultural output into a predictable, consumption-led offtake, supporting stable demand across households, public distribution systems, mid-day meal schemes, hostels, and commercial foodservice operators. This production-driven ecosystem ensures that staple food demand in South India remains volume-led, structurally resilient, and insulated from short-term supply and price volatility, reinforcing its long-term market stability.

Urbanisation, population density, and institutional demand are reinforcing staple food consumption

South India's staple food demand is underpinned by a large population base of approximately 27.4 crore people, combined with rapid urbanisation and high population density across key economic centres. Major southern cities such as Chennai, Bengaluru, Hyderabad, and Kochi act as employment and education hubs, attracting sustained rural-to-urban migration. With India's urban population projected to exceed 40% of the total population by 2030, South India is witnessing a steady concentration of consumers in urban and peri-urban clusters. This demographic shift has not reduced staple food intake; instead, it has rechannelled staple consumption into organised and institutional formats, where rice and coarse cereals remain the dominant caloric base.

High population density within this 27.4-crore consumer base directly translates into large, recurring volumes of staple grain consumption, particularly rice. Urban working populations, migrant labour clusters, students, and single-person households increasingly depend on hostels, corporate canteens, mess services, and food service providers for daily meals. These channels rely heavily on staples due to their affordability, scalability, and cultural acceptance, resulting in bulk procurement of rice and cereals rather than discretionary food items. As a result, urbanisation amplifies staple demand by aggregating individual consumption into high-volume institutional offtake.

Institutional demand is further strengthened by government food security and nutrition programmes that are explicitly staple-centric. Under the Pradhan Mantri Poshan Shakti Nirman (Mid-Day Meal Scheme), cooked meals containing rice are provided to approximately 11.8 crore children across more than 11 lakh schools nationwide, creating a large, policy-backed demand stream for food grains. Similarly, the Public Distribution System (PDS) under the National Food Security Act ensures regular distribution of subsidised rice and other staples to a significant share of households. Southern states, many of which supplement central allocations with state-level schemes, consistently record high PDS offtake, reinforcing baseline staple demand regardless of income or economic conditions.

Taken together, the combination of a large 27.4-crore population, accelerating urbanisation, and extensive institutional feeding programmes converts demographic scale into predictable, non-cyclical demand for staple foods. Unlike discretionary food categories, staples such as rice and coarse cereals benefit from simultaneous consumption across households, institutional kitchens, and welfare systems. This multi-layered demand structure ensures that staple food consumption in South India remains volume-driven, resilient to economic slowdowns, and structurally insulated from short-term income and market volatility, providing long-term demand visibility across the value chain.

High per-capita consumption driven by dietary patterns

Staple food demand in South India is underpinned by entrenched dietary habits and a large regional consumption base. The southern region supports a population of approximately 27+ crore people, making it one of the largest and most cereal-intensive consumer markets in the country. Rice and coarse cereals form the foundation of daily diets across income groups, resulting in consistently high per-capita and aggregate consumption of staple food grains.

Rice remains the dominant cereal staple in the region, accounting for a very high share of total cereal consumption, significantly higher than in wheat-dominant regions of North and West India. Consumption assessments indicate that rice constitutes over 90% of cereal intake in several southern states, reflecting deep-rooted food preferences aligned with local agro-climatic conditions and production patterns. This strong rice-centric consumption behaviour anchors long-term demand stability for staple grains, as rice continues to be consumed multiple times daily in traditional meal formats across rural and urban households.

Household consumption data from the Household Consumption Expenditure Survey (HCES) 2023 indicate that cereals, including rice and coarse grains, continue to account for a substantial share of monthly per-capita food consumption in southern India. While overall dietary diversification is visible at the national level, cereal consumption in the South remains comparatively resilient, with rice retaining its position as the largest single cereal component. In several southern states, per-capita rice consumption levels remain above national cereal consumption averages, highlighting the region's sustained dependence on rice as a primary calorie source.

Even as income levels rise and food baskets diversify, staple consumption in South India has not declined materially. Instead, households increasingly upgrade within the staple category, shifting toward better-quality rice and nutritionally positioned coarse cereals, while maintaining overall consumption volumes. As a result, rice and cereals continue to command a significant share of household food expenditure, making staple food demand relatively inelastic to short-term price movements or income variability. This combination of dietary preference, population scale, and consumption continuity ensures that staple food demand in South India remains structurally strong, volume-led, and predictable over the long term.

Climate suitability, food-grain production, and staple demand resilience (Fiscal 2025)

The southern region's staple food demand is closely linked to its climate suitability for food-grain cultivation, which supports consistent production of rice and coarse cereals across varying rainfall conditions. In Fiscal 2025, southern states together accounted for a meaningful share of India's total food-grain output, highlighting the region's ability to sustain staple production despite climatic variability. Within the region, Telangana accounted for around 6.0% of national food-grain production, followed by Karnataka at 4.1%, Andhra Pradesh at 3.3%, and Tamil Nadu at 3.1%. Kerala and Goa contribute relatively smaller shares, largely due to agro-climatic conditions, land availability, and cropping patterns.

This distribution reflects the southern region's agro-climatic advantage for staple crops, supported by a combination of irrigated river basins, monsoon rainfall, and suitability for both water-intensive rice and rain-fed coarse cereals. The region demonstrates flexibility in allocating acreage between rice, millets, maize, and pulses in response to rainfall patterns, reservoir levels, and seasonal water availability. Such adaptive cropping behaviour enables continuity in food-grain output even during uneven monsoon years, ensuring regular availability of staple foods across markets.

From a demand perspective, this climate-aligned production structure supports uninterrupted consumption of staples across households, institutional channels, and public distribution systems. Rice continues to dominate staple consumption, while coarse cereals increasingly complement diets through nutrition programmes and diversified consumption preferences. The ability to sustain food-grain production that aligns closely with regional dietary habits limits supply-side disruptions that could otherwise affect staple consumption volumes.

Innovations & Trends

Product Innovation and Variety

Product innovation and expansion of product variety have become key strategic levers for food staples and ready-to-cook (RTC) players in India, as consumer expectations evolve beyond basic functionality toward choice, differentiation, and experiential value. Manufacturers are increasingly diversifying their portfolios to address multiple consumption occasions, dietary preferences, and taste profiles, enabling them to move away from commoditised offerings toward more value-added and specialised products.

Innovation is increasingly focused on extending traditional food categories into differentiated variants, including regional, functional, health-oriented, and convenience-led formats. Staple products such as flours, grains, batters, and mixes are being offered in multiple forms to cater to varying consumer needs, ranging from everyday use to specialised dietary requirements. This approach allows companies to leverage existing consumption habits while simultaneously introducing novelty and premiumisation within familiar categories.

In the RTC segment, variety-driven innovation is particularly evident through the expansion of cuisine options, flavour profiles, and meal formats. Brands are introducing a broader range of regional Indian and global-inspired offerings to meet growing consumer interest in experimentation and variety without increasing cooking complexity. Additionally, innovations in pack sizes, portion-controlled formats, and modular meal components are enabling flexibility, reducing food waste, and improving affordability. Collectively, the emphasis on product innovation and variety is supporting higher consumer engagement, repeat purchases, and long-term category growth across the food staples and RTC market.

Sustainability and Ethical Consumerism

Sustainability and ethical consumerism are increasingly influencing product development, sourcing strategies, and brand positioning within India's food staples and ready-to-cook (RTC) industry. Consumers are becoming more conscious of the environmental and social impact of their food choices, prompting manufacturers to adopt practices that emphasise responsible sourcing, reduced waste, and environmentally friendly operations. This shift is encouraging the use of sustainably sourced raw materials, improved traceability across supply chains, and greater transparency in production processes.

Packaging innovation is also playing a role in sustainability-led trends, with companies exploring recyclable, biodegradable, and reduced-plastic packaging formats to align with evolving consumer expectations. Ethical considerations such as support for local farmers, traditional farming practices, and fair procurement are increasingly being integrated into brand narratives, particularly among premium and health-focused food brands. These developments are strengthening consumer trust and influencing purchasing decisions, especially among urban and younger demographics.

Supporting personalized nutrition through innovative formulations

The growing emphasis on personalised nutrition is shaping innovation across food staples, RTC products, and functional food categories. Consumers are increasingly seeking food solutions tailored to specific dietary needs, lifestyle choices, and wellness goals, such as higher protein intake, improved digestion, balanced nutrition, or plant-based diets. In response, manufacturers are developing innovative formulations that allow customisation without significantly altering familiar consumption habits.

This trend is evident in the development of specialised variants, blends, and modular food formats that enable consumers to select products aligned with their individual preferences and health objectives. Ingredient innovation, functional fortification, and targeted formulations are supporting this shift, allowing brands to address diverse consumer requirements while maintaining scalability. Personalised nutrition-focused innovation is also encouraging deeper consumer engagement, as products are increasingly positioned as solutions rather than commodities.

Others

Beyond sustainability and personalised nutrition, several other innovation trends are shaping the evolution of India's food staples and RTC market. These include greater emphasis on clean-label formulations, simplification of ingredient lists, and reduction of artificial additives to meet growing consumer demand for transparency and natural food products. Brands are also focusing on improving product shelf life and consistency without compromising taste or nutritional integrity.

Additionally, digitalisation and data-led insights are increasingly guiding product development and portfolio expansion. Consumer feedback, purchasing behaviour, and platform-driven analytics are being used to refine product offerings, identify emerging taste preferences, and accelerate innovation cycles. Together, these trends reflect a broader industry shift toward consumer-centric innovation, enabling food manufacturers to remain relevant in a rapidly evolving consumption landscape.

Regulatory Landscape

Analysis of key regulatory policies / programs that has an impact on the functioning of the industry

The food contract manufacturing, packaged food, breakfast cereals & snack food, food staples (grains, pulses, milled products), ready-to-cook (RTC), and sprouted grain flour industry in India is significantly shaped by a combination of incentive-based manufacturing schemes, MSME formalisation programs, infrastructure development initiatives, and policy reforms under the Make in India framework. These interventions collectively aim to enhance value addition, improve food safety and quality, strengthen supply chains, promote sustainability, and build globally competitive Indian food brands.

Production Linked Incentive (PLI) Scheme for Food Processing Industry

The Production Linked Incentive Scheme for Food Processing Industry (PLISFPI), approved in March 2021 with a total outlay of ₹ 10,900 crore and a tenure from Fiscal 2022 to Fiscal 2027, is a cornerstone policy supporting large-scale manufacturing and brand building in the food processing sector. The scheme provides financial incentives to encourage capacity expansion, modernisation, and competitiveness in high-growth food categories. It covers four major product segments Ready-to-Cook (RTC) / Ready-to-Eat (RTE) foods including millet-based products, processed fruits and vegetables, marine products, and mozzarella cheese along with innovative and organic products manufactured by MSMEs, such as free-range eggs, poultry meat, and egg products. Eligible applicants include Indian-registered companies, LLPs, partnerships, proprietary firms, cooperatives, and MSMEs. The scheme directly benefits packaged food, cereals, snacks, and RTC manufacturers by incentivising scale, technology adoption, export orientation, and the creation of strong Indian brands.

PLI Scheme for Millet-based Products

To promote sustainable and nutrition-focused food systems, the government introduced a dedicated PLI Scheme for Millet-based Products in Fiscal 2023 with an outlay of ₹ 800 crore. This scheme supports processing of millets into value-added products such as breakfast cereals, RTC foods, snacks, and flours. Given millets' lower water requirement, climate resilience, and high nutritional value, the scheme aligns closely with sustainability goals while opening growth opportunities for manufacturers of cereals, RTC products, and functional grain-based foods.

Pradhan Mantri Formalisation of Micro Food Processing Enterprises (PMFME) Scheme

The PMFME Scheme focuses on formalising and strengthening micro food processing units, which form the backbone of India's food staples, RTC, and grain-based processing ecosystem. The scheme provides credit-linked capital subsidy of 35% of eligible project cost, capped at ₹ 3 crore for groups (FPOs, cooperatives, SHGs, government agencies) establishing common infrastructure and ₹10 lakh per unit for individuals and enterprises setting up or upgrading processing units. The One District One Product (ODOP) approach, implemented across 713 districts with 137 unique products, enables cluster-based development, economies of scale, and improved market access. Additional support through seed capital for SHGs, branding and marketing grants (50% support), and structured capacity-building and entrepreneurship training enhances the viability and competitiveness of micro and small food processors, including those engaged in grains, pulses, milled products, RTC foods, and sprouted grain flours.

Pradhan Mantri Kisan SAMPADA Yojana (PMKSY)

PMKSY addresses critical infrastructure and technology gaps in the food processing sector, particularly for SMEs. The scheme supports the development of cold chains, food processing units, integrated supply chains, and quality assurance infrastructure, thereby reducing post-harvest losses and improving storage and logistics efficiency. As of recent updates, 1,281 projects have been approved under PMKSY, contributing to capacity expansion, improved product quality, and enhanced market access. PMKSY has also generated significant employment, with an estimated 13.09 lakh jobs, largely in rural areas. Its R&D component supports innovation in food quality, safety standards, and processing technologies, while the Food Safety and Quality Assurance Infrastructure sub-scheme funds the establishment and upgradation of food testing laboratories critical for compliance with FSSAI regulations and global export standards.

Ethanol Blended with Petrol (EBP) Programme and Grain-based Ethanol Policies

The government's push to increase ethanol production under the Ethanol Blended with Petrol (EBP) Programme has indirect implications for food staples and grain availability. Interest subvention schemes introduced between 2018 and 2022 offer 6% interest subvention or 50% of interest cost (whichever is lower) for five years, with a one-year moratorium, to support new and expanded distilleries. The inclusion of grain-based ethanol production in 2021 affects demand-supply dynamics for

cereals, influencing raw material pricing and availability for food processors, particularly those dependent on grains and milled products.

Make in India – Food Processing Sector Initiatives

Under the Make in India programme, the food processing sector has emerged as one of the fastest-growing segments within organised manufacturing, outperforming overall manufacturing growth between Fiscal 2014 and Fiscal 2024. The policy allows 100% FDI through government approval, which has been a key driver for investment, technology transfer, and global integration. A 2025 Standing Committee report highlighted both progress and gaps, noting that only 42% of allocated funds (₹830 crore) had been disbursed by March 2025. The Committee recommended strengthening FSSAI compliance mechanisms, increasing trained manpower, completing pending food testing laboratories under PMKSY, and upgrading existing labs measures that directly affect operational standards, compliance costs, and quality assurance across packaged foods, cereals, snacks, and RTC products.

Collectively, these regulatory policies and programmes create a supportive but compliance-intensive ecosystem for the food processing industry. Incentive schemes such as PLI, PMFME, and PMKSY drive capacity expansion, formalisation, innovation, and brand building, while food safety, quality assurance, and sustainability-linked policies raise operational standards. For manufacturers across packaged foods, cereals, snacks, staples, RTC foods, and sprouted grain flours, these initiatives enhance long-term growth prospects, export readiness, and resilience, while requiring continuous alignment with evolving regulatory, safety, and sustainability requirements.

Insight on policy initiatives aimed at strengthening the industry

Recent policy initiatives by the Food Safety and Standards Authority of India (FSSAI) are aimed at strengthening India's food processing ecosystem by improving safety oversight, enhancing transparency, aligning domestic regulations with global standards, and promoting sustainable manufacturing practices. These measures are particularly relevant for food contract manufacturing, packaged food, breakfast cereals, snack foods, RTC products, and allied segments, as they directly influence compliance requirements, product design, sourcing strategies, and long-term competitiveness.

1. Food Safety and Standards (Import) First Amendment Regulations, 2025.

FSSAI has notified the Food Safety and Standards (Import) First Amendment Regulations, 2025, which tighten food import testing norms and will come into force from 1 May 2026. The policy is intended to enhance the efficiency, credibility, and global alignment of India's food import control system, thereby improving the quality of imported ingredients and finished food products entering the domestic market.

- Mandates the use of FSSAI-prescribed analytical methods by food testing laboratories.
- Permits adoption of internationally validated methods (AOAC, ISO, BIS, Codex Alimentarius, IUPAC, Food Chemicals Codex, etc.) where domestic methods are unavailable.
- Improves testing reliability and turnaround time, reducing delays in import clearance.
- Strengthens oversight of imported raw materials used by packaged food, cereal, and RTC manufacturers.
- Supports smoother trade flows while ensuring higher safety and quality standards.

2. Review of Food Labelling Regulations and Proposal for Front-of-Pack Nutrition Labelling

FSSAI has convened a national stakeholder consultation to review existing food labelling, advertising, and claims regulations, following directions from the Supreme Court. The objective is to evaluate implementation challenges, strengthen consumer protection, and align India's labelling framework with international best practices.

- Proposal to introduce front-of-pack nutrition labelling (FOPL), particularly warning labels for foods high in fat, sugar, or salt (HFSS).
- Review of the effectiveness of current labelling norms, including the proposed Indian Nutrition Rating system.
- Focus on improving transparency and informed consumer choice, especially for packaged foods, cereals, and snacks.

- Emphasis on restricting misleading claims and marketing to children.
- Encourages manufacturers to reformulate products and adopt healthier nutritional profiles over time.

3. *Draft Food Safety and Standards (Packaging) Amendment Regulations, 2025*

In October 2025, FSSAI opened a public consultation on the draft Packaging Amendment Regulations, 2025, proposing the prohibition of certain hazardous substances in food contact materials. This initiative reflects India's move toward safer and more sustainable food packaging practices.

- Proposed ban on Bisphenol A (BPA) and its derivatives in food contact polycarbonate and epoxy resins.
- Proposed ban on poly- and perfluoroalkyl substances (PFAS) in food contact materials.
- Aims to reduce chemical migration risks from packaging into food products.
- Aligns India's packaging standards with evolving global environmental and safety norms.
- Encourages innovation in non-toxic, sustainable, and compliant packaging alternatives for packaged foods, RTC products, and cereals.

Collectively, these policies represent a shift toward quality-led, safety-driven, and sustainability-oriented growth of the food processing industry. While they increase compliance intensity and may raise short-term operational costs for manufacturers, they are expected to enhance consumer trust, export readiness, and long-term competitiveness of Indian food manufacturers. For contract manufacturers and branded food players alike, these measures create a more structured, globally aligned operating environment that supports sustainable industry development over the medium to long term.

Opportunities Arising from India's Free Trade Agreements (FTAs)

India's expanding trade engagement through bilateral and regional agreements has played an increasingly important role in enhancing the country's export competitiveness across manufacturing and agri-based sectors, including food processing and value-added food products. These agreements aim to reduce tariff and non-tariff barriers, facilitate smoother customs procedures, and improve regulatory cooperation, thereby enabling Indian manufacturers to access larger consumer markets with greater ease. For the food and functional food industry in particular, FTAs support export diversification, encourage contract manufacturing and private-label opportunities, and help position India as a cost-competitive sourcing hub for global markets.

As per the Ministry of Commerce and Industry, Government of India, the country has signed 13 Regional Trade Agreements and Free Trade Agreements with various countries and regions, including Japan, the Republic of Korea (South Korea), the Association of Southeast Asian Nations (ASEAN), member countries of the South Asian Association for Regional Cooperation (SAARC), Mauritius, the United Arab Emirates, and Australia. Over the past decade, India's merchandise exports to these partner regions have recorded sustained growth, reflecting the positive impact of improved market access, tariff concessions, and deeper trade integration enabled through these agreements.

More recently, India signed the India–Oman CEPA on 18 December 2025, under which 98% of Indian exports including textiles, engineering goods and food products will receive duty-free access to Oman, with the agreement expected to come into force in Q1 2026. Such agreements are expected to enhance export competitiveness for Indian processed food and value-added agri products in West Asian markets.

In addition, the India–EU FTA, currently under negotiation, is widely regarded as a strategically significant trade pact and is expected to create substantial opportunities for India's agri and processed food sectors. Under the proposed framework: Approximately 20.3% of tariff lines covering ~2.9% of India's exports could receive zero-duty access over 3–5 years for select products including certain marine and processed food items.

The agreement aims to eliminate tariffs on over 90% of tariff lines by the EU (91% by value) and 86% of tariff lines by India (93% by value), with overall trade liberalisation coverage expected to reach 99.3% for the EU and 96.6% for India. Preferential access for agricultural and processed food products such as tea, coffee, spices, fruits, vegetables, gherkins, and other processed foods is expected to improve competitiveness of Indian exports in European markets.

The agreement is also expected to support farmer incomes, rural livelihoods, and value-added agri exports, while India has retained safeguards for sensitive sectors such as dairy, cereals, poultry and select crops.

Overall, India's expanding FTA network is expected to support export-oriented growth across the food processing and functional food ecosystem by improving duty competitiveness in key markets, enabling contract manufacturing and private-label export opportunities, supporting diversification into premium global markets, and strengthening integration into global food value chains.

Fortified Flour in India's Nutrition Ecosystem

Fortified flour has emerged as a key component of India's broader fortified foods landscape, driven by the need to address widespread micronutrient deficiencies through commonly consumed staple foods. As wheat flour and millet-based flours form a significant part of daily diets across regions, fortification has gained policy and industry support as a practical and scalable nutrition intervention. Over time, initiatives led by government agencies, state distribution systems and institutional feeding programmes have helped integrate fortified flour into mainstream consumption channels, increasing both availability and awareness. With continued emphasis on nutrition security, expansion of fortified staples through public programmes and growing acceptance of nutrition-positioned food products, fortified flours are increasingly being positioned as an important segment within India's evolving food and nutrition ecosystem.

Fortified staple foods, particularly wheat and millet flours, are being actively promoted in India as a scalable intervention to address micronutrient deficiencies such as iron and vitamin deficiencies. Given the widespread daily consumption of cereal-based staples, fortification of flour has emerged as one of the most effective vehicles for delivering essential nutrients at population scale. Over the past decade, fortified staples have evolved from pilot public-health initiatives to mainstream adoption across government distribution systems and institutional feeding programmes, positioning fortified flour as a key component of India's nutrition security strategy. Large-scale institutional procurement has played a central role in mainstreaming fortified flour consumption across India.

Public Distribution System (PDS): Government procurement for distribution to low-income households has created steady demand for fortified wheat flour.

Nutrition & Welfare Programmes: Institutional schemes such as school meal programmes and ICDS have supported bulk procurement of fortified staples.

State-Level Implementation Examples:

Himachal Pradesh has implemented fortified wheat flour distribution through PDS covering approximately 70 lakh beneficiaries

Kerala State Civil Supplies Corporation (SUPPLYCO) produces around 60,000 metric tonnes of fortified wheat flour annually, with nearly 90% distributed through ration shops, reaching over 85 lakh families also Ladakh has introduced fortified wheat flour distribution through the PDS benefiting around 2 lakh people

These initiatives demonstrate how fortified flour has transitioned from pilot interventions to embedded components of public nutrition delivery systems. There is increasing policy emphasis on fortified flours derived from nutrient-dense cereals such as millets. India accounts for approximately 38.4% of global millet production (FAO), providing a strong raw material base for fortified millet and multigrain flour products. National initiatives promoting millets as nutritionally rich and climate-resilient crops are expected to further support adoption of fortified multigrain and millet-based flours across both institutional and retail segments.

The fortified flour segment in India has gradually moved from being a targeted public-health intervention to a more mainstream staple category. Expansion across public distribution systems, growing awareness of micronutrient deficiencies, and increasing acceptance of nutrition-positioned staples have supported this transition. As a result, fortified wheat and millet flours are emerging as key components of India's fortified foods ecosystem, with opportunities spanning institutional procurement, branded retail products and value-added staple categories.

Overall, fortified flours particularly wheat and millet-based variants are emerging as critical vehicles for improving nutritional outcomes at scale in India. Supported by government-led nutrition programmes, institutional procurement and growing awareness of micronutrient deficiencies, fortified staples have transitioned from targeted public-health interventions to increasingly mainstream consumption across both welfare and retail channels. With continued policy emphasis on food

fortification, expansion of fortified staples through public distribution systems and rising consumer interest in healthier staple foods, fortified flours are expected to remain an important segment within India's broader fortified foods ecosystem, offering sustained opportunities across institutional supply chains, branded packaged staples and value-added grain-based products.

Processing of Tree Nuts and End-Use Applications in Bakery Products

Nuts such as almonds and other tree nuts are commonly processed into value-added formats including diced, slivered and blanched forms to improve usability across food manufacturing applications. These processing steps enhance texture consistency, visual appeal and ease of incorporation into finished products, making processed nuts suitable for use across bakery, confectionery, snacks and ready-to-eat food categories. Blanching involves removal of the outer skin through heat or steam treatment to achieve a uniform appearance and flavour profile; while slivering and dicing enable nuts to be supplied in standardised sizes that are easier to handle and integrate into industrial food production processes.

Blanching involves the removal of the outer skin of nuts commonly almonds, peanuts and hazelnuts through heat or steam treatment followed by cooling and peeling. This process improves appearance, texture and flavour consistency, while also making nuts more suitable for use in bakery, confectionery and dairy applications. Slivering refers to slicing nuts into thin elongated pieces, typically used as toppings or inclusions in sweets, bakery products and ready-to-eat foods. Dicing involves cutting nuts into small uniform cubes or granules, allowing for easy incorporation into snack mixes, chocolates, breakfast cereals and processed food formulations. These processing steps help standardise size, improve handling efficiency and ensure consistency in end-product formulations.

In the context of the Indian bakery segment represents a key end-use industry for processed nut ingredients such as diced, slivered and blanched nuts used in premium and value-added product variants. In recent years, production in the segment has moderated from around 659 million kg in FY2021 to approximately 565 million kg in FY2025, reflecting short-term adjustments linked to input cost pressures, supply chain disruptions and evolving consumer dietary preferences. Despite this moderation, underlying demand drivers remain intact, supported by increasing snacking occasions, product innovation and growing consumer preference for premium and healthier variants such as multigrain, digestive and low-sugar cookies. As manufacturers continue to introduce value-added and premium offerings, the use of processed nut inclusions in select biscuit and cookie formats is expected to remain relevant, although credible industry-level data on the exact usage share of nuts in this segment is limited in the public domain.

Threats & Challenges

Key threats & challenges facing the industry



Competitive Landscape

The competitive landscape across India's food staples, ready-to-cook (RTC), and food contract manufacturing segments is highly diverse, with participation from large FMCG companies, regional and mid-sized players, private labels, and emerging niche brands. The food staples segment is relatively mature and scale-driven, where competition is led by strong brands with extensive sourcing networks and nationwide distribution. Pricing, supply chain efficiency, and brand trust remain key differentiators, although premium and health-oriented variants are gradually introducing elements of product differentiation within an otherwise commoditised market.

In contrast, the RTC segment is more fragmented and innovation-intensive, characterised by frequent product launches, shorter innovation cycles, and greater emphasis on taste, convenience, and menu variety. Competition in this segment includes established FMCG players expanding their convenience food portfolios, alongside regional specialists and digital-first brands targeting specific cuisines or consumption occasions. Private labels and quick-commerce-led assortments are further intensifying competition, making agility, speed-to-market, and brand positioning critical success factors.

The food contract manufacturing segment operates largely behind the scenes and is marked by a fragmented base of small to mid-sized manufacturers, with competition centred on quality standards, regulatory compliance, scalability, and cost

efficiency. While entry barriers are moderate, rising compliance requirements and client expectations around certifications and traceability are increasing operational complexity. Long-term client relationships and customised production capabilities provide some stability; however, pricing pressure and capacity utilisation remain key competitive challenges. Overall, the competitive landscape across these segments is evolving toward greater emphasis on operational capability, innovation, and reliability, alongside traditional scale and pricing advantages.

Analysis of key factors shaping competition in the sector

Competition across the food staples, ready-to-cook (RTC), and food contract manufacturing segments is primarily shaped by scale, distribution reach, and brand strength, particularly in the staples category where pricing and supply chain efficiency remain critical. Large FMCG players benefit from established procurement networks, nationwide distribution, and strong brand recall, enabling them to operate at lower unit costs and maintain competitive pricing. In parallel, the expansion of organised retail and digital commerce platforms has intensified competition by lowering market access barriers for new and regional brands, increasing shelf competition and accelerating product turnover.

In the RTC and contract manufacturing segments, competition is increasingly driven by innovation capability, operational agility, and compliance standards. Shorter product life cycles, rapidly changing consumer preferences, and rising demand for customised and differentiated offerings favour players that can quickly innovate and scale production. At the same time, stricter food safety regulations and client audit requirements are raising expectations around quality, traceability, and process control, influencing competitive positioning and favouring organised and compliant manufacturers.

Analysis of entry barriers / other factors

Capital and Infrastructure Requirements: Establishing scalable manufacturing facilities, cold chain infrastructure, and quality-controlled processing units requires significant upfront capital investment, particularly for RTC and contract manufacturing operations.

Regulatory Compliance and Certifications: Adherence to food safety standards, labelling norms, and client-specific certifications increases compliance complexity and raises entry barriers, especially for new or smaller players.

Distribution Access and Shelf Space: Securing visibility in modern retail, e-commerce platforms, and quick-commerce channels is competitive and often requires strong trade relationships, promotional spend, and consistent supply capability.

Brand Trust and Consumer Acceptance: Building credibility and trust in food products especially in staples and health-oriented categories takes time and sustained investment, creating an intangible but significant entry barrier.

Economies of Scale and Cost Competitiveness: Established players benefit from scale-driven cost advantages in procurement, production, and logistics, making it challenging for new entrants to compete on price while maintaining margins.

Company Profiling: Functional & Innovative Foods Limited

Company Overview:

Functional & Innovative Foods Ltd., incorporated in 2020, is a prominent Indian food contract manufacturing company headquartered in Andipalayam Village, Tiruchengode, Namakkal district, Tamil Nadu. The company specializes in private-label and contract manufacturing solutions, offering end-to-end product development from formulation and processing to packaging of fully finished food products ensuring consistent quality and market readiness. Its branding appears on all product packaging, reinforcing credibility and visibility across distribution channels. With over three decades of industry expertise, Functional & Innovative Foods has established itself as a pioneering player in India's health and functional foods segment.

The company focuses on breakfast cereals, millet-based foods, and ready-to-cook mixes, blending traditional Indian flavors with modern convenience. Its products are designed to deliver nutritional value, great taste, and ease of preparation, catering to health-conscious and time-pressed consumers. Committed to quality, innovation, and sustainability, Functional & Innovative Foods develops wholesome, functional food solutions that support overall well-being. The company offers a diverse portfolio of over 25 product offerings across 700 SKUs, including Pancakes, Flakes, Muesli, Granola, Health Mix, Baby Food, Trail Mix, Sugar Substitutes, Chilla & Dosa Mixes, Oats, Chia Seeds, Nut-Fruit-Seed Trail Mix, and Pasta many crafted from millets and other superfood ingredients. Its esteemed clients include Slurrp, Big Basket, The Whole Truth, Millet Bank, Urban Platter, Kellogs, Marico, and others. Based on the selected peer set comprising Hindustan Foods Limited and Ganesh Consumer Products Limited, *Functional & Innovative Foods Limited appears to be the fastest-growing company*

in terms of revenue growth, with a revenue CAGR of approximately 50.21% over Fiscal 2023 to Fiscal 2025. In comparison, Hindustan Foods Limited and Ganesh Consumer Products Limited recorded lower revenue growth over the same period. This reflects the Company’s relatively stronger scale-up in operations among the selected peer group during the period under review

Key Customer Segments Served:

Retail & FMCG Brands: Functional & Innovative Foods serves retail and FMCG brands with innovative, health-oriented food products. The company supports brand owners through private-label manufacturing and customized formulations. Its capabilities help brands respond quickly to changing consumer preferences. This segment is central to the company’s growth strategy.

Institutional & B2B Clients: The company caters to institutional buyers and B2B customers with bulk food products, premixes, and customized solutions. These offerings are designed to meet large-scale consumption needs with consistent quality. Strong process control and compliance ensure reliability for long-term partnerships. This segment supports stable, volume-driven demand.

Health & Wellness-Oriented Consumers: Through its product portfolio, the company indirectly serves health-conscious consumers seeking nutritious, millet-based, and functional food options. Its focus on innovation and nutrition aligns with evolving dietary trends. This segment reflects the company’s commitment to wellness-driven food solutions.

Key Strengths:

Expertise in Functional & Millet-Based Foods: Functional & Innovative Foods Pvt. Ltd. has developed strong domain expertise in functional, nutrition-enhanced, and millet-based food products. The company’s focus on millets, health-forward ingredients, and balanced formulations aligns closely with changing consumer preferences and national initiatives promoting millet consumption. This specialization enables the company to create products that combine nutrition, taste, and functionality, strengthening its position in the health and wellness food segment.

Advanced Processing & Extrusion Technology: The company is equipped with modern food processing and extrusion technologies including automated systems that support the manufacture of a wide range of products, including extruded snacks, millet flakes, noodles, and pasta. These advanced capabilities ensure uniform quality, improved shelf life, and efficient large-scale production. The use of technology-driven processes allows the company to maintain consistency while rapidly scaling output to meet growing demand.

Strong Brand Visibility and Trust: The prominent display of Functional & Innovative Foods’ name on all products fosters trust and brand association, attracting businesses looking to launch or expand their product lines. This positioning establishes the company as a reliable gateway for emerging brands while deepening collaborations with existing partners.

Customization & Private Label Manufacturing Capability: Functional & Innovative Foods offers comprehensive customization and private-label manufacturing services for B2B, institutional, and FMCG clients. From product formulation and ingredient selection to packaging and scalable production, the company provides end-to-end solutions. This flexibility allows partner brands to launch differentiated products efficiently while relying on a dependable manufacturing partner. *Functional & Innovative Foods have one of the largest SKU counts among the leading food contract manufacturing players with a national presence and diversified product category offering.*

Global Recognition: As the flagship entity of its group, Functional & Innovative Foods holds internationally recognized certifications, including ISO 22000, BRCG, USFDA, GMP, and Halal, positioning it as a trusted partner for export-oriented and global markets. & Innovative Foods is among the few companies in India to hold the BRC Global Standard for Food Safety certification.

Peers Profiling

Company Name	Overview
Hindustan Foods Limited	Hindustan Foods Limited (HFL) is an India-based public company incorporated in 1984 and engaged primarily in contract manufacturing of fast-moving consumer goods (FMCG) across food and non-food categories. Headquartered in Mumbai, the company operates as a multi-category contract manufacturer supplying products for brand owners across segments such as foods and beverages, personal care, home care and leather products, with manufacturing competencies spanning formulation, processing, packaging and private-label production. The company originated with a focus on food processing and has subsequently diversified into

**Ganesh Consumer
Products Limited**

multiple FMCG categories following a change in shareholding in 2013, when the Vanity Case Group acquired a controlling stake and expanded its manufacturing footprint and product range. HFL functions as a listed entity on Indian stock exchanges and operates manufacturing facilities across several locations in India, supporting retail and institutional supply through business-to-business manufacturing partnerships and private-label arrangements. The firm holds standard corporate registrations and operates as a contract manufacturing platform serving domestic and export markets within the packaged consumer goods and food-processing industry.

Established in 2000 and headquartered in Kolkata, West Bengal, Ganesh Consumer Products Limited is an India-based fast-moving consumer goods (FMCG) company engaged in the manufacturing and marketing of packaged food products. The company operates across multiple consumer staple categories including whole wheat flour (atta), refined wheat flour (maida), semolina (sooji), roasted gram flour (sattu), gram flour (besan), cracked wheat (dalia), spices, ethnic snacks, instant food mixes, and other grain-based food products marketed primarily under the “Ganesh” brand. The company’s product portfolio comprises 32 products and 225 stock keeping units (SKUs) catering to a broad range of consumer preferences and consumption occasions.

The company operates a multi-location manufacturing network comprising seven facilities located across West Bengal, Uttar Pradesh, and Telangana. These facilities support the production of a diversified range of food products and are equipped with automated processing systems, quality control laboratories, and food safety management infrastructure. Ganesh Consumer Products Limited maintains an extensive procurement network for key raw materials such as wheat, gram, and spices sourced from various agricultural regions across India. Its products are distributed through business-to-consumer (B2C) and business-to-business (B2B) channels, serving retail customers, institutional buyers, foodservice establishments, and other commercial customers. Over the years, the company has expanded its product portfolio through the introduction of new product variants and categories, strengthening its presence within the packaged food and consumer staples market.

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Financial KPI:

Particulars	Unit	Functional & Innovative Foods Limited				Hindustan Foods Limited				Ganesh Consumer Products Limited			
		For the Period / Year ended on				For the Period / Year ended on				For the Period / Year ended on			
		31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23	31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23	31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23
Revenue from Operations	(₹ in Million)	2,324.43	2,601.17	1,614.27	1,152.84	30,315.10	35,643.80	27,547.13	25,981.31	6,533.61	8,504.62	7,590.73	6,107.51
Profit After Tax	(₹ in Million)	256.08	232.22	137.59	32.23	1,030.60	1,096.40	930.17	711.17	328.50	354.32	269.92	271.03
Revenue CAGR	(In %)		NA		50.21		NA		17.13		NA		18.00
EBITDA	(₹ in Million)	369.66	338.29	208.65	68.83	2,532.10	2,931.50	2,217.26	1,732.10	680.61	732.38	633.54	561.44
EBITDA Margin	(In %)	15.90	13.01	12.93	5.97	8.35	8.22	8.05	6.67	10.42	8.61	8.35	9.19
PAT Margin	(In %)	11.00	8.91	8.49	2.79	3.39	3.06	3.37	2.73	5.00	4.14	3.53	4.41
Return on Equity	(In %)	51.74	85.58	69.40	42.72	NA	14.27	18.22	20.95	NA	15.81	12.68	14.21

Note: We used Consolidated Financial Statements for Hindustan Foods Limited and Standalone Statements for Ganesh Consumer products Limited.

NA means Not Available

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OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read **“Forward-Looking Statements”** on page 27 for a discussion of the risks and uncertainties related to those statements and also the section **“Risk Factors”** on page 28 for a discussion of the risks that may affect our business, financial condition, or results of operations, and **“Restated Consolidated Financial Information”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on pages 302 and 377, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

We have included several operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Our Company has acquired Christy Quality Foods (India) Private Limited (**“CQFIPL”**) pursuant to a transfer of equity shares effective as at April 01, 2024. Subsequently, with effect from April, 2024, CQFIPL became a wholly owned subsidiary of our Company. Prior to the completion of the acquisition of CQFIPL by us, CQFIPL was under the control of our Promoter. For further information, see **“History and Certain Corporate Matters — Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years”** on page 271. Accordingly, the Restated Consolidated Financial Information has been prepared after consolidated the operations of CQFIPL, in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations with effect from April 1, 2022 as these transactions are considered common control transactions under Appendix C of Ind AS 103.

We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators and certain non-GAAP measures, some of which may not be derived from our Restated Consolidated Financial Information and may not have been subjected to an audit or review by our Statutory Auditor, and each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. Furthermore, such measures and indicators are not defined under Ind AS, IFRS, U.S. GAAP or other accounting standards, and therefore should not be viewed as substitutes for performance, liquidity or profitability measures under such accounting standards. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

Unless otherwise indicated, the industry and market-related information contained in this Draft Red Herring Prospectus is derived from the report titled **“Industry report on Food Contract Manufacturing and related food categories”** dated June 29, 2026 (the **“D&B Report”**), which has been commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged Dun & Bradstreet (**“D&B”**), in connection with the preparation of the D&B Report pursuant to an engagement letter dated December 19, 2025. A copy of the D&B Report is available on the website of our Company at www.functionalinnovativefoods.com until the Bid/Offer Closing Date and has also been included in **“Material Contracts and Documents for Inspection”** on page 507. D&B is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, KMPs, SMPs, nor the BRLM are a related party to D&B as per the definition of “related party” under the Companies Act, 2013. The information included in this section includes excerpts from the D&B Report and may have been reordered by us for the purposes of presentation. Further, the D&B Report was prepared on the basis of information as of specific dates and opinions in the D&B Report, may be based on estimates, projections, forecasts and assumptions that may be as of such dates. D&B has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. Further, the D&B Report is not a recommendation to invest or disinvest in any company covered in the D&B Report. Prospective investors are advised not to unduly rely on the D&B Report. For more information, see **“Risk Factors - This Draft Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, Dun & Bradstreet Information Services India Private Limited, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer”** on page 56.

Unless the context otherwise indicates, all references to the terms “we”, “us” and “our” are to our Company and our

Subsidiary on a consolidated basis. Our Company's Financial Year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information as of and for the nine-months period ending December 31, 2025 and for the Fiscal 2025, 2024 and 2023 included herein is derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

For definitions of technical and industry related terms used in this section, please see “Definitions and Abbreviations – Technical and Industry Related Terms” on page 21.

OVERVIEW

We are an integrated food contract manufacturing company offering a diversified product portfolio to businesses of varying scales, from emerging brands to multi-national Fast Moving Consumer Goods (FMCG) companies with a focus on quality and food safety. We are one of the fastest growing food manufacturing companies among the Selected Peers in terms of revenue, having grown at a CAGR of 50.21% from Fiscal 2023 to Fiscal 2025. (Source: D&B Report) Our operations are primarily undertaken through private label manufacturing arrangements, under which we manufacture and package food products marketed under our customers' brands and offer a portfolio of ready formulations with customized options relating to packaging design, pack size and flavour adjustments.

We offer end-to-end product development solutions across a broad and growing range of product categories including Ready to Eat (RTE) and Ready to Cook (RTC) products, staples, sugar alternatives, spices and other allied FMCG products. As on December 31, 2025, our product portfolio comprised more than 25 product offerings with more than 700 Stock Keeping Units (SKUs). We have one of the largest SKU counts among the leading food contract manufacturing players with a national presence and diversified product category offering. (Source: D&B Report)

Our operations are carried out through four (4) manufacturing units comprising nine (9) facilities located in the State of Tamil Nadu. Our key manufacturing facilities are equipped with automated systems across multiple stages of the manufacturing process, including material handling, processing and packaging. Our competitive position is built on a foundation of product quality, long-standing customer relationships, and a proven track record of repeat customers, supported by disciplined raw material sourcing, standardized quality control, and flexible production processes. As on December 31, 2025, we served 106 major customers (customers contributing revenue of more than ₹ 1.00 million) under food contract manufacturing, of which 33 were repeat customers.

We cater to our customers primarily through private label manufacturing arrangements and, to a lesser extent, full-service contract manufacturing arrangements. Under the private label manufacturing model, we provide portfolio of ready formulations with customization options including design, size and flavour adjustments. Under the full-service contract manufacturing model, we manage the complete production lifecycle, including product development support, raw material sourcing, processing, packaging, labelling, quality assurance and regulatory compliance, based on customer requirements and specifications.

Our private label manufacturing business contributed 66.87% of our revenue from operations in the nine-months period ended December 31, 2025. We operate primarily on a business-to-business (B2B) model and cater to diversified customers. Our customers include, among others, emerging brands like Wholsum Foods Private Limited (Slurrp Farm), Fitshit Health Solutions Private Limited (The Whole Truth), Istore Direct Trading Private Limited (Urban Platter) and Innovative Retail Concepts Private Limited (Big Basket), Minkan Agro Industries Private Limited (Millet Bank) as well as multi-national FMCG brands, such as Kellogg India Private Limited and Marico Limited. As on December 31, 2025, our private label manufacturing portfolio comprised more than 25 product offerings with more than 700 SKUs spanning multiple categories, such as (i) RTE/RTC products like pre-mixes & ready mixes, flakes, crunches, crisp & makhana, muesli and other types of snacks; (ii) Staples like millets, protein staples (pulses) and traditional staples & flours, etc.; (iii) sugar alternatives like jaggery powder, palm jaggery, coconut sugar, dates powder, coconut jaggery etc.; (iv) spices including pure spices and blended spices etc.; and (v) other food products such as dehydrated seeds, fruits and vegetables, and sprouted products, etc.

We currently provide our food manufacturing services to a diversified customer base located across 22 states and 03 Union Territory in India, with an established presence in South India. Over the last three years, we have expanded our geographical footprint across multiple states in India, including Gujarat, Maharashtra and Andhra Pradesh, and have also strengthened our presence in international markets such as United Arab Emirates (UAE), Bahrain, Oman, Qatar, Tanzania and Canada, reflecting our efforts to expand our customer reach and strengthen our operational footprint.

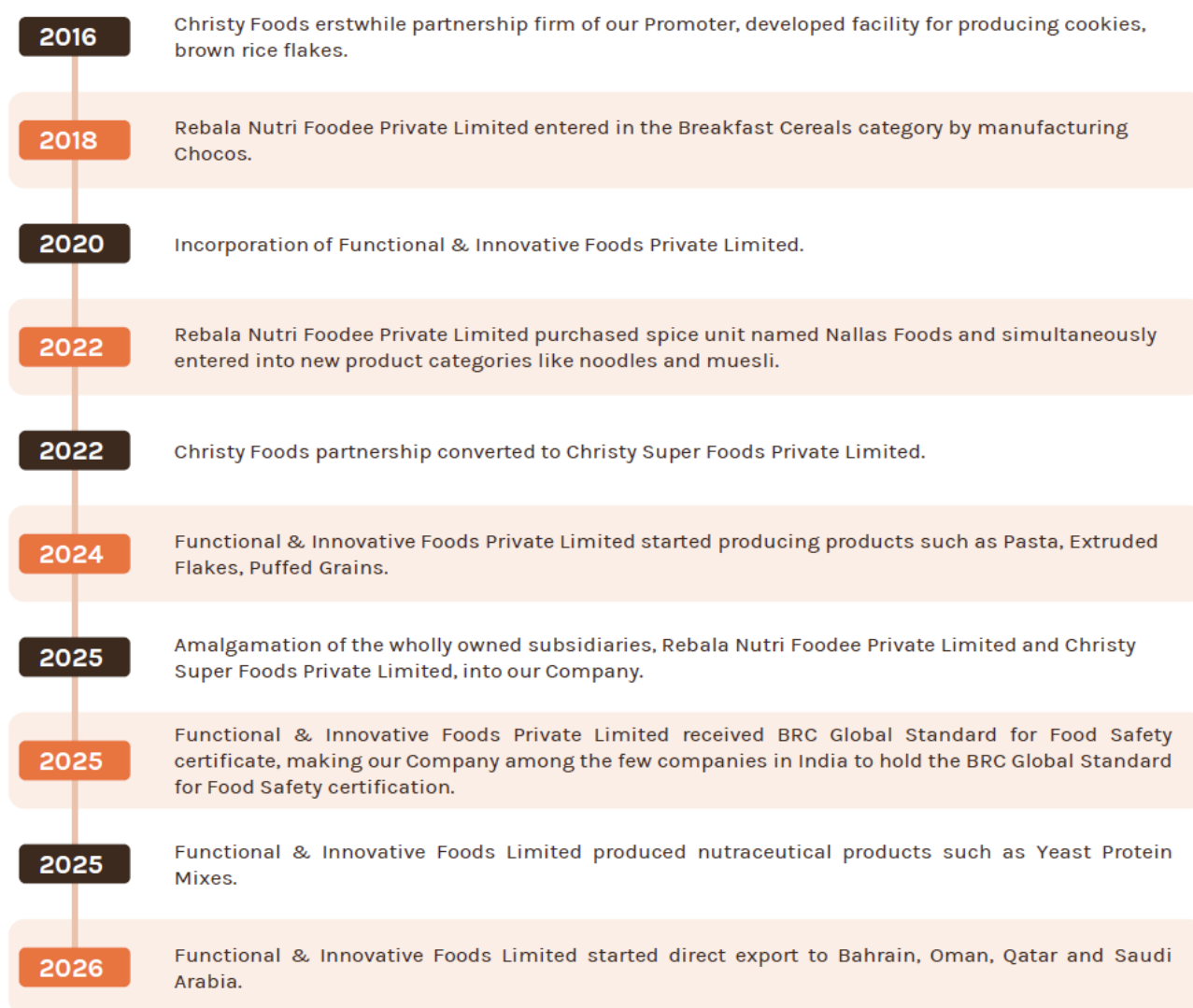
In addition to our food manufacturing operations, we are also engaged in manufacturing of branded spices, staples, RTE/RTC products through our wholly-owned Subsidiary, Christy Quality Foods (India) Private Limited (CQFIPL). Such

products are marketed under our flagship brand “Nallas”. As on December 31, 2025, our branded product portfolio comprised 14 products with 137 SKUs spanning multiple product categories and catering to diverse consumption occasions ranging from breakfast, meal solutions to snacks and desserts. Through the “Nallas” brand, we cater primarily to retail consumers in Tamil Nadu.

Our branded products business primarily operates on a business-to-customer (B2C) operations, wherein our products directly reach our end consumers through our extensive distribution network and fair price shops, cooperative stores, police canteens, etc. Our B2C operations are primarily concentrated in the State of Tamil Nadu. As on December 31, 2025, our distribution network comprised 450 distributors across the State of Tamil Nadu.

The name “Functional & Innovative Foods” reflects the philosophy underlying our business, which is centred around offering functional food products through innovative formulations and product formats. Over the years, we have progressively expanded our product portfolio from traditional staples to higher value-added categories, with ready to eat and ready to cook segments contributing significantly in our operations. This evolution reflects our focus on addressing changing consumer preferences and strengthening our presence in the convenience, health and functional foods segment.

Since our incorporation, we have expanded our operations through capacity additions, process improvements, introduction of new product categories and expansion of our customer base. Set out below are certain key milestones in our journey:



The key product* categories of our Company and our Subsidiary are illustrated below:

RTE / RTC



Banana-Granola



Bajra-Millet-noodles



Apple-Cinnamon-Muesli



Strawberry-baby-Cereal



Ragi-Sticks-Aachari-masala



Ragi-baby-Cereal



Moringa-Dosa-Mix



Millet-Chocolate-Pancake-Mix-With-output



Masla Makhana



Flips(Puffs)



Chocolate-Overnight-Oats



Choco-Crunch



Cheese-Balls



Bread-Chips



Black-Forest-Bites



Beetroot-Millet-Pasta

Sugar Alternatives



Date-Powder



Jaggery

Sprouted



sprouted_bajra_flour



sprouted_brown_rice_flour



sprouted_ragi_flour



sprouted_wheat_flour

Spices



Sambar Powder



Rasam Powder



Coriander Powder



Biryani Masala Powder



Chilli Powder



Turmeric Powder

Blended Spices



Pure Spices



Ready to Eat (RTE)



Ready to Cook (RTC)



Covering the Entire Daily Meal Spectrum

Breakfast



Lunch & Dinner



Snacks



Desserts



**The products depicted above are representative in nature and are for illustrative purposes only. Actual product offerings may vary in terms of SKUs, packaging, formulations and availability.*

Our manufacturing facilities located in the State of Tamil Nadu are situated in proximity to key raw material sourcing regions, which supports the timely availability of inputs for our operations. As of December 31, 2025, our units had an effective installed capacity of 36,388.17 Tonnes. Our manufacturing operations are supported by quality and food safety certifications, including BRC Global Standard for Food Safety certification (“**BRCGS**”), ISO 22000:2018 and Good Manufacturing Practices certification, which support our quality management systems and manufacturing processes.

We have grown under the leadership of our Promoter and Managing Director, Senthil Kumar Chinnusamy, who has been associated with our Company since its incorporation and has over 11 years of experience in the food contract manufacturing industry. Under his leadership, we have expanded our presence across multiple food categories, including RTE and RTC products, and strengthened our position in the food contract manufacturing segment. Our senior management team possesses an aggregate experience of approximately 50 years across various food categories, including staples, convenience foods and spices.

Key Performance Indicators

Sr. No.	Key Performance Indicators (KPIs)	Unit	Nine months period ended December 31, 2025 [^]	Fiscal 2025	Fiscal 2024	Fiscal 2023
GAAP Measures						
1.	Revenue from Operations	(₹ in Million)	2,324.43	2,601.17	1,614.27	1,152.84
2.	Profit After Tax	(₹ in Million)	256.08	232.22	137.59	32.23
Non - GAAP Measures						
3.	Compounded Growth in Revenue from Operations	(in %)	NA	50.21		
4.	EBITDA	(₹ in Million)	369.66	338.29	208.65	68.82
5.	EBITDA Margin	(In %)	15.90	13.01	12.93	5.97
6.	PAT Margin	(In %)	11.00	8.91	8.49	2.79
7.	Return on Equity	(In %)	51.74	85.58	69.40	42.72
Operational Metrics						
8.	Number of Customers under Contract Manufacturing	(In Numbers)	413	418	406	378
9.	Number of Distributors	(In Numbers)	450	562	615	554

[^]Not annualized

KPI as identified and approved by the Audit Committee of the board of directors of our Company pursuant to their resolution dated June 30, 2026 and certified by G. Sahyan & Co., Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated June 30, 2026.

Notes:

- Revenue from operations is as per the restated consolidated statement of profit and loss for the relevant period / year.
- Profit for the period/ year (“PAT”) means profit for the year/ period as appearing in the restated consolidated statement of profit and loss for the relevant period / year.
- Compounded Growth in Revenue from Operations is defined as the compounded annual growth rate (“CAGR”) of Revenue from Operations from the first financial year in the reporting period to the latest completed financial year in the reporting period.
- EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as sum of Profit before tax for the period/year, finance cost, depreciation and amortization expense as reduced by other income.
- EBITDA Margin (%) is calculated as EBITDA as a percentage of Revenue from operations.
- PAT Margin (%) is calculated as PAT as a percentage of Total income. .
- Return on Equity % is computed as profit/ (loss) for the period/ year attributable to owners of the parent as divided by average equity attributable to owners of the shareholders. Average equity attributable to owners of the shareholders is calculated as average of equity attributable to owners of the shareholders as at the beginning and at the end of the year/period.
- Number of Customers under Contract Manufacturing refers to the total number of customers for whom the Company manufactures products under contract manufacturing arrangements during the respective period/fiscal.
- Number of Distributors for B2C Operations refers to the total number of active distributors engaged by the Company for the distribution and sale of its products to end consumers as at the end of period/fiscal.

Market Opportunity (Source: D&B Report)

Market Opportunity under food contract manufacturing:

Food contract manufacturing is the outsourcing of food production to third-party manufacturers that produce food products on behalf of brand owners. The India food contract manufacturing market has witnessed steady and sustained growth from Fiscal 2021 to Fiscal 2026, expanding from ₹ 405 billion in Fiscal 2021 to approximately ₹ 656 billion in Fiscal 2026, reflecting a healthy CAGR of 10.1% over the medium term. For the projected period, it is expected to reach approximately ₹ 1,050 billion by Fiscal 2030, reflecting a robust growth trajectory of 12.5% CAGR.

Food contract manufacturing in India spans a range of service models, including (i) Full-Service Contract Manufacturing; (ii) Co- Manufacturing / Collaborative R&D Model; (iii) Private Label Manufacturing; and (iv) Co-Packing. Among these service models, private label manufacturing accounted for approximately 18% of the market in Fiscal 2026 and is expected to gain further relevance, increasing its share to approximately 20% by Fiscal 2030. In terms of market segmentation by food type, RTE/RTC products, functional foods, and snacks & savoury products collectively accounted for approximately 43% of the market in Fiscal 2026 and are expected to increase their share to approximately 46% by Fiscal 2030, representing a market size of approximately ₹483 billion.

Projected growth of food contract manufacturing reflects a structural shift in India's food manufacturing landscape, where contract manufacturers are evolving from capacity providers to integrated partners offering compliance, quality assurance, and process expertise.

Market Opportunity for various food categories:

1. *Packaged food and Ready to Cook (RTC) market:* The Indian packaged food market grew from ₹8,640 billion in Fiscal 2021 to an estimated ₹12,000 billion in Fiscal 2026, registering a CAGR of approximately 6.8%. The market is further expected to reach approximately ₹16,000 billion by Fiscal 2030, growing at a CAGR of approximately 7.5% between Fiscal 2026 and Fiscal 2030. South India accounted for approximately 26% of the market in Fiscal 2026 and is expected to increase its share to approximately 28% by Fiscal 2030, driven by strong demand for packaged staples, snacks, dairy products, and ready-to-cook food products.

RTC market grew from ₹ 423 billion in Fiscal 2021 to an estimated ₹ 709 billion in Fiscal 2026, registering a CAGR of approximately 10.9%. RTC market is expected to further increase from ₹ 709 billion in Fiscal 2026 to approximately ₹ 1,096 billion by Fiscal 2030, reflecting a CAGR of around 11.5%. This growth trajectory highlights the continued shift in consumer food habits toward convenience-oriented solutions and positions RTC as one of the fastest-growing segments within India's packaged food ecosystem.

2. *Food Staple market:* The India food staple market has demonstrated consistent and resilient growth over the period Fiscal 2021 to Fiscal 2026, expanding from ₹ 20,760 billion in Fiscal 2021 to an estimated ₹ 28,340 billion in Fiscal 2026, demonstrating CAGR of 6.4%. The food staples market in Fiscal 2026 is heavily dominated by grains and milled products (60%), followed by Edible oils (25%) and Pulses (15%). The Indian food staple market is expected to expand from ₹ 28,340 billion in Fiscal 2026 to approximately ₹ 37,150 billion by Fiscal 2030, reflecting a CAGR of around 7.0%.

South India also represents a meaningful market, underpinned by demand for packaged rice, pulses, flour and other staple-based food products, making it an important contributor to the overall market structure. The region accounted for approximately 24% of the market in Fiscal 2026 and is expected to increase its share to approximately 26% by Fiscal 2030, reinforcing its importance within the overall market.

3. *Packaged Spices market:* The Indian spice market grew from ₹ 600 billion in Fiscal 2021 to ₹ 1,045 billion in Fiscal 2026, demonstrating CAGR of 11.7% and is expected to further expand to ₹ 1,560 billion by Fiscal 2030, with CAGR of 10.5%.

OUR STRENGTHS

Established private label manufacturing capabilities with repeat customers

As a food contract manufacturing Company, we cater to our customers primarily through private label manufacturing arrangements and, to a lesser extent, full-service contract manufacturing arrangements. Under the private label manufacturing model, we provide portfolio of ready formulations with customization options including design, size and flavour adjustments. Under the full-service contract manufacturing model, we manage the complete production lifecycle, including product development support, raw material sourcing, processing, packaging, labelling, quality assurance and regulatory compliance, based on customer requirements and specifications.

We believe we are well positioned to benefit from the growth of the private label food manufacturing market in India. The India food contract manufacturing market has witnessed steady and sustained growth from Fiscal 2021 to Fiscal 2025, expanding from ₹ 405 billion in Fiscal 2021 to approximately ₹ 656 billion in Fiscal 2026, reflecting a healthy CAGR of 10.1% over the medium term. Within the broader food contract manufacturing market, the share of private label manufacturing is projected to be increased from ~18% of the total market in Fiscal 2026, representing a market size of approximately ₹ 118 billion to ~20% of the total market in Fiscal 2030, representing a market size of approximately ₹ 210 billion. The growth of the private label segment is expected to be driven by the continued expansion of organized retail, increasing penetration of e-commerce platforms, growing consumer acceptance of retailer-owned brands, and the preference of food brands and retailers to leverage specialized contract manufacturing partners for product development, manufacturing, and supply chain efficiencies. (Source: D&B Report)

The following table provides revenue wise break-up of revenue from contract manufacturing and own brand for the nine-months period ended December 31, 2025 and for last three fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
Revenue from Contract Manufacturing Segment								
Private label manufacturing	1,554.44	66.87	1,842.83	70.85	1,068.21	66.17	742.50	64.41
Full-service contract manufacturing model	17.39	0.75	34.43	1.32	25.52	1.58	11.52	1.00
Revenue from Sale of own branded products								
Owned branded products	732.40	31.51	698.70	26.86	502.04	31.10	389.22	33.76
Total	2,304.23	99.13	2,575.96	99.03	1,595.77	98.85	1,143.24	99.17

Food contract manufacturing industry is inherently relationship-driven because customers typically invest significant time and resources in product development, formulation approvals, packaging design, regulatory compliance, quality validation and supply chain integration before commercial production commences. Once a product is successfully launched and gains market acceptance, customers generally prefer to continue with established manufacturing partners that have demonstrated consistent quality, timely delivery and operational reliability. (Source: D&B Report)

Over the years, we have developed relationships with a diversified customer base comprising emerging brands like Wholsum Foods Private Limited (Slurrp Farm), Fitshit Health Solutions Private Limited (The Whole Truth), Istore Direct Trading Private Limited (Urban Platter) and Innovative Retail Concepts Private Limited (Big Basket), Minkan Agro Industries Private Limited (Millet Bank) as well as multi-national FMCG brands, such as Kellogg India Private Limited and Marico Limited. As on December 31, 2025, we served 106 major customers (customers contributing revenue of more than ₹ 1.00 million) under food contract manufacturing, of which 33 were repeat customers, which, contributed 34.31% of our revenue from operation, amounting to ₹ 797.57 million.

The depth of our customer relationships also creates opportunities for cross-selling and product portfolio expansion. Customers who initially engage us for a limited range of products often expand their engagement to additional product categories, pack sizes, flavours or formulations as their businesses grow. Our broad portfolio of RTE, RTC, staples, spices, sugar alternatives and other allied FMCG products enables us to address a wider range of customer requirements through a single manufacturing platform.

Diversified product portfolio across multiple food categories

The breadth and diversity of our product portfolio is a key competitive strength, enabling us to cater to a wide range of customer requirements. Our diversified product portfolio enables us to participate across multiple product categories,

respond to evolving consumer preferences and reduce dependence on any single product segment. We offer a broad and growing range of product categories, which is primarily structured across five key product categories:

- *Ready-to-Eat (RTE) and Ready-to-Cook (RTC) Products:* Our RTE/RTC portfolio includes pre-mixes & ready mixes, flakes, muesli, granola, sticks, crunches, crisp & makhana chips, puffs, filled snacks, balls, bites, pops, rings, pasta, pancakes, noodles and other snack products. As of December 31, 2025, our RTE/RTC category comprised 16 product offerings across 531 SKUs.
- *Staples:* Our staples portfolio includes a range of staple food products comprising millets, protein staples (pulses) and traditional staples and flours. As of December 31, 2025, this category comprised 04 product offerings across 89 SKUs.
- *Sugar alternatives:* Our sugar alternatives portfolio includes jaggery powder, palm jaggery, coconut sugar, dates powder, coconut jaggery etc. As of December 31, 2025, this category comprised 04 product offerings across 11 SKUs.
- *Spices:* Our spices portfolio primarily comprises of pure spices & blended spices. Pure spices include turmeric powder, cardamom, cumin seed and pepper, while, blended spices include sambar masala, biryani masala and garam masala powder. As of December 31, 2025, this category comprised 02 product offerings across 69 SKUs.
- *Other allied FMCG products:* Our portfolio of other allied FMCG products primarily includes dehydrated seeds, fruits and vegetables, and sprouted products. As of December 31, 2025, we have 36 SKUs under other allied FMCG products.

As on December 31, 2025, our product portfolio under food contract manufacturing comprised more than 25 product offerings with more than 700 SKUs. The following table provides product-wise break-up of sale of products for the nine-months period ended December 31, 2025 and for last three fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
RTE/RTC products	1,110.98	47.80	803.26	30.88	783.26	48.52	551.73	47.86
Staples	546.17	23.50	905.57	34.81	344.78	21.36	271.12	23.52
Sugar alternatives	423.77	18.23	506.51	19.47	85.26	5.28	79.98	6.94
Spices	173.22	7.45	207.93	7.99	183.15	11.35	130.94	11.36
Other allied FMCG products	41.69	1.79	44.96	1.73	80.97	5.02	47.04	4.08
Packaging material and other goods	8.39	0.36	107.72	4.14	118.34	7.33	62.42	5.41
Total	2,304.23	99.13	2,575.96	99.03	1,595.77	98.85	1,143.24	99.17

In terms of product-wise market share under food contract manufacturing, RTE/RTC, functional foods, Snacks & savory products possess approximate 43% of food contract manufacturing market in Fiscal 2026, representing a market size of approximately ₹ 282 billion. By Fiscal 2030, the same category is expected to possess 46% of food contract manufacturing market, representing a market size of approximately ₹ 483 billion. (*Source: D&B Report*)

The breadth of our portfolio enables us to support our customers across different stages of their growth and product offerings. As consumer preferences have evolved towards convenience, health and functional foods, we have correspondingly expanded our product portfolio to include categories such as multi-millet products, protein-rich foods, gluten-free offerings, fortified products and nutrition-focused formulations. This has enabled us to cater to a diverse range of customers, including premium health brands and mass-market food products.

Our portfolio comprises both essential food products, such as staples and flours, and higher-growth categories, including breakfast products, snacks and nutrition-focused offerings. As a result, we are able to participate across categories

characterised by differing consumption patterns and demand drivers, rather than being dependent on any single product category. Over the years, several of our customers have expanded their product offerings across categories and have continued to leverage our capabilities for the manufacture of products across multiple segments. We believe that the breadth of our product portfolio enables our customers, particularly emerging brands and multi-national FMCG companies, to leverage our capabilities across a range of categories, thereby supporting long-standing customer relationships and strengthening their reliance on us as their manufacturing partner.

We believe that this diversified product mix enhances the resilience of our business and enables us to maintain relevance across multiple segments of the food processing industry while supporting the evolving requirements of our customers.

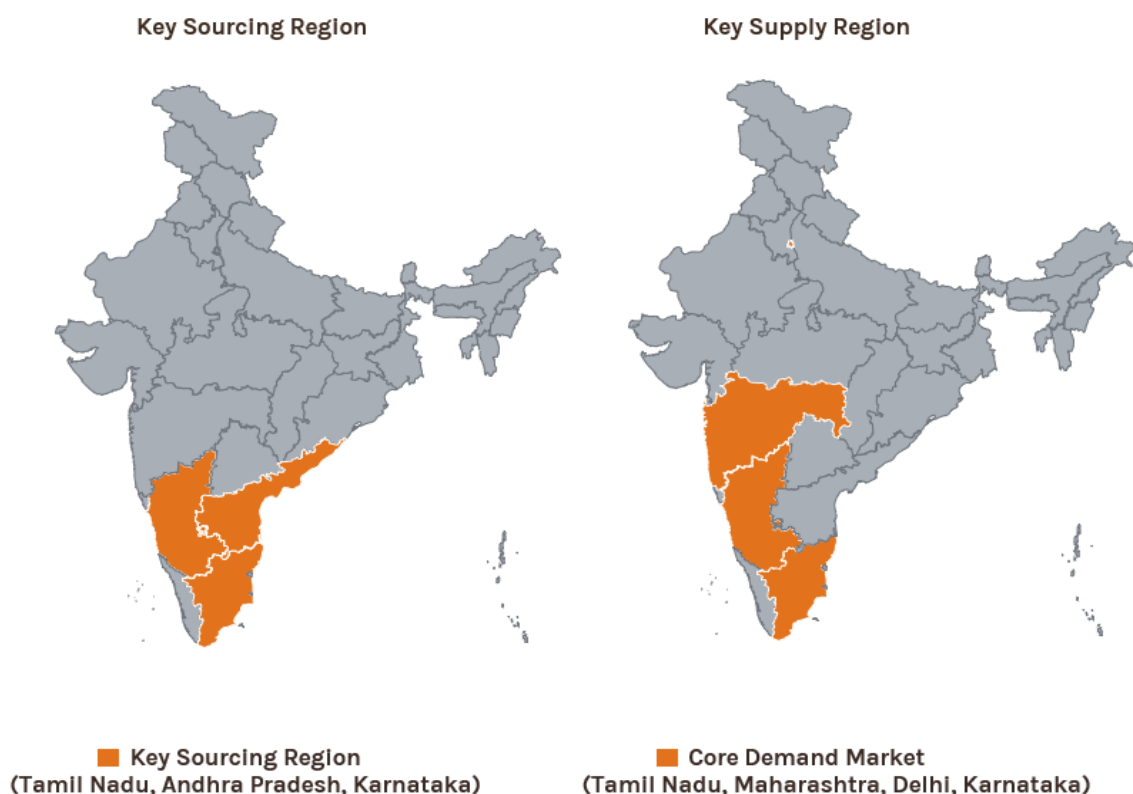
Integrated food manufacturing infrastructure with stringent quality control and robust supply chain.

We are operating an integrated food manufacturing infrastructure with operations spanning across procurement, processing, value addition, manufacturing and packaging of varied type of finished food products. As of December 31, 2025, our operations are supported by four (4) manufacturing units comprising nine (9) facilities comprising an effective installed production capacity of 36,388.17 TPA with an aggregate manufacturing area of 2,53,437 sq. ft.

Our manufacturing units and production processes are designed for production flexibility, allowing us to manufacture a wide range of products on the same production line. Further, our facilities are equipped with processing and extrusion technologies that support the manufacture of a diverse range of products, including extruded snacks, millet flakes, noodles and pasta. As a result, we are able to cater to a broad range of RTE/RTC food products and other FMCG products while maintaining consistent quality. As an integrated food contract manufacturer, we undertake multiple stages of the manufacturing process, from the sourcing of raw materials to packaging of finished products in our manufacturing units. Our manufacturing units allow us to exercise greater control over product quality, production timelines, operational efficiency, and customer service. Further, our manufacturing infrastructure is designed to support both standard and customized product requirements of our customers. These capabilities allow us to serve customers across multiple product categories rather than being dependent on a single category. Over the years, this has enabled us to build long-standing customer relationships and expand our presence across different segments of the food market.

Our manufacturing operations are supported by certifications and quality management systems, including BRCGS, ISO 22000:2018 and Good Manufacturing Practices certification, among others, which support our food safety and quality management processes and are intended to ensure that our products are manufactured in accordance with prescribed quality and safety standards. We are among the few companies in India to hold the BRC Global Standard for Food Safety certification. (Source: D&B Report) These certifications underscore our commitment to maintaining global quality standards and our ability to compete in the global market.

We engage suppliers located in proximity to our manufacturing facilities, which helps reduce procurement lead times and supports the timely availability of inputs for our operations. As demonstrated in the graphic below, our manufacturing facilities are strategically located in proximity to our core markets, as well as our key sourcing regions:



Note: Map not to scale

Our capability of value addition at multiple stages enables us to undertake end-to-end manufacturing activities within our units, which also supports better coordination across different stages of the manufacturing process and contributes to consistency in the quality of our finished products.

We also undertake periodic upgrades and process improvements across our facilities and equipment. We believe that these initiatives support reliable execution and enable us to maintain consistency across our manufacturing processes.

Consumer market access through branded product offerings

Through our flagship brand “*Nallas*”, we market and sell branded spices, staples and RTE/RTC products. As on December 31, 2025, our branded product portfolio comprised 14 products with 137 SKUs spanning multiple product categories and catering to diverse consumption occasions ranging from breakfast and meal solutions to snacks and desserts. Through “*Nallas*”, we cater primarily to retail consumers in Tamil Nadu. Our branded product business provides us with direct access to end consumers, enabling us to develop a deeper understanding of consumer preferences, purchasing behaviour, packaging requirements and evolving food trends. Our dual-market presence enables us to participate across multiple segments of the food value chain and provides us broader market visibility. The following table provides product-wise revenue break-up of our own branded products for the nine-months period ended December 31, 2025 and for last three fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total
Revenue from Own branded products								
Staples	464.75	63.46	402.82	57.65	214.98	42.82	151.73	38.98
Spices	71.56	9.77	73.91	10.58	54.88	10.93	45.92	11.80
RTE/RTC products	196.08	26.77	221.97	31.77	232.19	46.25	191.57	49.22

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total
Total	732.40	100.00	698.70	100.00	502.04	100.00	389.22	100.00

Our owned brand “Nallas” contributes to the diversification of our business model by providing exposure to business-to-consumer (B2C) segment through our extensive distribution network and fair price shops, cooperative stores, police canteens, etc. Our B2C operations are primarily concentrated in the State of Tamil Nadu. As on December 31, 2025, our Company had a distribution network of 450 distributors. Apart from our distribution network, our access to institutional and co-operative distribution channels, such as police canteens and co-operative societies, also provides us an established route to market our branded products. These channels enable us to reach a large and recurring consumer base, strengthen brand visibility and generate valuable insights into consumer preferences and purchasing behaviour.

We continuously engage with our distributors and other customers to obtain product feedback and insights into market consumer preferences and market trends, which supports our product development initiatives. We believe that these market insights complement our food contract manufacturing capabilities and supports product development, category expansion and continued growth of our branded products business.

Experienced management team with strong execution capabilities and industry relationships

Our Company has been operating under the leadership and guidance of our Promoter, Senthil Kumar Chinnusamy, who also serves as the Managing Director of our Company. He possesses over eleven (11) years of experience in the food contract manufacturing industry. Our Company is also supported by a dedicated management team with experience in various food categories, such as staples, convenience foods and spices.

Over the years, our management team has overseen the expansion of our operations and the development of capabilities across different areas of the business. Their collective experience has supported the evolution of our business and enabled us to cater to a diverse set of customers and product categories. Our management team has also developed relationships with customers, suppliers, distributors and other stakeholders across the food contract manufacturing industry. We believe that these relationships have supported the continuity of our business and contributed to the growth of our operations over the years.

We benefit from a professional management structure across key functional areas, including production, quality control, procurement, supply chain, logistics, finance and sales. Our senior management is supported by experienced professionals and technical personnel who oversee day to day operations and facilitate coordination across various functions.

As of December 31, 2025, our Company was supported by a three-member senior management team and a workforce of 641 employees with relevant experience across technical and operational functions. We also undertake training and skill development initiatives with a view to strengthening employee capabilities and supporting the development of our workforce.

Over the years, the continued involvement of our Promoter and senior management in the business has enabled them to develop an understanding of various aspects of our operations and the markets in which we operate. We believe that this continuity in leadership supports informed decision-making and contributes to the effective management of our business. We believe that the experience of our Promoter and management team, together with our organisational depth and established stakeholder relationships, provides a strong foundation for the continued development of our business.

Product formulation and customisation capabilities

Our private-label manufacturing business is supported by our product development and formulation capabilities. We develop new product formulations and work with customers to customise products in accordance with their requirements, including packaging configurations, pack sizes, flavour profiles and other product specifications.

We leverage our understanding of raw materials, processing techniques, manufacturing processes, quality standards and packaging requirements to develop products across multiple food categories and adapt formulations for commercial-scale manufacturing. We believe these capabilities enable us to support customers in expanding their product portfolios,

strengthen long-term customer relationships and increase the range of products manufactured for existing customers.

OUR STRATEGIES

Deepen our presence across value-added grain processing, nutritionally enhanced food ingredients and nutraceutical product categories

Our business is centred on the processing and manufacture of various types and forms of cereal, millet and pulse-based food products across multiple categories, including breakfast cereals, ready-to-cook products, ready-to-eat products, flours, instant mixes, health mixes, protein mixes etc. Over the years, we have also developed capabilities in value-added grain processing activities, including germination, nutritional enhancement and fortification. Building upon these capabilities, we intend to expand our presence across value-added grain processing, nutritionally enhanced food ingredients and nutraceutical product categories through capacity expansion, process enhancement and introduction of additional product formats.

As part of this strategy, we intend to scale our sprouted product portfolio through our new manufacturing unit at Namakkal, Tamil Nadu ("**Proposed Unit-V**") having proposed installed capacity of 3,000 TPA. We intend to expand the production of our sprouted products, including sprouted flours and ingredient systems, by leveraging our controlled germination, drying, milling and blending processes to develop products with specific functional and nutritional characteristics. Expansion of these capabilities is expected to increase value addition within our existing cereal, millet and pulse processing operations while continuing to utilise our sourcing network and customer relationships. As of December 31, 2025 and for the Fiscal 2025, 2024 and 2023, our revenue from operations from sprouted products were ₹ 16.98 million, ₹ 20.25 million, ₹ 16.27 million and ₹ 11.15 million, contributing 0.73%, 0.78%, 1.01% and 0.97% of our revenue from operations.

Sprouting is a traditional food processing technique in India, long associated with improved nutrient absorption and digestive benefits. Sprouted grain flour differs from conventional grain products primarily in terms of processing method, nutritional perception, and functional positioning. Conventional grain flours are typically produced by milling dried grains without prior germination, which preserves caloric content but does not actively enhance nutrient accessibility. In contrast, sprouted grain flour undergoes a controlled germination process before drying and milling, which is widely associated with improved digestibility and enhanced nutrient bioavailability. (Source: D&B Report)

Sprouted flour is one of the most growing segments under the functional foods category in India, owing to its enhanced nutrient profile, improved digestibility, and higher bioavailability of vitamins and minerals compared to conventional flour. As consumers become more conscious of gut health, ingredient quality, and natural food choices, sprouted grain flours are increasingly viewed as suitable alternatives within the functional food landscape. The Indian sprouted grain flour market has demonstrated strong and consistent growth, increasing from ₹ 222 crore in FY2021 to ₹ 455 crore in FY2026. The market is projected to expand at a CAGR of 15.4% during FY2021-FY2026, reflecting rising consumer preference for healthier and nutrient-dense food ingredients. The Indian sprouted grain flour market is projected to witness accelerated growth over the forecast period, increasing from ₹ 455 crore in FY2026 to ₹ 870 crore by FY2030, with CAGR of 17.6%. (Source: D&B Report)

We also intend to expand our nutritional enrichment and fortification capabilities through the installation of additional blending and dosing systems at proposed Unit-V. Fortified staple foods, particularly wheat and millet flours, are being actively promoted in India as a scalable intervention to address micronutrient deficiencies such as iron and vitamin deficiencies. Given the widespread daily consumption of cereal-based staples, fortification of flour has emerged as one of the most effective vehicles for delivering essential nutrients at population scale. Fortified wheat and millet flours are emerging as key components of India's fortified foods ecosystem, with opportunities spanning institutional procurement, branded retail products and value-added staple categories. (Source: D&B Report)

The Proposed Unit-V is expected to increase our ability to manufacture nutritionally enhanced flour products, fortified cereal blends and customised ingredient systems for institutional customers, food manufacturers and private-label customers. The expanded facilities are expected to be commissioned during October, 2027. For further details regarding the proposed manufacturing facility and the utilisation of the Net Proceeds in relation thereto, see "*Objects of the Offer*" beginning on page 104.

Further, we intend to expand our presence in nutraceutical and nutrition-focused product categories. In particular, we plan to increase production of nutraceutical ingredients and nutrition products, including yeast protein and other nutritional ingredients. Our experience in grain-based nutrition products, together with the proposed expansion, is expected to support participation across nutrition-oriented and functional food product categories.

Through these initiatives, we intend to expand our portfolio of ingredient products and nutraceutical products and increase

participation across nutrition-focused food categories while remaining aligned with our existing cereal, millet and pulse-based manufacturing operations.

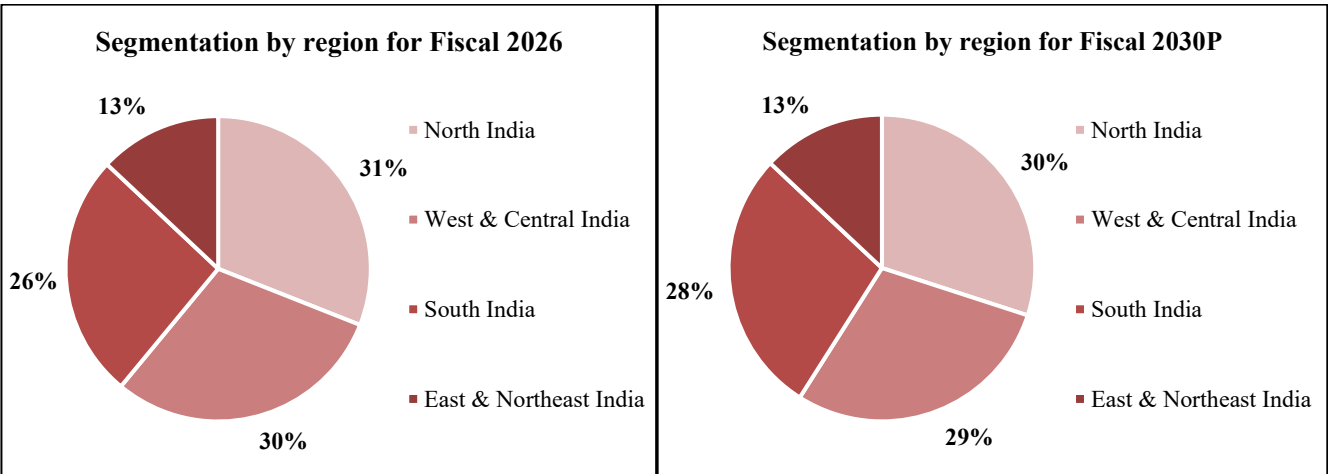
Strengthen our geographical presence through expansion of our Tamil Nadu manufacturing cluster and establishment of a new manufacturing unit in Madhya Pradesh

Our manufacturing infrastructure is a key component of our business model and supports the production of our diversified portfolio of food products across multiple categories. Over the years, we have developed an integrated manufacturing platform encompassing grain processing, blending, extrusion, drying, roasting, packaging and other value-added food manufacturing activities. In order to support our future growth requirements, expand our processing capabilities and strengthen our geographic presence, we intend to expand our existing manufacturing infrastructure in Tamil Nadu while simultaneously establishing a new manufacturing facility in Madhya Pradesh.

As part of this strategy, we intend to scale our sprouted product portfolio through our new manufacturing unit at Namakkal, Tamil Nadu (“**Proposed Unit-V**”) having proposed installed capacity of 3,000 TPA for sprouted products and fortified products. We believe that locating these facilities within our existing operating ecosystem will enable us to further strengthen our integrated processing cluster and derive operational efficiencies through shared infrastructure, warehousing facilities, quality control systems, utilities, maintenance resources and management oversight.

In parallel, we are establishing a new manufacturing unit in Madhya Pradesh (“**Proposed Unit-VI**”) with a proposed installed capacity of approximately 7,500 TPA, which will replicate our existing product portfolio, primarily comprising RTE/RTC products. Further, the proposed manufacturing unit in Madhya Pradesh, will enhance our ability to serve customers located in North and Central India. The proposed unit is expected to improve logistical efficiencies, reduce lead times and facilitate easier access to customers for whom procurement from our existing manufacturing facilities in South India may involve higher transportation costs and longer delivery timelines.

The Indian packaged food market grew from ₹8,640 billion in Fiscal 2021 to an estimated ₹12,000 billion in Fiscal 2026, registering a CAGR of approximately 6.8%. The market is further expected to reach approximately ₹16,000 billion by Fiscal 2030, growing at a CAGR of approximately 7.5% between Fiscal 2026 and Fiscal 2030. In terms of packaged food industry, North India remains the largest regional market with 31% of market share, closely followed by West & Central India with 30% of market share and South India by 26% market share in Fiscal 2026. The following chart provide market segmentation by region for Fiscal 2026 and Fiscal 2030. (Source: D&B Report)



(Source: D&B Desk Research)

We believe that the proposed Madhya Pradesh facility will complement our existing Tamil Nadu operations by diversifying our manufacturing footprint, strengthening procurement flexibility and improving our ability to service customers across northern, western and central India. In addition, the location is expected to provide access to established agricultural belts and facilitate efficient sourcing of key raw materials required for our operations.

Upon completion of the proposed projects, our aggregate installed manufacturing capacity is expected to increase by 10,500 TPA. We believe that the expansion of our Tamil Nadu manufacturing cluster together with the establishment of the Madhya Pradesh facility will create a more diversified, scalable and integrated manufacturing platform capable of supporting our long-term growth strategy. For further details regarding the proposed manufacturing facility and the utilisation of the Net Proceeds in relation thereto, see “**Objects of the Offer**” beginning on page 104.

Further, we also intend to strengthen our presence in international nutraceutical and nutrition-focused markets through expansion of our specialised ingredient portfolio. From fiscal 2025, we have diversified our geographical operations by commencing export of our products primarily to United Arab Emirates (UAE). Recently, we have also commenced exports our food products to Bahrain, Oman and Qatar.

Through these initiatives, we seek to strengthen geographical presence, operational resilience, increase manufacturing flexibility and improve procurement efficiencies.

Capitalize on emerging opportunities in food contract manufacturing and related food categories

We are an integrated food contract manufacturing company offering a diversified product portfolio to businesses of varying scales, from emerging brands to multi-national Fast Moving Consumer Goods (FMCG) companies with a focus on quality and food safety. Our operations are primarily undertaken through private label manufacturing arrangements, under which we manufacture and package food products marketed under our customers' brands and offer a portfolio of ready formulations with customized options relating to packaging design, pack size and flavour adjustments.

The Indian food contract manufacturing industry is expected to benefit from the increasing outsourcing of manufacturing activities by established food brands, emerging direct-to-consumer ("D2C") companies, quick commerce-focused brands, and international food businesses seeking efficient manufacturing partners. The Indian food contract manufacturing market has witnessed steady and sustained growth from Fiscal 2021 to Fiscal 2026, expanding from ₹ 405 billion in Fiscal 2021 to approximately ₹ 656 billion in Fiscal 2026, reflecting a healthy CAGR of 10.1% over the medium term. For the projected period, it is expected to reach approximately ₹ 1,050 billion by Fiscal 2030, reflecting a robust growth trajectory of 12.5% CAGR. In terms of business-model wise market segmentation, private label manufacturing accounted for approximately 18% of the market in Fiscal 2026 and is expected to gain further relevance, increasing its share to approximately 20% by Fiscal 2030. (Source: D&B Report)

The food contract manufacturing industry in India caters to a wide range of food categories, including snacks & savoury products, RTE/RTC products, nutraceuticals & functional foods. These categories contribute 43% of the total food contract manufacturing market, representing approximately ₹ 282 billion in Fiscal 2026. In Fiscal 2030, these food categories are projected to account for approximately 46% of the total food contract manufacturing market, representing an estimated market size of approximately ₹483 billion. (Source: D&B Report)

The opportunity in food contract manufacturing is closely linked to the performance and growth of the underlying food categories served by contract manufacturers including, Packaged food and Ready to Cook (RTC) market, Food Staple market and Packaged Spices market. (Source: D&B Report)

Packaged food and Ready to Cook (RTC) market: The Indian packaged food market grew from ₹8,640 billion in Fiscal 2021 to an estimated ₹12,000 billion in Fiscal 2026, registering a CAGR of approximately 6.8%. The market is further expected to reach approximately ₹16,000 billion by Fiscal 2030, growing at a CAGR of approximately 7.5% between Fiscal 2026 and Fiscal 2030. South India accounted for approximately 26% of the market in Fiscal 2026 and is expected to increase its share to approximately 28% by Fiscal 2030, driven by strong demand for packaged staples, snacks, dairy products, and ready-to-cook food products. (Source: D&B Report)

RTC market grew from ₹ 423 billion in Fiscal 2021 to an estimated ₹ 709 billion in Fiscal 2026, registering a CAGR of approximately 10.9%. RTC market is expected to further increase from ₹ 709 billion in Fiscal 2026 to approximately ₹ 1,096 billion by Fiscal 2030, reflecting a CAGR of around 11.5%. This growth trajectory highlights the continued shift in consumer food habits toward convenience-oriented solutions and positions RTC as one of the fastest-growing segments within India's packaged food ecosystem. (Source: D&B Report)

Food Staple market: The India food staple market has demonstrated consistent and resilient growth over the period Fiscal 2021 to Fiscal 2026, expanding from ₹ 20,760 billion in Fiscal 2021 to an estimated ₹ 28,340 billion in Fiscal 2026, demonstrating CAGR of 6.4%. The food staples market in Fiscal 2026 is heavily dominated by grains and milled products (60%), followed by Edible oils (25%) and Pulses (15%). The Indian food staple market is expected to expand from ₹ 28,340 billion in Fiscal 2026 to approximately ₹ 37,150 billion by Fiscal 2030, reflecting a CAGR of around 7.0%. (Source: D&B Report)

South India also represents a meaningful market, underpinned by demand for packaged rice, pulses, flour and other staple-based food products, making it an important contributor to the overall market structure. The region accounted for approximately 24% of the market in Fiscal 2026 and is expected to increase its share to approximately 26% by Fiscal 2030, reinforcing its importance within the overall market. (Source: D&B Report)

Packaged Spices market: The Indian spice market grew from ₹ 600 billion in Fiscal 2021 to ₹ 1,045 billion in Fiscal 2026, demonstrating CAGR of 11.7% and is expected to further expand to ₹ 1,560 billion by Fiscal 2030, with CAGR of 10.5%. (Source: D&B Report)

Our Company aims to capitalise on emerging opportunities in food contract manufacturing and related food categories and, in furtherance of this strategy, intends to utilise a portion of the Net Proceeds for setting up of new manufacturing unit at Namakkal, Tamil Nadu and Dhar, Madhya Pradesh. Such investments are expected to augment our existing manufacturing capabilities by 10,500 TPA. For further details, see “*Objects of the Offer - Funding capital expenditure for the setting up of sprouted flour manufacturing unit at Namakkal, Tamil Nadu (Proposed Unit-V) and Funding capital expenditure for the setting up of new manufacturing unit of our Company at Dhar, Madhya Pradesh for manufacturing of existing product portfolio of our company (Proposed Unit-VI, together with Proposed Unit-V, ‘Proposed Units’)*” on page 107.

Capitalise on Evolving Consumer Preferences and Structural Changes in India's Consumer Landscape including increasing urbanization, rising disposable incomes and evolving dietary preferences

India's food industry is undergoing a structural transformation, driven by favourable demographic trends, increasing urbanisation, rising disposable incomes, increasing participation of women workforce, evolving dietary preferences and growing demand for convenience, health-oriented and value-added food products. As consumer demand shifts towards health-focused, millet-based, functional, and convenience foods, contract manufacturers with extrusion, blending, fortification, and customized formulation capabilities are seeing rising demand

Macroeconomic trends in India are playing a fundamental role in shaping consumption behaviour and driving demand for food staples and ready-to-cook (RTC) products. Government consumption data indicates a steady improvement in overall economic well-being, reflected in rising average consumption expenditure across both rural and urban households and a narrowing gap between rural and urban consumption levels. (Source: D&B Report)

As per the Handbook of Urban Statistics 2022, India's urban population has been on a steady rise. Urban dwellers accounted for over 469 million in 2021 and are projected to rise to over 558 million by 2031 and further exceed 600 million by 2036. The share of urban population in total population has been quickly escalating. In 2019, 33.81% of the total population was urban. By 2024, it had reached 35.38%, showing an increase over a span of five years of about 1.57%. The share of urban population is further forecasted to cross 40% by 2030. As India continues to experience economic growth and development, the working population in both rural and urban areas is increasing. In the case of the urban population, this growth is reflected in the increase from a share of 45.8% in FY20 to 49.4% in FY24, whereas in rural areas, it grew from 53.3% in FY20 to 62.1% in FY24. (Source: D&B Report)

In rural India (2023–24), food continues to remain a dominant component of household consumption, accounting for approximately 47% of the value of average rural household consumption. Within food expenditure, beverages, refreshments, and processed food represent the largest contribution at 9.84%, while cereals and cereal substitutes account for about 4.99% of total consumption expenditure. This indicates a gradual shift away from basic calorie-led consumption toward higher value, processed, and convenience-oriented food items, even within rural households. In urban India, food expenditure accounted for around 40% of Monthly Per Capita Consumption Expenditure (MPCE) in 2023–24, while non-food items constituted approximately 60%, reflecting higher discretionary spending capacity. (Source: D&B Report)

Further, health consciousness has emerged as a key structural driver influencing food consumption patterns in India, with consumers increasingly prioritising safety, nutrition, and functional benefits in their food choices. Recent studies indicate that 84% of Indian consumers actively seek safer and healthier food options, reflecting a widespread shift toward diet-led wellness and preventive health management. This shift is particularly visible in snacking and convenience food segments, which are increasingly being evaluated through a health lens. A consumer insights study by Farmley, conducted at the Indian Healthy Snacking Summit 2025 and covering approximately 6,000 respondents across age groups, revealed that 72% of consumers actively seek snacks offering functional benefits, such as improved energy levels, enhanced mood, and higher protein content. Importantly, the study also indicates a rising willingness to pay for healthier food options. Two out of five respondents expressed readiness to pay a 20% premium for healthier snacks, highlighting emerging premiumisation trends within health-oriented food categories. (Source: D&B Report)

The demand for convenience and time-saving food solutions in India has increased significantly, driven by changing lifestyles, urbanisation, and evolving household dynamics. A strong indicator of this trend is the rapid expansion of the RTC segment, which grew by 58% in volume in 2024, substantially outpacing the broader packaged food market, which recorded approximately 8% growth during the same period. (Source: D&B Report)

We believe these long-term structural shifts present significant growth opportunities for food contract manufacturers with diversified manufacturing capabilities, broad product offerings and the ability to support customers in bringing innovative products to market efficiently. Our integrated manufacturing platform, diversified product portfolio and product development capabilities position us to participate in these evolving industry dynamics and support the growth requirements of branded food companies, private label customers and other institutional clients.

Expand our international customer base through our contract manufacturing capabilities

Our revenues are predominantly derived from customers located within India. We have also initiated our international presence through exports to customers in the United Arab Emirates, Tanzania and Canada during the relevant periods. Going forward, we intend to expand our international presence base by leveraging our integrated private-label and contract manufacturing capabilities, diversified product portfolio and quality manufacturing processes.

We intend to support international customers by manufacturing products in accordance with their specifications and applicable regulatory requirements, while offering product customisation, private-label manufacturing and packaging solutions across multiple food categories. We also intend to strengthen our export capabilities through relevant product and facility certifications, enhancement of our quality systems and documentation processes, and participation in international trade fairs and customer engagement initiatives.

Through this strategy, we intend to increase our presence in overseas markets, diversify our geographical revenue base, improve capacity utilisation and strengthen our position as an integrated food manufacturing partner for domestic and international customers.

OUR PRODUCT PORTFOLIO

We manufacture and supply a broad portfolio of food products across multiple categories, enabling us to cater to a wide range of customer requirements. Our offerings span convenience foods, staples, health and wellness-oriented products, spices and allied food products and are available across multiple SKUs, pack sizes and packaging formats. The breadth of our product portfolio enables us to participate across different segments of the food processing industry and address evolving consumer preferences.

Our product portfolio primarily comprises RTE products, RTC products, staples, sugar alternatives, spices and other allied FMCG products. In addition, through our wholly-owned Subsidiary, Christy Quality Foods (India) Private Limited, we manufacture and market branded spices, staples and RTE/RTC products under our flagship brand “Nallas”, providing us with exposure to the retail consumer segment.

1. RTE/RTC food

The Ready to Eat and Ready to Cook category constitutes an important part of our product offerings and caters to the growing consumer preference for convenience-oriented food products. We manufacture a range of RTE/RTC products across multiple categories and formulations, enabling our customers to address varying consumer preferences and consumption occasion.

Our product offerings under this category are primarily divided in the following categories:

Sub-Category	Products
Breakfast items	Muesli, Flakes, Granola, Pancakes
Snacks & Savoury items	Sticks, Crunches, Crisp & Makhana, Chips, Puffed Snacks, Filled Snacks, Balls, Bites, Pops, Rings
Convenience Food	Pasta and Noodles
Food Mixes and Premixes	Speciality flour mixes, Instant Puttu Mix, Ragi Vermicelli, Bajji Bonda Mix, Fruit & Nut Trail Mix, Khichadi mixes, Dosa mixes etc.
Other RTE/RTC products	RTE Dry fruits & seeds, Peanut Chikki, Multigrain Millets with Mixed Fruits, Sun-Dried products etc.

The following table provides revenue wise break-up of various categories of RTE/RTC food for the nine-months period ended December 31, 2025 and for last three fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total
Breakfast items	249.52	22.46	286.24	35.63	281.22	35.90	189.41	34.33
Snacks & Savoury items	107.58	9.68	86.05	10.71	64.21	8.20	55.86	10.12
Convenience Food	24.53	2.21	35.24	4.39	22.81	2.91	8.52	1.54
Food Mixes and Premixes	654.12	58.88	367.25	45.72	376.06	48.01	263.75	47.80
Other RTE/RTC products	75.24	6.77	28.48	3.55	38.96	4.97	34.19	6.20
Total	1,110.98	100.00	803.26	100.00	783.26	100.00	551.73	100.00

2. Staples

Staples form an integral part of our product offerings and enable us to participate in categories characterised by recurring consumer demand. We manufacture and supply a range of staple food products including millets, protein staples (Pulses) and traditional staples & flours for our customers. As of December 31, 2025, our staples portfolio comprised 04 product offerings across 89 SKUs.

Our product offerings under this category are primarily divided in the following categories:

Sub-Category	Products
Millets	Finger Millet (<i>Ragi</i>), Barnyard Millet, Foxtail Millet, Little Millet, Mille Grain Combo, Pearl Millet (<i>Bajra</i>), Sorghum (<i>Jowar</i>)
Protein Staples	Various kinds of pulses including Pigeon pea, Black Gram, Green Gram, Fried Gram, Bengal Gram.
Traditional Staples & Flours	Whole Wheat Flour, Maize Flour, Edible oils, Rice based products, Sago Pearls.

The following table provides revenue wise break-up of various categories of staples for the nine-months period ended December 31, 2025 and for last three fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total
Millets	53.43	9.78	113.53	12.54	42.53	12.33	32.34	11.93
Protein Staples	362.89	66.44	248.92	27.49	70.63	20.49	63.10	23.27
Traditional Staples & Flours	129.85	23.77	543.12	59.98	231.62	67.18	175.69	64.80
Total	546.17	100.00	905.57	100.00	344.78	100.00	271.12	100.00

3. Spices

Our spices offerings enable us to participate in product categories characterised by recurring consumer demand and widespread usage across households and food service applications. As of December 31, 2025, our spices portfolio comprised 2 product offerings across 69 SKUs. Our product offerings under this category are primarily divided in the following categories:

Sub-Category	Products
Pure Spices	Turmeric Powder, Cardamom, Tamarind, Pepper, Mustard, Chilly Powder, Coriander.
Blended Spices	Sambar Powder, Rasam Powder, Curry Masala, Garam Masala Powder.

The following table sets forth the revenue-wise break-up of our spices category for the nine-month period ended December 31, 2025 and for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total
Pure Spices	143.62	82.91	186.43	89.66	157.79	86.15	111.53	85.17
Blended Spices	29.60	17.09	21.50	10.34	25.36	13.85	19.41	14.83
Total	173.22	100.00	207.93	100.00	183.15	100.00	130.94	100.00

4. Sugar Alternatives

The sugar alternatives category forms part of our product offerings and caters to customers seeking products across health and wellness-oriented food categories. As of December 31, 2025, we offered 11 SKUs across our sugar alternatives product category.

Our product offerings under this category are primarily divided in the following categories:

Sub-Category	Products
Sugar Alternatives	Jaggery Powder, Palm Jaggery, Coconut Sugar, Coconut Jaggery and Dates Powder

The following table sets forth the revenue-wise break-up of our sugar alternatives category for the nine-month period ended December 31, 2025 and for last three fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total
Sugar Alternatives	423.77	100.00	506.51	100.00	85.26	100.00	79.98	100.00
Total	423.77	100.00	506.51	100.00	85.26	100.00	79.98	100.00

5. Other Allied FMCG Products

In addition to our principal product categories, we manufacture and supply a range of other allied FMCG products, which extend the breadth of our offerings and enable us to participate across additional consumption occasions. Our principal products comprise (i) dehydrated seeds, fruits & vegetables and (ii) sprouted products. As of December 31, 2025, we offered 36 SKUs as other allied FMCG products.

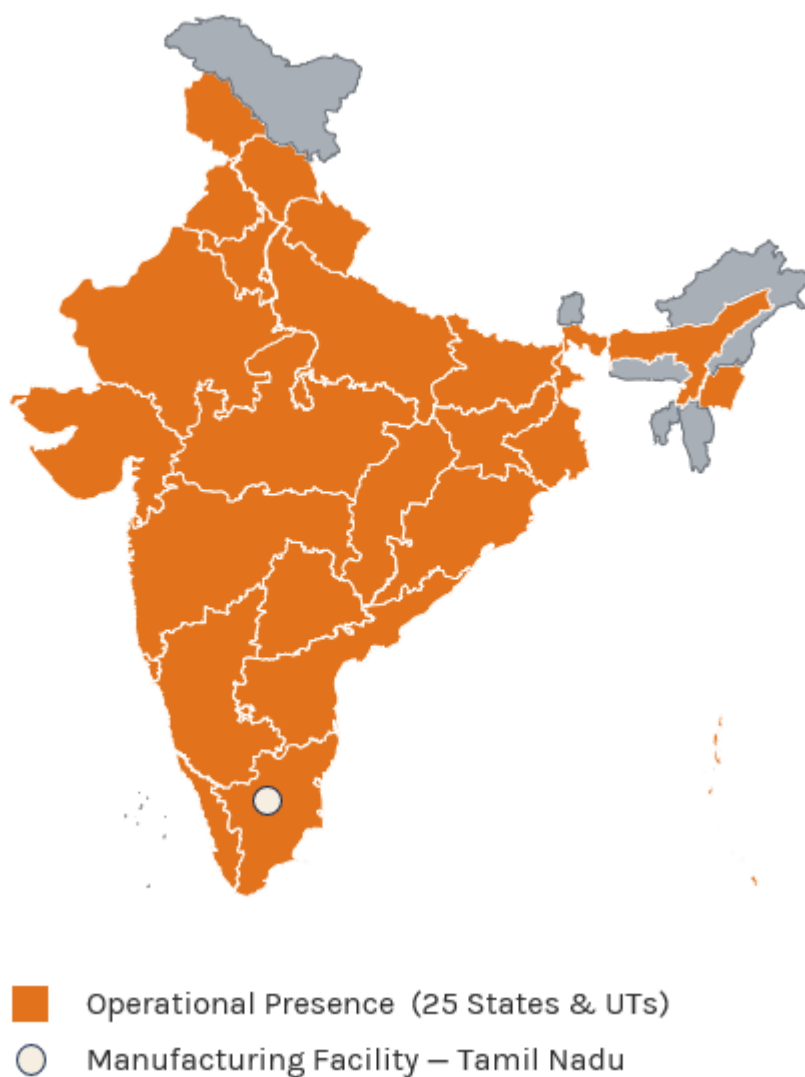
The following table sets forth the revenue-wise break-up of our other allied FMCG products category for the nine-month period ended December 31, 2025 and for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total	Amount (₹ in million)	% of Total
Sprouted products	16.98	40.72	20.25	45.03	16.27	20.10	11.15	23.70
Seeds, Fruits & Vegetables	24.71	59.28	24.71	54.97	64.70	79.90	35.89	76.30
Total	41.69	100.00	44.96	100.00	80.97	100.00	47.04	100.00

GEOGRAPHICAL PRESENCE

Our customer base spans multiple geographies across India. For the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023, we have served customers located across 22 States and 03 Union Territory. For our domestic operational presence, please see the map below.



Our revenue from operations, segregated on a state-wise basis for the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023 is set out below:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
Tamil Nadu	1,642.17	70.65	1,836.53	70.60	933.66	57.84	751.46	65.18
Karnataka	181.70	7.82	228.56	8.79	298.44	18.49	206.70	17.93
Andhra Pradesh	55.05	2.37	62.23	2.39	36.74	2.28	16.00	1.39
Kerala	65.21	2.81	97.11	3.73	98.67	6.11	48.92	4.24
Telangana	29.81	1.28	38.94	1.50	43.57	2.70	35.83	3.11
Delhi	143.69	6.18	60.71	2.33	62.01	3.84	22.55	1.96
Maharashtra	103.44	4.45	158.75	6.10	94.83	5.87	32.37	2.81
Gujarat	29.34	1.26	49.02	1.88	5.44	0.34	3.80	0.33
Other States & Union Territories*	52.43	2.26	42.16	1.62	22.41	1.39	25.60	2.22
Total Domestic Sale of Product (A)	2,302.86	99.07	2,574.01	98.96	1,595.77	98.85	1,143.24	99.17

*Other States & Union Territories include Andaman & Nicobar Islands, Assam, Bihar, Chhattisgarh, Goa, Haryana, Himachal Pradesh, Jharkhand, Madhya Pradesh, Manipur, Odisha, Puducherry, Punjab, Rajasthan, Uttar Pradesh, Uttarakhand and West Bengal,

Our revenues are predominantly derived from customers located within India. In addition, we have expanded an international presence and derived revenues from customers located in the United Arab Emirates, Tanzania, Canada and England during the relevant periods. The following table sets forth the geographical distribution of our revenue from operations for the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023 is set out below:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
India	2,302.86	99.07	2,574.01	98.96	1,595.77	98.85	1,143.24	99.17
UAE	0.61	0.03	1.81	0.07	-	-	-	-
Tanzania	0.76	0.03	-	-	-	-	-	-
Canada	-	-	0.14	0.01	-	-	-	-
Total	2,304.23	99.13	2,575.96	99.03	1,595.77	98.85	1,143.24	99.17

OUR CUSTOMERS

Over the years, we have expanded our customer relationships and product offerings, strengthening our presence across multiple food categories. Set forth below are certain key milestones in the development of our business:



We cater to a diversified customer base. Some of our clients across segments are Alimento Agro Foods Private Limited, Contenta Foods, Febc Private Limited, Fitshit Health Solutions Private Limited, The Healthy Affair Foods, Istore Direct Trading Private Limited, Kellogg India Private Limited, Manjilas Food Tech Private Limited, Minkan Agro Industries Private Limited, Sri Narasu's Coffee Company Private Limited, Nithi Food Tech, Nutrivative Foods Private Limited, Radiance Global Traders Private Limited, Skandhanshi Agro Foods Private Limited, Skyroots Ventures LLP, Kriska Genesis Ingredients Private Limited, Some More Foods Private Limited, Theni Thaniyam, Vel Nutri Foods, Wenova Brands Private Limited and Wholsum Foods Private Limited, among others.

These engagements have been undertaken in the ordinary course of business and vary in nature and scale depending on customer requirements, product categories and commercial arrangements. Customer engagements are typically order-based and may vary depending on product requirements and demand cycles. While we do not typically operate under long-term assured offtake arrangements, repeat engagements and ongoing relationships with customers support continuity of business.

We have a history of strong customer retention driven by our customer management practices. The table below sets forth the details of our repeat customers:

Name of Customer	Number of years of relationship
Nutrivative Foods Private Limited*	8 years
Wholsum Foods Private Limited*	8 years
Istore Direct Trading Private Limited*	8 years
Innovative Retail Concepts Private Limited*	8 years
Manjilas Food Tech Private Limited*	7 years
Kellogg India Private Limited	6 years
Alimento Agro Foods Private Limited	5 years
Fitshit Health Solutions Private Limited	5 years

*Several of our long-standing customers were originally associated with our pre-amalgamated entities, namely Christy Super Foods Private Limited and Rebal Nutri Food Private Limited, and have continued their relationship with us following the amalgamation.

Our Select Customers

The above logos represent select customers with whom we have undertaken manufacturing and/or supply engagements in the ordinary course of business. The inclusion of such logos does not imply any endorsement or preferential relationship. The nature and duration of engagements may vary.

The contribution of our top ten customers to the total revenue from operations in the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Revenue from Operation	Amount (₹ in million)	% of Revenue from Operation	Amount (₹ in million)	% of Revenue from Operation	Amount (₹ in million)	% of Revenue from Operation
Top Customer	263.97	11.46	620.52	24.09	171.37	10.74	130.56	11.43
Top 5 Customers	991.12	43.01	1,338.48	51.97	659.02	41.31	389.91	34.13
Top 10 Customers	1,390.63	60.36	1,796.41	69.75	872.66	54.70	528.27	46.24

MANUFACTURING FACILITIES AND INFRASTRUCTURE

Our manufacturing operations are supported by four manufacturing units comprising nine facilities located across Tamil Nadu. These facilities support our diversified food processing activities and enable us to manufacture products across a broad range of categories. Our manufacturing infrastructure is designed to support multiple stages of food processing, including cleaning, grading, sorting, milling, blending, extrusion, flaking, roasting, drying, formulation, packaging and storage. Through these integrated capabilities, we manufacture a diverse portfolio of products such as breakfast cereals, millet-based products, noodles, snacks, flours, spices, health mixes, ready-to-cook products, sweeteners and allied packaged foods.

Our operations are supported by a combination of automated and semi-automated machinery deployed across key stages of the production process. These include cleaning and grading systems, milling and grinding equipment, blending and mixing systems, extrusion and flaking machinery, roasting and drying systems, and packaging and sealing equipment. Such infrastructure, together with trained personnel, enables consistency in product quality, efficient throughput and adherence to customer specifications.

Our manufacturing infrastructure comprises an aggregate built-up area of approximately 2,21,117 lakh square feet. Our average capacity utilisation across key manufacturing lines was approximately 90.95%, 80.89%, 60.99% and 56.59% in the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023, respectively.

Our facilities are designed to provide operational flexibility, enabling allocation of capacity across product categories and adjustment of production based on customer demand, product mix and batch requirements. This allows us to cater to both large-volume orders and customised production runs while maintaining efficiency in utilisation of infrastructure.

Representative images of our manufacturing facilities



Set out below are details of the product categories produced at different manufacturing units as of December 31, 2025:

Manufacturing Unit	Key product categories manufactured
Unit I	Manufacturing of RTE/RTC products, (including but not limited to Muesli, Flakes, Sticks, Crunches, Crisp & Makhana, Chips, Puffs, Food Mixes and Premixes, Pasta, Pancakes and Noodles) Staples and Sugar Alternatives
Unit II	Manufacturing of RTE/RTC Products
Unit III	Manufacturing of Pure and Blended Spices
Unit IV	Manufacturing of Staples, Spices and Pre-mixes

The following table sets forth the effective installed capacity, actual production and capacity utilization of the Company's products at the Company's and its Subsidiaries' manufacturing units for the reporting period:

Particulars	Period Ended December 31, 2025			Fiscal 2025			Fiscal 2024			Fiscal 2023		
	Effective Installed Capacity	Actual Production	Capacity Utilized (%)	Effective Installed Capacity	Actual Production	Capacity Utilized (%)	Effective Installed Capacity	Actual Production	Capacity Utilized (%)	Effective Installed Capacity	Actual Production	Capacity Utilized (%)
Functional & Innovative Foods Limited												
Unit-I	24,570.00	23,302.78	94.84	26,863.20	23,131.89	86.11	14,742.00	8,550.29	58.00	9,828.00	5,714.85	58.15
Unit-II	2,948.40	2,287.58	77.59	3,931.20	3,740.88	95.16	3,931.20	2,809.63	71.47	3,276.00	1,536.32	46.90
Unit-III	884.52	706.63	79.89	1,179.36	794.93	67.40	720.72	705.84	97.94	655.20	500.39	76.37
Total (A)	28,402.92	26,296.99	92.59	31,973.76	27,667.70	86.53	19,393.92	12,065.76	62.21	13,759.20	7,751.56	56.34
Christy Quality Foods (India) Private Limited												
Unit-IV	7,985.25	6,797.33	85.12	10,647.00	6,806.17	63.93	10,647.00	6,256.84	58.77	10,647.00	5,987.72	56.24
Total (A)	7,985.25	6,797.33	85.12	10,647.00	6,806.17	63.93	10,647.00	6,256.84	58.77	10,647.00	5,987.72	56.24
Grand Total (A+B)	36,388.17	33,094.32	90.95	42,620.76	34,473.87	80.89	30,040.92	18,322.60	60.99	24,406.20	13,739.29	56.29

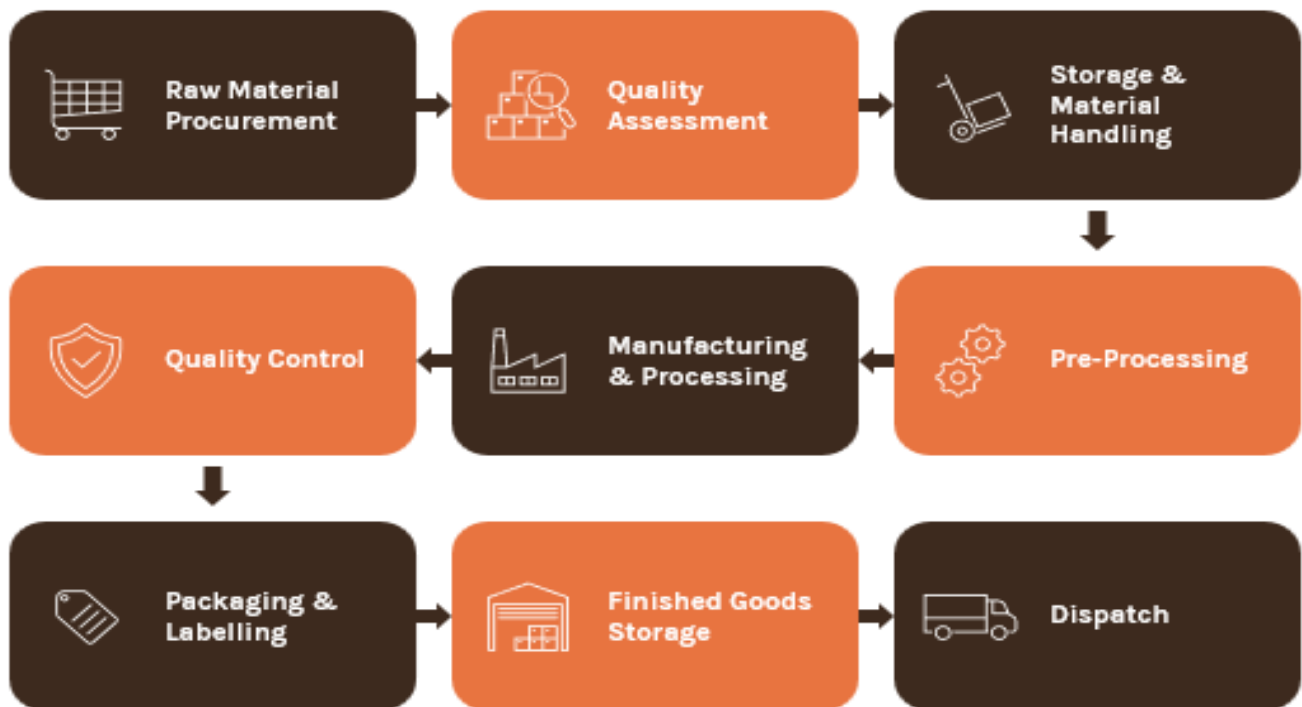
As certified by R K Associates, Independent Chartered Engineer pursuant to their report dated June 26, 2026.

Notes:

1. Installed capacity represents the installed capacity as of the last date of the relevant Fiscal/Period. The installed capacity are based on various assumptions and estimates, including standard capacity calculation practice in the food manufacturing industry. Assumptions and estimates taken into account for measuring installed capacities include 26 (twenty-six) working days in a month having 3 (three) shifts of 7 (seven) hours each for the respective period/fiscal.
2. The Company and subsidiary operate 9 manufacturing facilities, which are grouped into 4 manufacturing units for reporting purposes. Since certain facilities within a manufacturing unit are engaged in the production of semi-finished goods that are transferred to other facilities within the same unit for further processing and packaging, these facilities operate as an integrated production network. Accordingly, the installed capacity, available capacity, actual production and capacity utilization have been considered on a combined basis for each manufacturing unit, as presenting the capacities of individual facilities separately would result in double-counting of semi-finished goods transferred between such facilities.
3. The installed capacity certified herein has been determined based on the effective production capability of the manufacturing facility, considering the overall manufacturing process, production cycle times, process flow, machine utilization patterns and re-utilization of equipment during subsequent stages of processing. Accordingly, the installed capacity reflects the effective achievable production capacity of the facility under normal operating conditions and is not limited to the standalone rated capacity of individual machines.
4. Actual production represents quantum of production in the relevant manufacturing unit in the relevant Fiscal/Period.
5. Capacity utilization has been computed based on actual production achieved during the relevant period as a percentage of the installed capacity determined using the above methodology

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MANUFACTURING PROCESS



The manufacturing process begins with the procurement and receipt of raw materials and packaging materials from approved suppliers. Upon receipt, all incoming materials undergo quality assessment and inspection to verify compliance with prescribed specifications relating to physical attributes, quality parameters, food safety requirements, and regulatory standards. Samples may be subjected to laboratory testing, where applicable, before acceptance for production.

Following successful quality assessment, approved raw materials are stored in designated storage areas under controlled conditions. Materials are maintained in clean and dry storage facilities and are placed on pallets to prevent direct contact with the floor and to facilitate proper handling and traceability. Where necessary, fumigation and pest-control measures are undertaken in accordance with established food safety protocols to preserve material quality and prevent infestation during storage.

Based on production schedules and product requirements, raw materials are issued to the manufacturing floor and undergo preliminary processing activities such as cleaning, sorting, grading, de-stoning, roasting, drying, or milling, as applicable. The processed ingredients are then transferred for further manufacturing operations.

The manufacturing stage involves activities such as weighing, batching, blending, mixing, milling, extrusion, cooking, seasoning, fortification, or other product-specific processing operations. These processes are carried out in accordance with approved formulations, standard operating procedures, and process parameters to ensure consistency and product quality. In-process quality checks are conducted at various stages to monitor critical quality attributes and ensure compliance with product specifications.

Upon completion of manufacturing, the finished products undergo quality control inspections and testing, which may include physical, chemical, microbiological, and sensory evaluations, as applicable. Only products meeting the prescribed quality standards are released for packaging.

The approved finished products are packaged using suitable packaging materials and formats based on customer requirements and product characteristics. Packaging activities include filling, sealing, coding, labelling, and batch identification to ensure traceability and compliance with applicable regulatory requirements.

Following packaging, the finished goods undergo final inspection and are transferred to designated finished goods storage areas pending dispatch. Products are stored under appropriate conditions to maintain quality and shelf life until shipment. Thereafter, finished goods are dispatched to customers or distributors.

(Source: D&B Report)

OUR MACHINERIES

Our Company has established a diversified manufacturing infrastructure supported by a range of machinery and equipment required for processing, value addition and packaging of food products across multiple categories. Our machinery base has evolved in line with our expanding product portfolio and enables us to manufacture products at scale while maintaining consistency and operational efficiency.

Our facilities are equipped with machinery deployed across various stages of the manufacturing process, including cleaning, grading, processing, blending, extrusion, roasting, drying and packaging. These include blenders, blowers, dryers, grinders, toasters, compressors, flakers, roasting equipment, conveyors and associated processing systems, which support the manufacture of products such as flours, spice blends, breakfast cereals, noodles, snacks, health mixes and other value-added food products.

Our packaging operations are supported by automated and semi-automated machines capable of handling different packaging formats and sizes, facilitating efficient weighing, filling, sealing and coding operations. We also undertake routine maintenance and periodic upgrades of our machinery to support operational efficiency and minimise downtime.

The following key machinery and equipment are installed at our manufacturing units:

Sr. No.	Particulars	Qty. (Number/ Set)	End Use
1.	Toaster, Roasters, Cooker & Oven	36	Used for toasting & cooking of various food products
2.	Airlock	34	Used as barrier to maintain hygiene, isolate environments, and facilitate material flow without compromising product safety
3.	Elevator	25	Used to Transfer the grains from one area to other area
4.	Grader, De-stoner & Pre-Cleaner	24	Used to segregate the grains based on their size and remove / separate physical contaminant like stones, sticks etc from grains
5.	Flaker	07	Used to convert the cooked grains into flakes
6.	Coating Pan	05	Used to coat the food product to produce sweet / savoury variants.
7.	Air Coolers and Cooling Tower	27	Used to control the temperature in the machines.
8.	Boiler	01	Used to steam the food products
9.	Polisher	06	Used to remove the outer seed coat / bran from the grains
10.	Blower	32	Used for pneumatic conveying, vacuum packaging, ingredient mixing, and aeration of food products during processing
11.	Vibro Shifter	12	Used to separate, grade, or filter food ingredients based on particle size
12.	Pulverizer	13	Used to grind and crush solid materials into fine powders or small particles
13.	Grinding Machine	06	Used to grind and crush solid materials into fine powders or small particles
14.	Conveyor	30	Continuously move raw ingredients, baked goods, or packages between processing stages
15.	Blender	17	Blenders mix various materials to ensure consistent flavor, texture, and color in the final product
16.	Metal Detector	07	Used to scan for stray iron, copper, or stainless-steel fragments, protecting consumers
17.	Packing & Printing Machines	111	Used for pouch filling, boxes and printing of relevant information as required
18.	Compressor	19	Provides high-pressure air used to power pneumatic valves and clean equipment
19.	Dryer	25	Remove moisture from food products as per the requirement
20.	Vacuum Cleaner	01	Used to ensure sanitation and hygiene

Sr. No.	Particulars	Qty. (Number/ Set)	End Use
21.	Weighing Scale	33	Used in packaging operations to ensure packaged products meet net-weight regulations, preventing under-filling and over-filling.
22.	Storage Bins & tanks	21	Handling, transport, and bulk storage of raw materials and finished products
23.	SS Trays & Sheets, Racks, Pallets & Trolley	1,350	Used for Food handling, preparation, and processing
24.	Extruder	04	Used to produce Extruded nuggets in different shape for RTE snacks
25.	Heat Exchanger and Heating battery	07	Used to heat the air / water to desired temperature with proper control & monitoring system.
26.	Noodle making machine	03	Used to produce Noodles (RTC)
27.	Cereal Bar processing line	01 Set	Used to produce Nutri bar, cereal bar & Mixed fruit bar in different flavours (RTE)
28.	Cookie snacks machine	01 Set	Used to produce the cookies in different shapes
29.	Centre fill snack processing machinery	01 Set	Used to produce Centre filled (cream / peanut butter) based RTE snacks
30.	Hammer Mill	01	Used to scan for stray iron, copper, or stainless-steel fragments

As certified by R K Associates, Independent Chartered Engineer pursuant to their report dated June 26, 2026.

RAW MATERIAL AND SOURCING

We procure a range of raw materials and packaging materials required for our manufacturing operations. Our principal raw materials comprise cereals, millets, pulses, grains, spices, nuts, seeds and other food ingredients, which are procured in accordance with specified quality and safety requirements.

We maintain a structured procurement and supplier approval framework to ensure the availability of quality raw materials and packaging materials. We procure materials from approved suppliers and undertake vendor evaluation and approval procedures in accordance with our documented procurement and supplier approval policies. Suppliers are evaluated based on parameters such as quality standards, regulatory compliance and supply capability. We also undertake periodic monitoring of supplier performance and maintain an approved vendor list. For certain categories of materials, vendor assessments and external testing requirements are undertaken in accordance with our internal procedures.

Incoming consignments are subject to prescribed documentation and inspection requirements, including verification of relevant records and certificates, physical inspection of materials and vehicle inspection procedures. Materials are released for use only after completion of applicable inspection and testing requirements. Non-conforming materials are rejected and returned in accordance with our established procedures.

We maintain documented procedures relating to material receipt, unloading, storage and inter-factory transfer. Materials are stored in accordance with prescribed storage requirements and inventory management practices to support uninterrupted manufacturing operations. Our sourcing framework and supplier relationships support continuity of supply and facilitate the timely availability of raw materials required for our business operations.

The table below sets forth our total cost of raw materials procured during the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses

Particulars	Nine months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses
Total cost of raw materials	1,484.24	73.89	1,869.48	81.02	1,095.15	75.70	837.88	74.94

Total cost of raw material includes raw material and packaging material.

Our Top Suppliers

Following is the list of our top suppliers for the period ended December 31, 2025, and for each of the three preceding fiscal years:

Particulars	Nine months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of Revenue from Operation	Amount (₹ in million)	% of Revenue from Operation	Amount (₹ in million)	% of Revenue from Operation	Amount (₹ in million)	% of Revenue from Operation
Top Supplier	166.93	8.99	214.23	10.52	223.92	18.96	52.85	6.23
Top 5 Suppliers	517.27	27.87	655.64	32.21	432.17	36.60	157.63	18.58
Top 10 Suppliers	734.69	39.58	912.81	44.83	573.15	48.53	246.98	29.11

QUALITY CONTROL AND QUALITY ASSURANCE

We have established quality control and quality assurance systems covering various stages of our operations, including procurement, material receipt, production, packaging, storage and dispatch. These systems are supported by documented standard operating procedures and food safety management processes designed to ensure product quality, safety and regulatory compliance.

We hold licences issued by the Food Safety and Standards Authority of India ("FSSAI") for our manufacturing operations and maintain certifications and approvals applicable to our business. We undertake periodic reviews and audits in accordance with our internal procedures and applicable standards. In line with these standards, we maintain key international quality certifications and registrations for our operations, including BRC Global Standard for Food Safety, Eurofins GMP Verification, ISO 22000:2018 certification, Kosher registration, and U.S. FDA registration.

Raw materials and packaging materials are procured from approved suppliers and are subject to inspection and verification procedures. Incoming consignments are accompanied by prescribed documentation and undergo physical inspection and testing requirements in accordance with our internal procedures. Materials that do not conform to the prescribed requirements are rejected and dealt with in accordance with established protocols.

Our operations are governed by documented procedures relating to material receipt and storage, sampling methodologies, material approval, production planning, allergen control, online quality monitoring, metal detection, packing operations, finished goods storage and dispatch. We also maintain procedures relating to sanitation and cleaning, housekeeping and pest control, hygiene control, preventive maintenance and customer complaint handling.

We maintain records and documentation relating to quality control activities and undertake internal reviews to support traceability and compliance with applicable standards and customer requirements.

UTILITIES

Our operations require a continuous and reliable supply of power to support various stages of our manufacturing processes, including processing, blending, extrusion, cooking, drying and packaging activities. We primarily source our power

requirements from the state electricity grid. In order to ensure operational continuity, we have installed backup power arrangements, including diesel generator sets, to address any disruptions or outages.

Set forth below are our water, fuel and power charges in the nine months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023:

Particulars	Nine months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses
Water, Fuel and Power charges	26.72	1.33	45.66	1.97	42.09	2.91	27.28	2.44

MARKETING AND PROMOTION

Our marketing and promotional strategy is aligned with our positioning as an integrated food contract manufacturer. Unlike traditional FMCG companies, we do not rely on mass media advertising or consumer-focused campaigns. Instead, our marketing efforts are focused on demonstrating our manufacturing capabilities, product development expertise, regulatory compliance standards and operational reliability to food brands, multinational corporations, organised retailers and institutional customers.

Our customer acquisition strategy is primarily relationship-driven and supported by direct engagement with prospective and existing customers. Through targeted outreach, product discussions and capability presentations, we seek to position ourselves as a long-term manufacturing partner. We also participate in trade exhibitions, industry events and sector-specific forums to showcase our infrastructure, certifications and product capabilities to domestic and international customers.

In addition, we receive customer referrals through existing customers, suppliers and other participants in the food ecosystem, and maintain a presence on select B2B trade platforms and digital marketplaces, which facilitate inbound enquiries from prospective customers across geographies. In certain cases, prospective customers also approach us based on manufacturer details disclosed on product packaging.

Product sampling forms an important part of our marketing process, enabling customers to evaluate our product quality, formulation capabilities and cost competitiveness prior to commercial engagement. We also utilise product brochures, catalogues and technical presentations during customer interactions and business development initiatives. For our Subsidiary's branded products, marketing is primarily supported through distributor relationships, retail presence and institutional channels.

OUR COMPETITION

The competitive landscape across India's food staples, ready to cook and food contract manufacturing segments is highly diverse, with participation from large FMCG companies, regional and mid-sized players, private labels and emerging niche brands. The food staples segment is relatively mature and scale-driven, where competition is led by strong brands with extensive sourcing networks and nationwide distribution, with pricing, supply chain efficiency and brand trust remaining key differentiators. In contrast, the RTC segment is more fragmented and innovation-intensive, characterised by frequent product launches, shorter innovation cycles and greater emphasis on taste, convenience and menu variety. (Source: D&B Report)

Further, the food contract manufacturing segment is marked by a fragmented base of manufacturers, with competition centred on quality standards, regulatory compliance, scalability and cost efficiency. Rising compliance requirements and customer expectations around certifications and traceability are increasing operational complexity, while competition in the RTC and contract manufacturing segments is increasingly driven by innovation capability, operational agility and compliance standards. Shorter product life cycles, rapidly changing consumer preferences and rising demand for customised and differentiated offerings favour players that can quickly innovate and scale production, thereby increasing the importance of operational capability, innovation and reliability alongside traditional scale and pricing advantages. (Source: D&B Report)

INTELLECTUAL PROPERTY RIGHTS

As on the date of this Draft Red Herring Prospectus, we have four trademark applications in India in the name of our



Company under Classes 29 and 30, including our logo and the mark **“Functional & Innovative Foods REDEFINING NUTRITION”**. All such applications have been filed with the Trade Marks Registry, Government of India and are presently at the “Formalities Chk Pass” stage.

Further, our Material Subsidiary has four registered trademarks in India under Classes 29 and 30, including its logo



and the mark **“NALAAS”**. Of these, two trademarks are registered under Class 29 and two trademarks are registered under Class 30, with validity extending up to July 3, 2029, November 20, 2034, March 9, 2035 and March 12, 2035, respectively.

For further details and information on risks related to our intellectual property, see **“Government and Other Statutory Approvals”** and **“Risk Factors – We may be unable to adequately obtain, maintain, protect and enforce our intellectual property rights. We may also be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations.”** on page 417 and 48 respectively.

INSURANCE POLICIES

We operate in an industry that involves various inherent risks, including equipment failure, workplace accidents, natural disasters such as earthquakes and floods, fire, explosions, acts of terrorism, and other force majeure events. These risks can result in personal injury, property damage, environmental harm, and financial loss. To mitigate such exposures, we maintain a range of insurance policies that we consider appropriate for our operations. These policies include coverage for stocks, plant and machinery, furniture and fittings, computers and office equipment, as well as industrial all-risk and property insurance, among others. We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to ensure our business and operations and is in accordance with industry standards in India

We have the following comprehensive insurance in order to manage the risk of losses from potentially harmful events:

Particulars	As of December 31, 2025	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Insured assets (₹ in million)*	397.18	424.13	233.38	174.91
Percentage of total assets (%)	65.00	100.00	85.00	100.00

*Insured assets includes plant & machinery and inventory.

Also, please see **“Risk Factors – Our inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.”** on page 53.

HUMAN RESOURCES

As at December 31, 2025, we had an aggregate of 641 permanent employees on the payroll of our company. The department wise break-up of such personnel are as follows:

Name of the Department	Number of Employees as at December 31, 2025
Administration, Human Resources and Accounts	18
Finance	03
Product Development	07
Quality Assurance and Quality Control	21
Procurement	04
Production and Operations	535
Sales, Marketing and Dispatch	22
Stores and Warehouse	07
Technical and Maintenance	17
Security	07
Total	641

The table below sets out the attrition rates for our employees, including key managerial personnel and senior management, as well as skilled and unskilled personnel, for the periods indicated:

Particulars	Nine months period ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Number of employees	641	645	607	448
Employee attrition rate (in %)*	32.00	33.45	35.88	23.11
Number of Key Managerial Personnel	-	-	-	-
Key Managerial Personnel attrition rate*	-	-	-	-
Number of Senior Management Personnel	-	-	-	-
Senior Management attrition rate*	-	-	-	-

*Attrition rate is calculated as the number of employees who resigned during the period divided by the average number of employees at the beginning and end of that period.

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IMMOVABLE PROPERTIES

Our Registered Office is located at SF No. 9/1, Door No. 1/374A, Andipalayam Village, Tiruchengode, Namakkal, Tamil Nadu-637214.

The table below provides the details of our material properties and properties leased from our related parties:

Sr. No.	Property	Address	Lessor/Seller/owner	Lessee / Purchaser/Tenant	Details of Agreement	Whether lessor is a related party or not	Duration / period of lease
1.	Registered Office / Manufacturing Facility*	SF No. 9/1, Door No. 1/374A, 1/374A1, 1/372D, and SF No. 33/1B & 33/2B, Door No. 1/374B, Andipalayam Village, Tiruchengode, Namakkal, Tamil Nadu-637214	T.S. Kumarasamy	Functional & Innovative Foods Limited	Date of Rent agreement: March 07, 2026 Rent amount: ₹ 15,000 per month	Yes	29 years commencing from March 07, 2026 to March 06, 2055
2.	Manufacturing Facility*	Survey No.8/5 and New Separate Sub-division No.8/5D, Door No.1/374E, Andipalayam Village, Andipalayam Post, Tiruchengode Taluk, Namakkal District - 637 214, Tamil Nadu, India	Handhold Ventures Private Limited	Functional & Innovative Foods Limited	Date of Rent agreement: March 07, 2026 Rent amount: ₹ 5,000 per month	Yes	29 years commencing from March 07, 2026 to March 06, 2055
3.	Manufacturing Facility*	SF No. 32/1, Door No. 1/E9 and 1/E9A, Andipalayam Village, Tiruchengode, Namakkal, Tamil Nadu-637214	Christy Friedgram Industry Private Limited	Functional & Innovative Foods Limited	Date of Rent agreement: March 07, 2026 Rent amount: ₹ 4,000 per month	No	March 07, 2026 to March 06, 2055
4.	Manufacturing Facility*	Door No.5/157, Kumaramangalam Village, Kumaramangalam Po, Tiruchengode Taluk, Namakkal District - 637205, Tamil Nadu	Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	Date of Rent agreement: March 10, 2026 Rent amount: ₹ 5,000 per month	Yes	29 years commencing from March 10, 2026 to March 09, 2055
5.	Registered Office*	Door No. 1/364B, SIDCO, Industrial Estate, Andipalayam Village, Andipalayam Post, Tiruchengode Taluk,	T.S. Kumarasamy	Christy Quality Foods (India) Private Limited	Date of Lease Agreement: November 25, 2025	Yes	11 Months from November 01, 2025 to September 30,

Sr. No.	Property	Address	Lessor/Seller/owner	Lessee / Purchaser/Tenant	Details of Agreement	Whether lessor is a related party or not	Duration / period of lease
		Namakkal Dist. 637214, Tamil Nadu, India			Rent amount: ₹ 38,500 for 11 (eleven) months		2026
6.	Manufacturing Facility	SF. No. 97/5 and now subdivision SF No. 97/5A and 97/6, Door No. 44/1, Kumilamparappu Village, Chitode, Erode, Taluk & District – 638102, Tamil Nadu, India	N. Senthilkumar & N. Sakthivel	Christy Quality Foods (India) Private Limited	Date of Rent Agreements: May 13, 2026 Rent Amount: To Mr. N Senthilkumar: For 1st 3 years ₹ 1,12,200 per month For next 3 years ₹ 1,23,420 per month For last 1 year: ₹ 1,35,762 per month To Mr. N. Sakthivel: For 1st 3 years ₹ 1,07,800 per month For next 3 years ₹ 1,18,580 per month For last 1 year ₹ 1,30,438 per month	No	7 years from May 01, 2026 to April 30, 2033
7.	Vacant Land for Proposed Unit-V*	428/2 and 428/3, Attavanai Erayamangalam Group, s. Erayamangaram viilage,	Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	Date of Lease Agreement: April 18, 2026	Yes	29 years commencing from April 18,

Sr. No.	Property	Address	Lessor/Seller/owner	Lessee / Purchaser/Tenant	Details of Agreement	Whether lessor is a related party or not	Duration / period of lease
		Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India			Rent amount: ₹ 10,000 per month		2026 to April 17, 2055
8.	Vacant Land for Proposed Unit-V*	SF. No.431/2, 3,4,5,6,7,8, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India	Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	Date of Lease Agreement: April 11, 2026 Rent amount: ₹ 10,000 per month	Yes	29 years commencing from April 11, 2026 to April 10, 2055
9.	Vacant Land for Proposed Unit-VI	Plot No.49, Industrial Area, Hatod Tehsil Sardarpur District, Dhar, Madya Pradesh	Madhya Pradesh Industrial Development Corporation	Functional & Innovative Foods Limited	Date of Lease Agreement: May 06, 2026 Rent amount: ₹ 1,122.5 per month	No	99 years commencing from April 28, 2026 to April 27, 2125
10.	Manufacturing Facility	New SF No. 71/2B1, Door No. 145 A & 1/451, Kuppandampalayam group of Oduvampalayam, Tiruchengode, Namakkal, Tamil Nadu, 637205	City Union Bank Limited	Functional & Innovative Foods Private Limited	Sale Certificate executed on February 15, 2023 Sale Consideration: ₹ 5.65 million	No	-
11.	Manufacturing Facility*	3/1481, Paasuran Kadu, Karumapuram Post, Morepalayam Village, Tiruchengode, Namakkal, Tamilnadu, 637205	T.S Kumarasamy	Functional & Innovative Foods Private Limited	Sale Deed executed on June 05, 2023 Sale Consideration: ₹ 1.07 million	Yes	-
12.	Manufacturing facility**	Namakkal District, Namakkal Registration District, Timchengode Taluk, Tiruchengode Sub-Registration District, Karumapuram Village, Patta No. 742, Survey No. 239	T.S Kumarasamy	Rebala Nutri Foodee Private Limited	Sale Deed executed on June 05, 2023 Sale Consideration: ₹ 1.3 million	Yes	-

[#] This property is presently under a lease agreement with Tiruchengode MSME Cluster Packing Federation and is not actively used by our Company.

*All transactions with related parties have been entered into by our Company at an arm's length basis.

For further details and information on risks related to the properties held by us on a leasehold / freehold basis from our related parties, please see “**Risk Factors – Our certain manufacturing units, which is located at our Registered and Corporate Office, from where we and our subsidiary operate, as well as certain operational spaces of our Company, are located on land not owned by us and have been leased to us by our promoters, members of our promoter group and third-parties. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected.**” on page 44.

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KEY REGULATIONS AND POLICIES IN INDIA

The following is a brief overview of certain key sector specific relevant laws and regulations which are applicable to the business and operations of our Company and its Subsidiary. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, that are available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

KEY REGULATIONS AND POLICIES IN INDIA

The Food Safety and Standards Act, 2006 ("FSSA") and the regulations framed thereunder

The FSSA was enacted on August 23, 2006, repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA pursues to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India ("FSSAI") for laying down scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption, and for matters connected therewith or incidental thereto. The standards prescribed by the FSSAI include specifications for food additives, flavourings, processing aids and materials in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. Under the provisions of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

In exercise of powers under the FSSA, the FSSAI has also framed the Food Safety and Standards Rules, 2011 ("FSSR"). The FSSR sets out the enforcement structure of 'commissioner of food safety', 'the food safety officer' and 'the food analyst' and procedures of taking extracts, seizure, sampling and analysis. The FSSA also lays down penalties for various offences, including recall procedures. The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 provides for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various food business operators ("FBOs"), including petty FBOs as well as specific requirements to be fulfilled by businesses dealing with certain food products.

In terms of the Food Safety and Standards (Food Recall Procedure) Regulations, 2017, every FBO engaged in manufacture, importation or wholesale supply of food is required to have a food recall plan. The packaging done by a FBO is required to comply with the Food Safety and Standards (Packaging) Regulations, 2018, while labelling and display of pre-packaged food items must comply with the Food Safety and Standards (Labelling and Display) Regulations 2020.

According to the Food Safety and Standards (Licensing and Registration of Food Business) Amendment Regulations, 2018, an e-commerce FBO (which includes sellers and brand owner who display or offer their food products, through e-commerce, and providers of transportation services for the food products and/or providing last mile delivery transportation to the end consumers), is required to obtain central license from the concerned central licensing authority.

Agricultural and Processed Food Products Export Development Authority Act, 1985 ("APEDA Act")

The APEDA Act provides for establishment of Agricultural and Processed Food Products Export Development Authority for the development and promotion of export of certain agriculture and processed food products. APEDA has signed multiple MoUs with different institutions engaged in agri-trade and agri-infrastructure to foster cooperation in the areas of critical technology intervention requirements for organic as well as chemical/ residue free production systems; development of Common Processing Centers; effectively supporting the entire value chain system in clusters identified under the Agriculture Export Policy (AEP); developing pre-production, production, post harvesting, primary processing, secondary processing and transportation/ distribution guidelines for all the stakeholders including farmers to meet international compliances, capacity building of various stakeholders and providing technical support to tribal farmers & groups, federations, organizations working with farmers, engaging cooperatives involved in agricultural production for improving the quality of agri-produce, its consolidation and export for better price realization to the farmers; facilitating necessary certifications for agri-produce/ organic produce; capacity development of agri-processing and allied cooperative societies/SHGs; showcasing the products and services being produced/offered by agri-produce/processing cooperatives in the Indian and global markets, etc. Such MoUs are expected to facilitate the development of clusters identified under the AEP, thus benefiting the farmers in those clusters and promoting agri exports from the country. Persons exporting scheduled products are required to be registered

under the APEDA Act and are required to adhere to specified standards and specifications and to improve their packaging. The APEDA Act provides for imprisonment and monetary penalties for breach of its provisions. Further, Agricultural and Processed Food Products Export Development Authority Rules, 1986 have been framed for effective implementation of the APEDA Act and provides for the application, grant and cancellation of registration to be obtained by exporters of agricultural produce.

The Food Safety and Standards (Packaging) Regulations, 2018

The Food Authority of India had in accordance with the powers conferred upon it under section 23 of Food Safety and Standards Act, 2006, promulgated the Food Safety and Standards (Packaging and Labeling) Regulations, 2011 for packaging and labeling of food. Under it, every food business operator shall ensure that the packaging material used shall be in accordance with these regulations, which inter-alia provide for, the packaging material to be of food grade quality, suitable for the type of product, the conditions provided for storage and the equipment for filling, sealing and packaging of food as well as transportation conditions and to be able to withstand mechanical, chemical or thermal stresses encountered during normal transportation and food products to be packed in clean, hygienic and tamper-proof package or container, etc. Every food business operator shall obtain the certificate of conformity issued by NABL accredited laboratory against these regulations for the packaging material which comes in direct contact with food or layers likely to come in contact with food to be used.

The Agricultural Produce (Grading and Marking) Act, 1937 (Agmark)

The Directorate of Marketing and Inspection enforces the Agricultural Produce (Grading and Marketing) Act, 1937. Under this Act Grade standards are prescribed for agricultural and allied commodities. These are known as Agmark' standards. Grading under the provisions of this Act is voluntary. The DMI enforces the Agricultural Products (Grading and Marketing) Act, 1937. Under this Act, Grade Standards are prescribed for agricultural and allied commodities. These are known as "Agmark" Standards. Grading under the provisions of this Act is voluntary. Manufacturers who comply with standards laid down by DMI are allowed to use "Agmark" labels on their products.

Export (Quality Control and Inspection) Act, 1963 (“EQCI Act”)

The EQCI Act provides for the development of the export trade of India by securing quality control and conducting inspection. Food products that are notified commodities under the EQCI Act require mandatory pre-shipment inspection and certification prior to export by the Export Inspection Agencies, as identified under the EQCI Act. The EQCI Act establishes the Export Inspection Council which advises the central government on matters regarding measures for enforcement of quality control and inspection in relation to commodities intended to be exported. An authorised officer under the EQCI Act has the power to enter, inspect and search the premises for concealed commodities and books of account providing for penal consequences in the event of any contravention of the provisions therein.

Spices Board Act, 1986 (“the Spices Board Act”)

The Spices Board Act provides for the constitution of a board for the development of export of spices and for the control of cardamom industry including the control of cultivation of cardamom and matters connected therewith. Under the Spices Board Act, the board's main function is the development of small and large cardamoms and promotion development, regulation of exports of spices, and control over the quality of export spices.

The Food Safety and Standards (Labelling and Display) Regulations, 2020

These regulations prescribe the labelling requirements of pre-packaged foods and display of essential information on premises where food is manufactured, processed, served and stored.

Legal Metrology Act, 2009 (“Legal Metrology Act”)

The Legal Metrology Act came into effect on January 13, 2010, and has repealed and replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act provides the prescribed specifications for 162 all weights and measures used by an entity to be based on metric system based on the international system of units only.

Legal Metrology (Packaged Commodities) Amendment Rules, 2017 (“Packaged Commodity Rules”)

The Packaged Commodity Rules have amended the Legal metrology (Packaged Commodities) Rules, 2011, and lays down specific provisions applicable to packages intended for retail sale, whole-sale and for export and import. Pursuant to the packaged Commodity Rules, any pre-packaged commodity sold for use and consumption by the citizens must properly mention several details such as, the description and quantity of ingredients, date of manufacturing, date of expiry (for items prone to expiration), weight, statutory warnings, manufacturer address, contact and some other info like consumer care details, country of origin, etc.

Information Technology Act, 2000

The Information Technology Act, 2000 (the “IT Act”) creates a liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing with, or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines, and imprisonment for various computer related offences. These include offences relating to unauthorised disclosure of confidential information and committing fraudulent acts through computers, tampering with source code, unauthorised access, publication or transmission of obscene material etc. The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. In April 2011, the Department of Information Technology under the Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011 under Section 43A of the IT Act and the Information Technology (Intermediaries Guidelines) Rules, 2011 under Section 79(2) of the IT Act.

Sale of Goods Act, 1930

The Sale of Goods Act, 1930 (the “Sale of Goods Act”) governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods.

The Essential Commodities Act, 1955

The Essential Commodities Act, 1955 (the “ECA”) gives powers to the Government of India to control the production, supply and distribution of certain essential commodities for inter alia securing their equitable distribution and availability at fair prices. Using the powers under it, various ministries/ departments of the Indian government have issued control orders for regulating production, distribution, trading, quality aspects, movement and prices pertaining to commodities which are essential and administered by them, including for essential commodities such as food grains, edible oils, sugar and drugs. Penalties in terms of fine and imprisonment are prescribed under the ECA for noncompliance of its provisions. The Essential Commodities (Amendment) Act, 2020 (“Amendment Act”), which is yet to be implemented, provides the Government of India to regulate the supply of certain food items including edible oils only under extraordinary circumstances which may include war, famine, extraordinary price rise and natural calamity of grave nature. The Amendment Act requires that imposition of any stock limit on agricultural produce must be based on price rise. Further, a stock limit may be imposed only if there is: (i) a 100% increase in retail price of horticultural produce; and (ii) a 50% increase in the retail price of nonperishable agricultural food items. The increase will be calculated over the price prevailing immediately preceding twelve months, or the average retail price of the last five years, whichever is lower.

The Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 (“**MSMED Act**”), was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“**MSME**”). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated 01st June, 2020 revising definition and criteria and the same came into effect from 01st July, 2020. The notification revised the definitions as “Micro enterprise”, where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; “Small enterprise”, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore

rupees; “Medium enterprise”, where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

The Indian Boilers Act, 1923 (“Boilers Act”) and the Indian Boiler Regulations, 1950 (“Boiler Regulations”)

The Boilers Act regulates, inter-alia, the manufacture, possession and use of boilers and provides for the safety of life and property from the explosion of steam boilers. In terms of the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use, by an inspector appointed by the relevant State Government. The Boiler Regulations have been framed under the Boilers Act. The Boiler Regulations deal with the materials, procedure and inspection techniques to be adopted for the manufacture of boilers and boiler mountings and fittings.

Consumer Protection Act, 2019 and Consumer Protection (E-Commerce) Rules, 2020 (“Consumer Act”)

The Consumer Act provides for protection of the interests of consumers, to establish authorities for timely and effective administration and settlement of consumers’ disputes and to provide simpler and quicker access to redress consumer grievances. The Consumer Act provides for establishment of the Central Consumer Protection Council to render advice on promotion and protection of consumers’ rights and the Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers, and to protect, promote and enforce the rights of the consumers. The Consumer Act also provides for the establishment of the Consumer Disputes Redressal Commissions at the district, state and national level. The Ministry of Consumer Affairs issued the Consumer Protection (E-Commerce) Rules, 2020 under the Consumer Act which govern the online sale of goods, services, digital products by entities which own, operate or manage digital or electronic facility or platform for electronic commerce, all models of e-commerce (including marketplace or inventory based), and all ecommerce sellers.

Tamil Nadu Shops and Establishment Act, 1947

Establishments operating in the State of Tamil Nadu are required to obtain registration under the Tamil Nadu Shops and Establishments Act, 1947. The Act governs the conditions of employment in shops and commercial establishments and regulates matters including hours of work, rest intervals, overtime wages, weekly holidays, leave with wages, opening and closing hours, and termination of service. It also prescribes obligations relating to maintenance of registers and records, display of notices, health and safety of employees, and other welfare measures. Every shop and commercial establishment is required to secure registration with the prescribed authority within the stipulated time and to ensure ongoing compliance with the provisions of the Act and the rules framed thereunder, failing which penalties may be attracted.

Chapter IX-A of the Tamil Nadu Panchayats Act, 1994

The Act provides for the levy and collection of Profession Tax by Village Panchayats on persons and entities engaged in any profession, trade, calling, employment, or business within the jurisdiction of a Panchayat Village. Section 198-B mandates that every company carrying on business and every person engaged in a profession, trade, calling, or employment within the Panchayat area is liable to pay profession tax at the prescribed half-yearly rates based on income slabs. Employers may also be required to deduct and remit such tax on behalf of employees in accordance with the provisions of the Act. Businesses operating in rural areas of Tamil Nadu should ensure compliance with applicable profession tax registration, return filing, deduction, and payment obligations to avoid penalties and interest under the Act.

LAWS RELATING TO EMPLOYMENT AND LABOR

The Factories Act, 1948 (“Factories Act”)

The Factories Act defines a “factory” to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 workers, even while there may not be an electrically aided manufacturing process being carried on. State Governments have the authority to formulate rules in respect of matters such as prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. It provides such safeguards of workers in the factories as well as offers protection to the exploited workers and improve their working conditions. This legislation is being enforced by the Central Government through officers appointed under the Factories Act i.e., Inspectors of Factories, Deputy Chief Inspectors etc. who work under the control of the Chief Inspector of Factories and

overall control of the Labour Commissioner. The ambit of the Factories Act includes provisions as to the approval of factory building plans before construction or extension, investigation of complaints, maintenance of registers and the submission of yearly and half- yearly returns.

We are subject to various labour laws for the safety, protection, and condition of working, employment terms and welfare of labourers and/or employees of us. These include, among others, the following:

- the Apprentices Act, 1961,
- the Child Labour (Prohibition and Regulation) act, 1986,
- the Contract Labour (Regulation and Abolition) Act, 1970
- the Employees (Provident Fund and Miscellaneous Provisions) Act, 1952,
- the Employees State Insurance Act 1948,
- the Equal Remuneration Act, 1976,
- the Industrial Employment (Standing Orders) Act, 1946, the Maternity Benefit Act, 1961,
- the Minimum Wages Act, 1948,
- the Payment of Bonus Act, 1965, The Employees Deposit Linked Insurance Scheme, 1976
- the Employees' Pension Scheme, 1995
- the Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- the Payment of Gratuity Act, 1972,
- the Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1979
- the Payment of Wages Act, 1936,
- the Maharashtra Industrial Policy 2013
- the Public Liability Insurance Act, 1991,
- the Trade Unions Act, 1926, and
- the Workmen's Compensation Act, 1923.

In order to rationalize and reform labour laws in India, the Government of India has enacted four labour codes that would subsume primarily all the central laws and would collectively form the governing labour legislations, as and when brought into effect. These four codes are:

- I. *The Industrial Relations Code, 2020* received the assent of the President of India on September 28, 2020, and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 came into effect on 21st November 2025 and will be fully operational once the relevant rules are notified by the Government of India and respective State governments.
- II. *The Code on Wages, 2019* received the assent of the President of India on August 8, 2019, and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code came into effect on 21st November 2025 and will be fully operational once the relevant rules are notified by the Government of India and respective State governments.
- III. *The Code on Social Security, 2020* received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess.
- IV. *The Occupational Safety, Health and Working Conditions Code, 2020* received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The Occupational Safety, Health and Working Conditions Code, 2020 came

into effect on 21st November 2025 and will be fully operational once the relevant rules are notified the Government of India and respective State governments.

LAWS GOVERNING FOREIGN INVESTMENT LAWS

Foreign Trade (Development and Regulation) Act of 1992 (the “Foreign Trade Act”), the Foreign Trade (Regulation) Rules, 1993 (“FTRR”) and the Foreign Trade Policy 2015-2020 (“Foreign Trade Policy”)

The Foreign Trade Act, read with the applicable provisions of the Indian Foreign Trade Policy 2023, authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The Central Government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act requires every importer as well as exporter to obtain the Importer Exporter Code Number (“IEC”) from the Director-General or the authorised officer. The Director General is authorised to suspend or cancel IEC in case of (i) contravention by any person any of the provisions of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy or any other law for the time being in force relating to Central excise or customs or foreign exchange or person has committed any other economic offence under any other law for the time being in force as may be specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of, or services or technology provided from, the country; or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special licence, granted by the Director General to that person in a manner and subject to conditions as may be prescribed.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), as amended, along with the rules, regulations and notifications, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/ departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paidup 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 shall 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 warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent 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 FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 percent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2020 (“**FDI Policy 2020**”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India (“**RBI**”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

LAWS RELATING TO TAXATION

Income Tax Act, 2025 and the Income Tax Rules, 2026, as amended by the Finance Act in respective years

The Income Tax Act, 2025(the “**Income Tax Act**”) is applicable to every company, whether domestic or foreign, whose income is taxable under the provisions of the Income Tax Act or rules made thereunder depending upon its “Residential Status” and “Type of Income” involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company required to pay income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax etc. With effect from April 01, 2026, the Government enacted the Income-tax Act, 2025, pursuant to which a comprehensive and simplified framework for taxation has been introduced, including streamlined provisions relating to computation of income, classification of income, and compliance requirements.

Customs Act, 1962 and the Customs Tariff Act, 1975

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any Company requiring importing or export goods is required to obtain an Importer Exporter Code under Foreign Trade (Development and Regulation) Act, 1992. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance. Imported goods and export goods are subject to duties of customs as specified under the Customs Tariff Act, 1975

Goods and Service Tax Act, 2017

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

ENVIRONMENTAL LEGISLATIONS

Environment (Protection) Act, 1986 as amended (“EPA”) and the Environment Protection Rules, 1986 (the “EP Rules”) read with the Environmental Impact Assessment Notification, 2006 (“EIA Notification”)

The EPA was enacted to provide a framework for co-ordination of the activities of various central and state authorities established under previous laws. The EPA authorizes central government to protect and improve environment quality, control and reduce pollution. The EPA specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as prescribed. Contravention or failure to comply with the provisions of the EPA may attract penalties in the form of imprisonment or fine. Further, the EP Rules specifies, amongst others, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas.

Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) and Water (Prevention and Control of Pollution) Rules, 1975 (“Water Rules”)

The Water Act was enacted to control and prevent water pollution and for maintaining and restoring of wholesomeness of water in the country. The Water Act was enacted to control and prevent water pollution and for maintaining or restoring the purity of water in India. The objective of this legislation is to ensure that domestic and industrial pollutants are not discharged into streams and wells without adequate treatment. Further, the Water Act also provides for the establishment of central pollution control board and state pollution control board with a view to carrying out the aforesaid purpose. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

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

The Hazardous Waste Rules, read with the Environment (Protection) Act, 1986 as amended, ensure resource recovery and disposal of hazardous waste in an environmentally sound manner. A categorical list of processes and their respective hazardous wastes, and waste constituents with respective concentration limits has been provided in the schedules of the Hazardous Waste Rules. The Hazardous Wastes Rules require every occupier engaged in the generation, handling, processing, treatment, package, storage, transportation, use, collection, destruction, transfer or the like of hazardous wastes to obtain authorization from the concerned state pollution control board, as applicable.

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

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant.

LAWS RELATING TO INTELLECTUAL PROPERTY

Indian Patents Act, 1970 (the “Patents Act”)

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

The Copyright Act, 1957

The Copyrights Act in India regulates the protection of original literary, dramatic, musical, and artistic works, conferring exclusive rights upon creators to reproduce, distribute, and publicly perform their works. The Act aims to promote the progress of the arts and sciences by safeguarding the rights of the authors and creators against unauthorized use and reproduction. It delineates specific provisions for copyright infringement, establishing legal recourse for copyright infringement, establishing legal recourse for copyright holders against unauthorized exploitation of their works. Furthermore, the Act prescribes penalties for violations to ensure effective enforcement of copyright protections.

Trademarks Act, 1999 and Trademark Rules, 2017 (“Trademark Rules”)

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying for trademarks. The Trademarks Act prohibits registration of deceptively similar trademarks and provides 221 for penalties for infringement, falsifying and falsely applying trademarks among others. The Trademarks Rules, lay down certain guidelines regarding procedure. Some of the salient features of the Trademarks Rules include the process for determination of ‘well-known’ trademarks, representation of sound marks, recognition of e-mail as a mode of service, new registration fees and mandatory filing of statements of users. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

OTHER APPLICABLE LEGISLATIONS

The respective State legislatures in India have the power to endow the municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, Indian Contract Act, 1872, Transfer of Property Act, 1882, The Competition Act, 2002, Prevention of Corruption Act, 1988, RBI guidelines, Insolvency and Bankruptcy Code, 2016, Civil Procedure Code (CPC), Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023, Negotiable Instruments Act, 1881, employment laws and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations.

Our Company is also subject to various central and state tax laws where we operate. Additionally, upon the successful completion of the Offer and the commencement of listing and trading of our Equity Shares on the Stock Exchanges, our Company shall also be subject to applicable securities laws and regulations. These include, inter alia, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Issue and Listing of Securitized Debt Instruments and Security Receipts) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Listing of Non-Convertible Securities) Regulations, 2021, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the SEBI (Prohibition of Insider Trading) Regulations, 2015, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Settlement Proceedings) Regulations, 2018 and such other securities laws, rules, circulars and guidelines, as may be applicable from time to time.

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HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as “Christy Novel & Innovative Foods Private Limited” on September 12, 2020, as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre. Subsequently, the name of our Company was changed to “Functional & Innovative Foods Private Limited”, pursuant to a resolution passed by our Board dated March 08, 2021 and a special resolution passed by our Shareholders dated March 11, 2021 and a fresh certificate of incorporation dated March 26, 2021 was issued by the Registrar of Companies, Coimbatore. Thereafter, our Company converted from a private limited company to a public limited company, pursuant to a resolution passed by our Board on February 11, 2026 and a special resolution passed by our Shareholders on February 12, 2026, following which the name of our Company was changed to “Functional & Innovative Foods Limited” and a fresh certificate of incorporation dated February 23, 2026 was issued by the Registrar of Companies, Central Processing Centre.

Change in name of our Company

Name of our Company was changed from “Christy Novel & Innovative Foods Private Limited” to “Functional & Innovative Foods Private Limited”, with effect from March 26, 2021, to reflect the Company's business operations in manufacture and supply of functional food products and thereafter pursuant to conversion of the Company from private limited to public limited, the name of our Company was changed to “Functional & Innovative Foods Limited” with effect from February 23, 2026.

Changes in the registered office of our Company

Since incorporation, there has been no change in the address of our Company's Registered Office, which continues to be situated at 1/374A Andipalayam Village Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu, India, 637214, as on the date of filing of this Draft Red Herring Prospectus.

Main objects of our Company

The main objects contained in our Memorandum of Association are set forth below:

- 1. “To carry on the business as manufacturers, producers, processors, job workers, makers, contractors, contract manufacturers, Tenderers, undertakers, converters, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, refiners, agents, sub-agents, merchants, distributors, consigners, franchisees, jobbers, brokers, concessionaries, or otherwise deal in all types of foods, meats, eggs, poultry, cereals, pulses, vegetables, vitamins, canned and tinned and processed foods, beverages, cordials, foodstuffs and. consumable provision of every description, flour, cakes, pastry, cornflakes, breads, biscuits, chocolates, confectionary, sweets, sugar, jaggery, glucose, fruit crops, chewing gums, milk, milk products, dairy, cream, ice, ice cream, aerated or mineral waters, energy drinks, fruit juices, pickles, pulses, jams, honey, confectionaries, chocolates, pickles, tonics, vegetables, and all kinds of food including protein rich food, health food, instant food, ready to eat food, ready to cook food, organic foods, and other materials required or used for the preparation food and other food products for human and animal consumption.*
- 2. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere, and also to carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company, and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.*
- 3. To carry on in accordance with and as per applicable norms and approvals granted to the Company, the business as traders, distributors, dealers, developers, manufacturers, producers, Processors, makers, converters, modifiers, repairers, importers, exporters, buyers, sellers, retailers, wholesalers, suppliers, designers or otherwise as institutional and corporate customers for procurement, sale, stocking and in the course of domestic and international trading of all types of articles, consumer durables and of automation products, components and spare*

parts and including commodities, articles, concession licences and rights, or any products derived from natural or artificial resources, and allied products / spare parts both in India or outside.

4. *To carry on the business as manufacturers, producers, processors, job workers, makers, contractors, contract manufacturers, Tenderers, undertakers, converters, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, refiners, agents, sub-agents, merchants, distributors, consigners, franchisees, jobbers, brokers, concessionaries, or otherwise deal in all types of foods, meats, eggs, poultry, cereals, pulses, dhal, vegetables, vitamins, canned and tinned and processed foods, beverages, cordials, foodstuffs and consumable provision of every description, flour, cakes, pastry, cornflakes, breads, biscuits, chocolates, confectionary, sweets, sugar, jaggery, glucose, fruit crops, chewing gums, milk, milk products, dairy, cream, ice, ice cream, aerated or mineral waters, energy drinks, fruit juices, pickles, pulses, jams, honey, confectionaries, chocolates, pickles, tonics, vegetables, and all kinds of food including protein rich food, health food, instant food, ready to eat food, ready to cook food, organic foods, and other materials required or used for the preparation food and other food products for human and animal consumption."*

Amendments to the Memorandum of Association in the last 10 years

Set out below are the amendments to the Memorandum of Association in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution/ effective date	Details of amendments
March 11, 2021	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from 'Christy Novel & Innovative Private Limited' to 'Functional & Innovative Foods Private Limited'. Clause III (A) was altered by the substitution of the existing Clause III (A) with the following new Clause III (A): 1. <i>To carry on the business as manufacturers, producers, processors, job workers, makers, contractors, contract manufacturers, Tenderers, undertakers, converters, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, refiners, agents, sub-agents, merchants, distributors, consigners, franchisees, jobbers, brokers, concessionaries, or otherwise deal in all types of foods, meats, eggs, poultry, cereals, pulses, vegetables, vitamins, canned and tinned and processed foods, beverages, cordials, foodstuffs and. Consumable provision of every description, flour, cakes, pastry, cornflakes, breads, biscuits, chocolates, confectionary, sweets, sugar, jaggery, glucose, fruit crops, chewing gums, milk, milk products, dairy, cream, ice, ice cream, aerated or mineral waters, energy drinks, fruit juices, pickles, pulses, jams, honey, confectionaries, chocolates, pickles, tonics, vegetables, and all kinds of food including protein rich food, health food, instant food, ready to eat food, ready to cook food, organic foods, and other materials required or used for the preparation food and other food products for human and animal consumption.</i> 2. <i>To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere, and also to carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company, and to act as broker, trader, agent, C&F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.</i> 3. <i>To carry on in accordance with and as per applicable norms and approvals granted to the Company, the business as traders, distributors, dealers, developers, manufacturers, producers, Processors, makers, converters, modifiers, repairers, importers, exporters,</i>

	<i>buyers, sellers, retailers, wholesalers, suppliers, designers or otherwise as institutional and corporate customers for procurement, sale, stocking and in the course of domestic and international trading of all types of articles, consumer durables and of automation products, components and spare parts and including commodities, articles, concession licences and rights, or any products derived from natural or artificial resources, and allied products / spare parts both in India or outside.</i> 4. <i>To carry on the business as manufacturers, producers, processors, job workers, makers, contractors, contract manufacturers, Tenderers, undertakers, converters, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, refiners, agents, sub-agents, merchants, distributors, consigners, franchisees, jobbers, brokers, concessionaries, or otherwise deal in all types of foods, meats, eggs, poultry, cereals, pulses, dhal, vegetables, vitamins, canned and tinned and processed foods, beverages, cordials, foodstuffs and consumable provision of every description, flour, cakes, pastry, cornflakes, breads, biscuits, chocolates, confectionary, sweets, sugar, jaggery, glucose, fruit crops, chewing gums, milk, milk products, dairy, cream, ice, ice cream, aerated or mineral waters, energy drinks, fruit juices, pickles, pulses, jams, honey, confectionaries, chocolates, pickles, tonics, vegetables, and all kinds of food including protein rich food, health food, instant food, ready to eat food, ready to cook food, organic foods, and other materials required or used for the preparation food and other food products for human and animal consumption.</i>
December 05, 2025	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital from ₹15,00,000 divided into 15,000 Equity Shares of ₹100 each to ₹ 3,65,00,000 divided into 3,65,000 Equity Shares of ₹100 each.
December 12, 2025	Clause V of the Memorandum of Association was amended to reflect the subdivision of the authorized share capital of the Company from ₹ 3,65,00,000 divided into 3,65,000 Equity Shares of ₹100 each to ₹ 3,65,00,000 divided into 36,50,000 Equity Shares of ₹10 each.
December 12, 2025	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital from ₹ 3,65,00,000 divided into 36,50,000 Equity Shares of ₹10 each to ₹ 27,00,00,000 divided into 2,70,00,000 Equity Shares of ₹10 each.
February 12, 2026	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from 'Functional & Innovative Foods Private Limited' to 'Functional & Innovative Foods Limited', pursuant to the conversion of our Company into a public limited company.

Major events and milestones of our Company

The table below sets forth some of the major events in the history of our Company:

Calendar Year	Events*
2016	Christy Foods erstwhile partnership firm of our Promoter, developed facility for producing cookies, brown rice flakes.
2017	Christy Foods started manufacturing ready-to-eat & ready-to-cook products, like: instant upma, poha and biryani mixes.
2018	Rebala Nutri Foodee Private Limited entered in the Breakfast Cereals category by manufacturing Chocos.
2019	Christy Foods received ISO 22000:2005 in manufacturing of cereal or millet flakes, ready to eat and ready to cook and ready to eat savorys.
2020	Incorporation of Functional & Innovative Foods Private Limited.
2022	Rebala Nutri Foodee Private Limited purchased spice unit named Nallas Foods.
2022	Rebala Nutri Foodee Private Limited entered into new product categories like noodles and muesli.
2022	Christy Foods partnership converted to Christy Super Foods Private Limited
2024	Functional & Innovative Foods Private Limited started producing products such as Pasta, Extruded Flakes, Puffed Grains.
2025	Amalgamation of the wholly owned subsidiaries, Rebala Nutri Foodee Private Limited and Christy Super Foods Private Limited, into our Company
2025	Functional & Innovative Foods Private Limited received BRC Global Standard for Food Safety

Calendar Year	Events*
	certificate, making our Company among the few companies in India to hold the BRC Global Standard for Food Safety certification.
2026	Functional & Innovative Foods Limited produced nutraceutical products such as Yeast Protein Mixes.
2026	Functional & Innovative Foods Limited started direct export to Bahrain, Oman, Qatar and Saudi Arabia.

* Pursuant to a scheme of amalgamation, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited, being wholly owned subsidiaries of our company, were amalgamated into our Company, Functional & Innovative Foods Private Limited. For further details regarding the said amalgamation, see “History and Certain Corporate Matters– Scheme of Amalgamation between Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited with Functional & Innovative Foods Private Limited and their respective shareholders and creditors” on page 271.

Key awards, accreditations and recognitions

Calendar Year	Awards
2023	Received the “Entrepreneur of the year in Millet Manufacturing” from Nutri Hub*
2023	Received the “Certificate of Appreciation” from Defence R&D Organisation, Ministry of Defence for participation as an exhibitor in the millet expo at the National Conference on “Millets for Military Ration & Specific Nutritional Requirement”**
2024	Received the “Successful Entrepreneur of IIFPT” from Ministry of Food Processing Industries, Government of India (MOFPI) **
2025	Received the “Best Performer in FY25” from Marico Limited**
2025	Received “Collaborative partners for millet promotions” award from Nutrihub, ICAR – Indian Institute of Millets (Shree Anna) Research, Hyderabad during Millets Stakeholder Summit 2025 **
2025	Received the “In recognition of the invaluable contribution” award from Britannia Industries
2026	Received the “Appreciation for demonstrating exceptional consumer first and delivering consistent, outstanding result throughout the year” award from Marico

*Received by Christy Foods

**Received by Christy Super Foods Private Limited.

Significant financial and strategic partnerships

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partnerships, other than in the ordinary course of our business.

Time/ cost overrun

Our Company has not experienced any time or cost overruns in relation to any projects set up by our Company.

Lock-out and strikes

There have been no instances of strikes or lock-outs at any time in our Company.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

As on the date of this Draft Red Herring Prospectus, there has been no instance of defaults or rescheduling/ restructuring of borrowings availed by our Company with financial institutions/ banks.

Guarantees provided to third parties by our Promoter offering their Equity Shares in the Offer for Sale

Our Promoter, Senthil Kumar Chinnusamy have provided personal guarantees for our borrowings, amounting to ₹ 376.42 million, as of December 31, 2025. For further details, see “*Financial Indebtedness*” and “*Risk Factors – Our Promoter has provided personal guarantees in connection with our borrowings. Our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by them in connection with our borrowings*” on pages 375 and 50, respectively.

Except as stated below, as on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoter Selling Shareholder in relation to our Company:

Name of the Promoters	Name of the lender	Name of the borrower	Type of borrowing/ facility	Amount Guaranteed (Total Sanction limit) (₹ in million)	Amount outstanding as on May 31, 2026 (₹ in million)
Senthil Kumar Chinnusamy	HDFC Bank Limited	Functional & Innovative Foods Limited	Term Loan	20.00	7.06
			Cash Credit	159.00	157.12
			Term Loan	30.00	21.46
	Indian Bank Limited	Functional & Innovative Foods Limited	Cash Credit	50.00	48.64
			Vehicle Loan	2.20	0.85
			Vehicle Loan	2.85	1.65
Senthil Kumar Chinnusamy & A S Chenniappan	HDFC Bank Limited	Functional & Innovative Foods Limited	Term Loan	55.00	33.63
Senthil Kumar Chinnusamy	Punjab National Bank	Christy Quality Foods (India) Private Limited	Cash Credit	200.00	104.44
Senthil Kumar Chinnusamy	Sundaram Finance Limited	Functional & Innovative Foods Limited	Vehicle Loan	2.59	1.57
Total				521.64	376.42

The above-mentioned guarantees have been provided in respect of fund-based facilities and are secured by personal guarantees. These guarantees shall remain in force until the complete repayment of the underlying loan obligations. No consideration has been received for providing such guarantees. The guarantees have been extended to provide assurance towards the repayment of the respective borrowings. For further details, see “*Financial Indebtedness*” on page 375.

Agreements required under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations

As on the date of this Draft Red Herring Prospectus, there are no other agreements required to be disclosed under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations.

Launch of key products or services, entry in new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, see “*Our Business*” on pages 221, respectively of this Draft Red Herring Prospectus.

Details of shareholders’ agreements and other key agreements

Except as stated below, our Company has not entered into any other subsisting shareholders’ agreements and other key agreements, other than in the ordinary course of business:

Share purchase agreement dated March 31, 2023, entered into between Senthil Kumar Chinnusamy and Karthik Thangaraj (“SPA”)

The Purchaser, Senthil Kumar Chinnusamy, executed the SPA with the Seller, Karthik Thangaraj, on March 31, 2023 (“**Effective Date**”), pursuant to which the Seller agreed to sell, and the Purchaser agreed to purchase and acquire from the Seller, 995 Equity Shares of face value of ₹ 100 each held in Functional & Innovative Foods Private Limited (the “**Company**”) for an aggregate consideration of ₹ 6,984,900 (Rupees Sixty-Nine Lakhs Eighty-Four Thousand Nine

Hundred only) (“**Sale Consideration**”). The consideration for such transaction was determined based on a price per Equity Share of ₹ 7,020 (Rupees Seven Thousand and Twenty Rupees only). The SPA set forth that the Sale Consideration payable by the Purchaser was to be discharged on or before the expiry of twenty-four (24) months from Effective Date.

Share Purchase and Subscription Agreement dated April 01, 2024 (the “Agreement”) entered by and amongst Functional & Innovative Foods Private Limited (the “Acquirer”), Senthil Kumar Chinnusamy (the “Promoter Selling Shareholder”), the Persons listed in Schedule I of the Agreement (the “Non-Promoter Selling Shareholders”) (collectively with the Promoter Selling Shareholder, the “Selling Shareholders”), Christy Quality Foods (India) Private Limited, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited (collectively, the “Target Companies”)

Pursuant to a Share Purchase and Subscription Agreement dated April 1, 2024 entered into among our Company, the Promoter Selling Shareholder, Non-Promoter Selling Shareholders and Target Companies, our Company acquired 100% of the issued, subscribed and paid-up equity share capital of the aforesaid companies. The acquisition was undertaken pursuant to an internal group reorganisation to consolidate, align and streamline the FMCG businesses of the group under our Company and eliminate any potential conflict of interest involving the Promoter Selling Shareholder and our Company in the future. Upon fulfilment of the conditions precedent and completion of the closing actions contemplated under the Agreement, Christy Quality Foods (India) Private Limited, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited became wholly-owned subsidiaries of our Company.

Under the terms of the Agreement, the consideration payable to the Non-Promoter Selling Shareholders was to be discharged entirely in cash. In respect of the Promoter Selling Shareholder, consideration aggregating up to ₹50 million was to be paid in cash, with the balance consideration proposed to be discharged through the issuance and allotment of equity shares of the Acquirer.

Pursuant to this agreement, Our Company allotted 4,772 Equity Shares on April 25, 2025 to Senthil Kumar Chinnusamy (Promoter Selling Shareholder) towards balance consideration of acquisition of Sale Shares of the target companies.

There are no other inter-se agreements/ arrangements, agreements with strategic partners, joint ventures and/or financial partners and clauses / covenants, to which our Company or our Promoter or Shareholders are a party, which are material and which need to be disclosed in this Draft Red Herring Prospectus or non-disclosure of which may have bearing on the investment decision in connection with the Offer. There are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority/public shareholders of our Company. Further, there are no other agreements, deed of assignments, shareholder agreements, inter-se agreements or agreements of like nature.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Except as set out below, our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Scheme of Amalgamation between Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited with Functional & Innovative Foods Private Limited and their respective shareholders and creditors.

Pursuant to a scheme of amalgamation under Section 233 read with other applicable provisions of the Companies Act, 2013, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited (together, the “**Transferor Companies**”), being wholly owned subsidiaries of our company, were amalgamated into our Company, Functional & Innovative Foods Private Limited (“**Transferee Company**” or “**our Company**”), and the Transferor Companies were dissolved without winding up (the “**Scheme**”). The Scheme was filed before the Regional Director, Southern Region, Tamil Nadu, Chennai, Ministry of Corporate Affairs and was approved pursuant to a confirmation order dated December 02, 2025. The Scheme was made effective from April 01, 2024 (“**Effective Date**”).

Pursuant to the scheme, the entire business and the whole of the undertaking of the Transferor Companies, including all assets and properties (whether movable or immovable, tangible or intangible), agreements, rights, contracts, employees, intellectual property, liabilities, debts and obligations were transferred to and vested in our Company on a going concern basis, without any further act, instrument or deed. The Scheme was undertaken to, inter alia, enable greater integration and financial strength, simplify the group structure by eliminating multiple entities, achieve cost efficiencies through reduction in compliance and administrative costs, and facilitate combined offerings to customers through a single entity.

Prior to the Scheme, the Transferor Companies were wholly owned subsidiaries of the Transferee Company. Upon the Scheme becoming effective, there was no issue of new shares by the Transferee Company in respect of the shares held by the

Transferee Company and its nominees. Instead, the investments in the equity shares of the Transferor Companies appearing in the books of account of the Transferee Company, along with the corresponding share certificates, were cancelled without any further application, act, instrument, or deed. Pursuant to the Scheme, the filing fees and stamp duty already paid by the Transferor Companies on their authorized share capital were utilized and applied to the increased share capital of the Transferee Company, resulting in a consolidated authorized share capital of Rs. 3,65,00,000/-. Consequently, the Transferor Companies were dissolved without being wound-up in accordance with Section 233 of the Act.

Our Holding Company

As of the date of this Draft Red Herring Prospectus, our Company do not have a holding company.

Our Joint Ventures

As on the date of this Draft Red Herring Prospectus, we do not have any joint ventures.

Our Associates

As of the date of this Draft Red Herring Prospectus, our Company do not have any Associates.

Our Subsidiary

As on the date of this Draft Red Herring Prospectus, we have one subsidiary.

1. Christy Quality Foods (India) Private Limited (“CQFIPL”)

Corporate information

CQFIPL was incorporated as a private limited company pursuant to certificate of incorporation dated April 28, 2008. Its CIN is U15490TZ2008PTC014423. The registered office of CQFIPL is situated at Door No.1/364B, SIDCO Industrial Estate, Andipalayam Village, Andipalayam Post, Tiruchengode Taluk, Andipalayam, Namakkal, Tiruchengodu, Tamil Nadu, India, 637214.

Nature of business

CQFIPL is engaged in branded staples, spices and RTE/RTC business, marketing products under own brand “*Nalaas*”. This vertical provides us with direct exposure to retail and end-consumer markets and complements our B2B operations. Its operations focused on food products such as atta, suji, maida, pre-mixes & ready mixes, vermicelli, pulses, cereals, flours, spices and allied traditional food products.

Capital structure

The capital structure of CQFIPL is as follows:

Particulars	Amount (in ₹)
<i>Authorised share capital</i>	
495,000 equity shares of face value of ₹100/- each	449,500,000
5,000 Class B (Differential Voting and participating equity shares) of face value of ₹100/- each	500,000
<i>Issued, subscribed and paid-up share capital</i>	
5,00,000 equity shares of face value of ₹100/- each	50,000,000

Shareholding pattern of CQFIPL

The shareholding pattern of CQFIPL is as follows:

Sr. No.	Name of the shareholder	Type of Share	Number of shares held of ₹100 each/-	Percentage of total equity holding (%)
1.	Functional & Innovative Foods Limited	Equity Shares	4,94,999	99.00
		Class -B (Differential Voting	5,000	1.00

Sr. No.	Name of the shareholder	Type of Share	Number of shares held of ₹100 each/-	Percentage of total equity holding (%)
		and participating equity shares)		
2.	Senthil Kumar Chinnusamy	Equity Shares	01	0.00
Total			5,00,000	100.00

* Senthil Kumar Chinnusamy holding share as nominee shareholder on the behalf on Functional & Innovative Foods Limited

Amount of accumulated profits or losses of the subsidiary not accounted for by the Company

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of CQFIPL, not accounted for by our Company.

Common pursuits

As on the date of this Draft Red Herring Prospectus, our Subsidiary is engaged in the business of branded staples, spices and RTE/RTC products under own brand “*Nalaas*”. Its operations focused on food products such as atta, suji, maida, pre-mixes & ready mixes, vermicelli, pulses, cereals, flours, spices and allied traditional food products. Although our Company is involved in food contract manufacturing, our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation, if and when they arise and accordingly there may be common pursuits between our Company and our Subsidiary.

Other Confirmations

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Company, our Subsidiary and its Directors.

Except as disclosed in “*Our Promoter and Promoter Group*” and “*Our Management*” on page 292 and 275 respectively, there is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Company, our Subsidiary and its directors.

As on the date of this Draft Red Herring Prospectus, our Subsidiary is not listed in India or abroad. Further, neither has the Subsidiary been refused listing in the last ten years by any stock exchange in India or abroad, nor have our Subsidiary failed to meet the listing requirements of any stock exchange in India or abroad.

As on the date of this Draft Red Herring Prospectus, except as disclosed in “*Restated Consolidated Financial Information*” on page 302, our Subsidiary does not have any: (i) business interest in our Company; or (ii) related business transactions with our Company.

Agreements with Key Managerial Personnel, Senior Management, Promoter, Directors or any other employee

As on date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel, Senior Management, Promoter or Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on this Offer or this Draft Red Herring Prospectus. There shall be no special rights available to any Shareholder under the Articles of Association.

There are no findings/observations of any of the inspections by SEBI or any other regulators which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.

Further, we confirm there are no other agreements and clauses or covenants which our Company, our Promoter, the members of the Promoter Group or the Shareholders are a party to, in relation to securities of our Company, which are material and need to be disclosed and that there are no clauses / covenants which are adverse or pre-judicial to the interest of the minority / public Shareholders or nor are there agreements that our Company has entered into that are required to be disclosed under the SEBI ICDR Regulations or non-disclosure of which may have a bearing on the investment decisions of the Bidders, except as already disclosed in this Draft Red Herring Prospectus. Further, there is no inter-se agreement / arrangement

between the Shareholders.

There are no other material covenants in any of the agreements (specifically related to primary and secondary transactions of securities and financial arrangements), other than the ones already disclosed in this Draft Red Herring Prospectus.

Our Company, our Promoter and the Shareholders are not a party to any other agreements, including any deed of assignment, acquisition agreement, shareholders' agreement, inter se agreement/ arrangement or agreements of like nature, with respect to securities of our Company. Our Company has not entered into any subsisting material agreements including inter-se agreements, agreements with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of the business of our Company or which are otherwise material and need to be disclosed in this Draft Red Herring Prospectus in context of the Offer.

OUR MANAGEMENT

In terms of the Companies Act 2013 and the Articles of Association, our Company is authorized to have a minimum of three Directors and a maximum of fifteen Directors. As on the date of this Draft Red Herring Prospectus, our Board has six Directors, comprising one Managing Director, one Executive Director, two Non- executive Directors (including one-woman Director) and two Independent Directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements prescribed under the Companies Act and the SEBI Listing Regulations.

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

S. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Directorships in other companies
1.	Senthil Kumar Chinnusamy <i>Designation:</i> Managing Director <i>Address:</i> Old No 38/C/4/1, New No 121, SVA Extensions Tiruchengode, Namakkal PIN: 637211, Tamil Nadu, India <i>Occupation:</i> Business <i>Date of birth:</i> October 29, 1979 <i>Term:</i> For a period of 3 years, w.e.f May 15, 2026, liable to retire by rotation <i>Period of directorship:</i> Since September 12, 2020 <i>DIN:</i> 03598902 <i>Age:</i> 46 years	<u>Indian companies</u> <u>1. Adirath Foods Limited</u> <u>2. Christy Quality Foods (India) Private Limited</u> <u>3. Tiruchengode MSME Cluster Packing Federation</u> <u>Foreign companies</u> <u>Nil</u>
2.	A S Chenniappan <i>Designation:</i> Whole time Director <i>Address:</i> 1/513, Sri Raja Murugan Nagar, Andipalaiyam Post, Tiruchengode, Namakkal – 637214, Tamil Nadu, India <i>Occupation:</i> Business <i>Date of birth:</i> May 17, 1971 <i>Term:</i> For a period of 3 years, w.e.f May 15, 2026, liable to retire by rotation <i>Period of directorship:</i> Since April 25, 2024 <i>DIN:</i> 07716106 <i>Age:</i> 55 years	<u>Indian companies</u> 1. Sri Paghalavan Knitters Private Limited 2. EEE Energy Private Limited 3. Tiruchengode MSME Cluster Packing Federation 4. Christy Infrastructure Limited <u>Foreign companies</u> Nil

S. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Directorships in other companies
3.	Sudhir Reddy Rebala <i>Designation:</i> Chairman and Non-Executive Director <i>Address:</i> 101, Block – 32, Bollineni Hillside, Nookampalayam road, Sithalapakkam, Chennai – 600126, Tamil Nadu, India <i>Occupation:</i> Business <i>Date of birth:</i> August 10, 1972 <i>Term:</i> w.e.f May 15, 2026, liable to retire by rotation <i>Period of directorship:</i> Since May 15, 2026 <i>DIN:</i> 06777765 <i>Age:</i> 53 years	<u>Indian companies</u> Nil <u>Foreign companies</u> Nil
4.	S B Sathyagiri <i>Designation:</i> Non-Executive Director <i>Address:</i> 76, Brindhavan Nagar, Kudi Street, Koottapalli, Tiruchengode, Namakkal-637214 Tamil Nadu, India. <i>Occupation:</i> Business <i>Date of birth:</i> November 24, 1993 <i>Term:</i> w.e.f May 15, 2026, liable to retire by rotation <i>Period of directorship:</i> Since May 15, 2026 <i>DIN:</i> 11515194 <i>Age:</i> 32 years	<u>Indian companies</u> Nil <u>Foreign companies</u> Nil
5.	Ajay Kumar Bantia <i>Designation:</i> Independent Director <i>Address:</i> Swiss Apartments Block A, A.30, No. 3 Jeremiah Road, Opposite Vepery Police Station, Verepy-600007, Chennai, Tamil Nadu. <i>Occupation:</i> Service <i>Date of birth:</i> June 21, 1990 <i>Term:</i> For a period of 5 years, with effect from May 15, 2026, not liable to retire by rotation <i>Period of directorship:</i> Since May 15, 2026 <i>DIN:</i> 07635776 <i>Age:</i> 36 years	<u>Indian companies</u> 1. Spergo Plastics India Private Limited 2. Mixpanel India Services Private Limited 3. Service Care Limited <u>Foreign companies</u> Nil

S. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Directorships in other companies
6.	R Kaushik Ganesh <i>Designation:</i> Independent Director <i>Address:</i> 38/42, 1st Floor Bhimasena Garden Mylapore, Chennai – 600004, Tamil Nadu, India <i>Occupation:</i> Service <i>Date of birth:</i> December 27, 1988 <i>Term:</i> For a period of 5 years, with effect from May 15, 2026, not liable to retire by rotation <i>Period of directorship:</i> Since May 15, 2026 <i>DIN:</i> 09660433 <i>Age:</i> 37 Years	<u>Indian companies</u> 1. Syaqua India Private Limited <u>Foreign companies</u> Nil

Brief profiles of our Directors

Senthil Kumar Chinnusamy is the Managing Director and Promoter of our Company. He has been associated with our Company since its incorporation. He has completed his Bachelor's in Arts and Law from University of Delhi. He previously served as a Director of Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited, which were later amalgamated into our Company. He has over 11 years of experience in food manufacturing industry. He is responsible for the overall management and conduct of the Company's business, financial and operational affairs in our Company.

A S Chenniappan is the Whole-time Director of our Company. He has been associated with our Company since April 25, 2024. He holds a Bachelor's degree in Education from Tamil Nadu Teachers Education University and also holds a Master's degree in Commerce from Annamalai University. Previously, he was associated as Director of Rebala Nutri Foodee Private Limited. He has over 07 years of experience in food manufacturing industry. He is responsible for the operations, financial and administrative functions in our Company.

Sudhir Reddy Rebala is the Chairman and Non-Executive Director of our Company. He has been associated with our Company since May 15, 2026. He holds a Bachelor's degree of Arts from the University of Madras. He also holds an Executive Master's degree in Business Administration from the Swiss School of Business Management. He further holds certifications in Nanotechnology (Duke University), Digital Technologies and the Future of Manufacturing (University of Michigan), and Digital Transformation (International Business Management Institute). He also holds a patent on the non-fungible anti-counterfeit photo-chromic nano-micro three-dimensional tags/labels from the United States Patent and Trademark Office. He is currently associated with Nova Nanoworks as partner. He was awarded with Rashtriya Rattan for Outstanding Individual Achievements & Distinguished Services to the Nation by Global Economic Council. He was previously associated with Lesure Industries Private Limited, Ashtral Biotech Private Limited and Rebala Inno Ventures Private Limited. He has over 08 years of experience in food manufacturing industry.

S B Sathyagiri is the Non-Executive Director our Company. She has been associated with our Company since May 15, 2026. She holds a Bachelor's degree in Engineering from Avinashilingam Institute for Home Science and Higher Education for Women. She also holds a Master's degree in Business Administration (Human Resources) from Bharathiar University. She has over 10 years of experience in human resource management.

Ajay Kumar Bantia is the Independent Director of our Company. He has been associated with our Company since May 15, 2026. He holds a Bachelor's degree in Commerce from University of Madras. He is a qualified Company Secretary from the Institute of Company Secretaries of India. He has over 8 years of experience in the secretarial field. He also serves as a designated partner at AKB and Associates Company Secretaries LLP.

R Kaushik Ganesh is the Independent Director of our Company. He has been associated with our Company since May 15, 2026. He holds a Bachelor's degree in Commerce from the University of Madras. He has been a member of the Institute of

Chartered Accountants of India and has over 10 years of experience in the field of Taxation. He was previously associated with Ernst & Young LLP and Price Warehouse & Co LLP.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

None of our Directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Relationship between Directors, Key Managerial Personnel and Senior Management

None of our Directors, Key Managerial Personnel and Senior Management are related to each other.

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with major Shareholders, customers, suppliers or others, pursuant to which any of our Director have been appointed on the Board.

Terms of appointment of our Directors

Terms of appointment of our Managing Director

Senthil Kumar Chinnusamy

Senthil Kumar Chinnusamy is the Managing Director, and one of the Promoter of our Company. He has been associated with our Company since incorporation. He was appointed as the Managing Director of our Company pursuant to the resolution passed by our Board dated May 15, 2026, and the resolution passed by our Shareholders' dated May 16, 2026, for a period of three years with effect from May 15, 2026.

According to the resolution of the Board dated May 15, 2026, and the Shareholders' resolution dated May 16, 2026 he is entitled to the following remuneration and perquisites:

Date of appointment	May 15, 2026
Term of appointment	For a period of three years, w.e.f. May 15, 2026, liable to retire by rotation
Remuneration per annum (in ₹ million)	Up to ₹ 12 million per annum for the existing term, with such increase in salary and perquisites as may be decided by the Board of Directors from time to time (which includes any committees thereof). Increment per annum may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors which shall not exceed 15 % on a year-to-year basis.
Commission	Such amount which shall not exceed six months basic salary for each financial year as may be recommended by the Nomination and Remuneration Committee subject to the approval of the Board of Directors.
Perquisites and allowances	a) Contribution to provident fund or superannuation or annuity fund to the extent not taxable under the Income Tax Act, 1961 b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service. c) Leave encashment at the end of the tenure in accordance with the rules of the Company. d) Such other perquisites and allowances as may be decided by the Board of directors of the Company from time to time (which includes any committees thereof)

Terms of appointment of our Whole-Time Director

A S Chenniappan

A S Chenniappan is the Whole-Time Director of our Company. He has been associated with our Company since April 25, 2024. He was appointed as the Whole time Director of our Company pursuant to the resolution passed by our Board dated May 15, 2026, and the resolution passed by our Shareholders' dated May 16, 2026, for a period of three years with effect from May 15, 2026.

According to the resolution of the Board dated May 15, 2026, and the Shareholders' resolution dated May 16, 2026 he is entitled to the following remuneration and perquisites:

Date of appointment	May 15, 2026
Term of appointment	For a period of three years, w.e.f. May 15, 2026, liable to retire by rotation
Remuneration per annum (in ₹ million)	Up to ₹ 1.2 million per annum with such increase in salary, as may be decided by the Board of Directors from time to time (which includes any committees thereof). Increment per annum may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors which shall not exceed 15% on a year-to-year basis.
Commission	Such amount which shall not exceed six months basic salary for each financial year as may be recommended by the Nomination and Remuneration Committee subject to the approval of the Board of Directors.
Perquisites and allowances	a) Contribution to provident fund or superannuation or annuity fund to the extent not taxable under the Income Tax Act, 1961 b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service. c) Leave encashment at the end of the tenure in accordance with the rules of the Company. d) As may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Terms of appointment of our Non-Executive Directors and Independent Directors

Pursuant to Board resolution dated May 15, 2026, and appointment letters issued by our Company to the respective Non-Executive Directors and Independent Directors, each of our Non-Executive Director and Independent Directors are entitled to receive sitting fees not exceeding of ₹ 25,000 per meeting for attending meetings of the Board and committees of the Board, within the limits prescribed under the Companies Act, 2013, and the rules made thereunder.

Payment or benefit to Directors of our Company

Remuneration paid to our Managing Director and Whole-time Director

Senthil Kumar Chinnusamy, Managing Director and A S Chenniappan, Whole-Time Director were Non-Executive Directors in Fiscal 2026, and accordingly, no remuneration was paid to them in Fiscal 2026.

Remuneration paid to our Non-Executive Directors

The Non-Executive Directors of our Company were appointed in Fiscal 2027, and accordingly, no sitting fees were paid to them in Fiscal 2026.

Remuneration paid to our Independent Directors

The Independent Directors of our Company were appointed in Fiscal 2027, and accordingly, no sitting fees were paid to them in Fiscal 2026.

Remuneration paid or payable by our Subsidiary

Except as disclosed below, none of our directors have been paid any remuneration by our Subsidiary, in their capacity of

being a director of our Subsidiary, including contingent or deferred compensation accrued during Fiscal 2026.

(₹ in million)

Sr. No.	Name of the Director	Total Remuneration	Name of the Subsidiary
1.	Senthil Kumar Chinnusamy	0.05	Christy Quality Foods (India) Private Limited

Bonus or profit-sharing plan for our directors

None of our Directors are party to any bonus or profit- sharing plan of our Company.

Shareholding of our Directors in our Company

Our Articles of Association do not require our directors to hold qualification shares. Except as stated in “*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*” on page 99, none of our directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Contingent and deferred compensation payable to our directors

There is no contingent or deferred compensation payable to our Directors for Fiscal 2026, which does not form part of their remuneration during Fiscal 2026.

Service contracts with Directors

There are no service contracts entered into with any Directors, which provide for benefits upon termination of employment.

Interest of Directors

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them for services rendered as an officer or employee or director of our Company or our Subsidiary.

Our directors may also be deemed to be interested in the Equity Shares held by them or by their immediate relatives (together with dividends and other distributions in respect of such Equity Shares), if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer. Our Executive Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. For details regarding the shareholding of our Directors in our Company, please see “*Capital Structure*” and “*Our Management- Shareholding of Directors in our Company*” on page 93 and 290.

Our directors may also be deemed to be interested to the extent of the directorships held by them in our Subsidiary.

Further, our director, namely Senthil Kumar Chinnusamy has provided personal guarantees for our borrowings, amounting to ₹ 376.42 million as of December 31, 2025 and may be deemed to be interested to that extent. Our Director, namely Senthil Kumar Chinnusamy has from time-to-time extended unsecured loans to our Company and is interested to the extent of repayment of such amounts. For further details, see “*Summary of Related Party Transactions*” and “*Financial Indebtedness*” on pages 80 and 375.

Further, our directors may also be directors on the board, or are shareholders, kartas, proprietors, members or partners, of entities with which our Company has had transactions and may be deemed to be interested to the extent of the payments made by our Company, or services provided by our Company, if any, to these entities.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) of the Company and our Directors.

Except as disclosed under “- Interest in land and property” below, there is no conflict of interest between our directors and the lessors of the immovable properties of our Company that are crucial to our operations. Please also see “**Risk Factors - Our certain manufacturing units, which is located at our Registered and Corporate Office, from where we and our subsidiary operate, as well as certain operational spaces of our Company, are located on land not owned by us and have been leased to us by our promoters, members of our promoter group and third-parties. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected.**” on pages 44.

Interest in land and property

Except as stated below, our directors have no interest in any property acquired, whether direct or indirect, by our Company, or proposed to be acquired by our Company, or in the transactions for acquisition of land, construction of building or supply of machinery:

Name of Lessor	Name of Lessee	Date of Agreement	Address of Property	Usage of Property	Lease consideration (in ₹)	Duration of Lease
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	March 10, 2026	Door No.5/157, Kumaramangalam Village, Kumaramangalam Po, Tiruchengode Taluk, Namakkal District - 637205, Tamilnadu	Manufacturing Facility	5,000 per month	29 years commencing from March 10, 2026 to March 09, 2055
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	April 18, 2026	428/2 and 428/3, Attavanai Erayamangalam Groups. Erayamangalam Village, Tiruchengode, Namakkal, Tamil Nadu	Vacant Land for Proposed Manufacturing Facility	10,000 per month	29 years commencing from April 18, 2026 to April 17, 2055
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	April 11, 2026	SF. No.431/2, 3,4,5,6,7,8, Attavanai Erayamangalam Group, s. Erayamangaram village Tiruchengode Taluk, Namakkal District - 637205 Tamilnadu	Vacant Land for Proposed Manufacturing Facility	10,000 per month	29 years commencing from April 11, 2026 to April 10, 2055

Interest in promotion or formation of our Company

Except for our Individual Promoter, none of our directors have an interest in the promotion of our Company, as on the date of this Draft Red Herring Prospectus.

Confirmations

None of our Directors have given any guarantees to any third party, with respect to the Equity Shares, as of the date of this Draft Red Herring Prospectus.

Our directors are not, and during the five years prior to the date of this Draft Red Herring Prospectus, have not been on the board of any listed company whose shares have been/ were suspended from being traded on the stock exchange(s) during the term of their directorship in such company.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such

director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of change	Reasons
Senthil Kumar Chinnusamy	May 15, 2026	Re-designated as Managing Director
A S Chenniappan	May 15, 2026	Re-designated as Whole-time Director
Sudhir Reddy Rebala	May 15, 2026	Re-designated as chairman and Non-executive Director
S B Sathyagiri	May 15, 2026	Re-designated as Non-executive Director
Ajay Kumar Bantia	May 15, 2026	Appointed as Independent Director
Karthik Thangaraj	May 30, 2026	Resigned as Director
R Kaushik Ganesh	May 15, 2026	Appointed as Independent Director
A S Chenniappan	April 25, 2024	Appointed as Non-executive director

Borrowing Powers

Pursuant to a resolution passed by our Shareholders at their meeting dated May 16, 2026, our Board is authorized to borrow any sum or sums of money from time to time at their discretion for the purpose of the business of the Company, from any one or more banks, financial institutions, mutual funds and other persons, firms, bodies corporate or by way of loans or credit facilities (fund based or non-fund based) or by issue of bonds on such terms and conditions and with or without security as the Board may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Company at any time shall not exceed in the aggregate at any time ₹ 2,000 million irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, the Board of Directors of our Company consists of six Directors, out of which, two are Executive Directors, two are Non-executive and Non- Independent Directors (including one woman Director) and two are Non-executive Director and Independent Director.

Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act 2013 in relation to the composition of our Board and constitution of committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act 2013.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act 2013:

- (a) Audit Committee;
- (b) Nomination and Remuneration Committee;
- (c) Stakeholders' Relationship Committee; and

- (d) Corporate Social Responsibility Committee.

Audit Committee

The Audit Committee was constituted by way of a Board resolution dated May 15, 2026. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

S. No.	Name of Director	Designation	Committee Designation
1.	R Kaushik Ganesh	Independent Director	Chairperson
2.	Ajay Kumar Bantia	Independent Director	Member
3.	Senthil Kumar Chinnusamy	Managing Director	Member

The Company Secretary shall act as the secretary to the Audit Committee.

Scope and terms of reference:

The Audit Committee shall have powers, including the following:

- 1) to investigate any activity within its terms of reference;
- 2) to seek information from any employee;
- 3) to obtain outside legal or other professional advice;
- 4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- 5) such other powers as may be prescribed under the Companies Act and the SEBI Listing Regulations.

The roles and responsibilities of the Audit Committee shall *inter alia* include the following:

- 1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- 2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and other terms of appointment of statutory auditors of the Company and the fixation of the audit fee;
- 3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions; and
 - g) modified opinion(s) in the draft audit report.
- 5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue,

rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

- 7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act 2013.

- 9) scrutiny of inter-corporate loans and investments;
- 10) valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) evaluation of internal financial controls and risk management systems;
- 12) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) discussion with internal auditors of any significant findings and follow-up thereon;
- 15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) reviewing the functioning of the whistle blower mechanism;
- 19) monitoring the end use of funds raised through public offers and related matters;
- 20) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- 21) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 22) reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(/ies) exceeding ₹ 100 crores or 10% of the asset size of the subsidiary(/ies), whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and;
- 23) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- 24) approving the key performance indicators for disclosure in the offer documents;
- 25) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act 2013, the SEBI Listing Regulations or any other applicable

law, as and when amended from time to time; and

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by way of a Board resolution dated May 15, 2026. The composition and the terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

S. No.	Name of Director	Designation	Committee Designation
1.	Ajay Kumar Bantia	Independent Director	Chairperson
2.	R Kaushik Ganesh	Independent Director	Member
3.	S B Sathyagiri	Non-Executive Director	Member

Scope and terms of reference:

The role of the Nomination and Remuneration Committee shall, *inter alia*, include the following:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “**Board**” or “**Board of Directors**”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”);
- 2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
- 3) Formulation of criteria for evaluation of independent directors and the Board;
- 4) Devising a policy on Board diversity;
- 5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director’s performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- 6) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- 7) Recommend to the board, all remuneration, in whatever form, payable to senior management;
- 8) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-
 - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- 9) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended

from time to time, including:

- a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- 10) Carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated May 15, 2026. The composition and terms of reference of the Stakeholders' Relationship Committee are in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

S. No.	Name of Director	Designation	Committee Designation
1.	Sudhir Reddy Rebala	Non-Executive Director	Chairperson
2.	R Kaushik Ganesh	Independent Director	Member
3.	Ajay Kumar Bantia	Independent Director	Member
4.	Senthil Kumar Chinnusamy	Managing Director	Member

Scope and terms of reference:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

- 1) Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
- 2) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- 3) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 4) Giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, split of Equity Shares, compliance with all the requirements related to shares, debentures or any other securities;
- 5) Review of measures taken for effective exercise of voting rights by shareholders;
- 6) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar & share transfer agent;
- 7) To dematerialize or rematerialize the issued shares;
- 8) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants;
- 9) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and

- 10) Carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was re-constituted by a resolution of our Board dated May 15, 2026. The composition and terms of reference of the Corporate Social Responsibility Committee are in compliance with Section 135 and other applicable provisions of the Companies Act 2013. The Corporate Social Responsibility Committee currently comprises:

S. No.	Name of Director	Designation	Committee Designation
1.	S B Sathyagiri	Non-Executive Director	Chairperson
2.	Senthil Kumar Chinnusamy	Managing Director	Member
3.	Ajay Kumar Bantia	Independent Director	Member

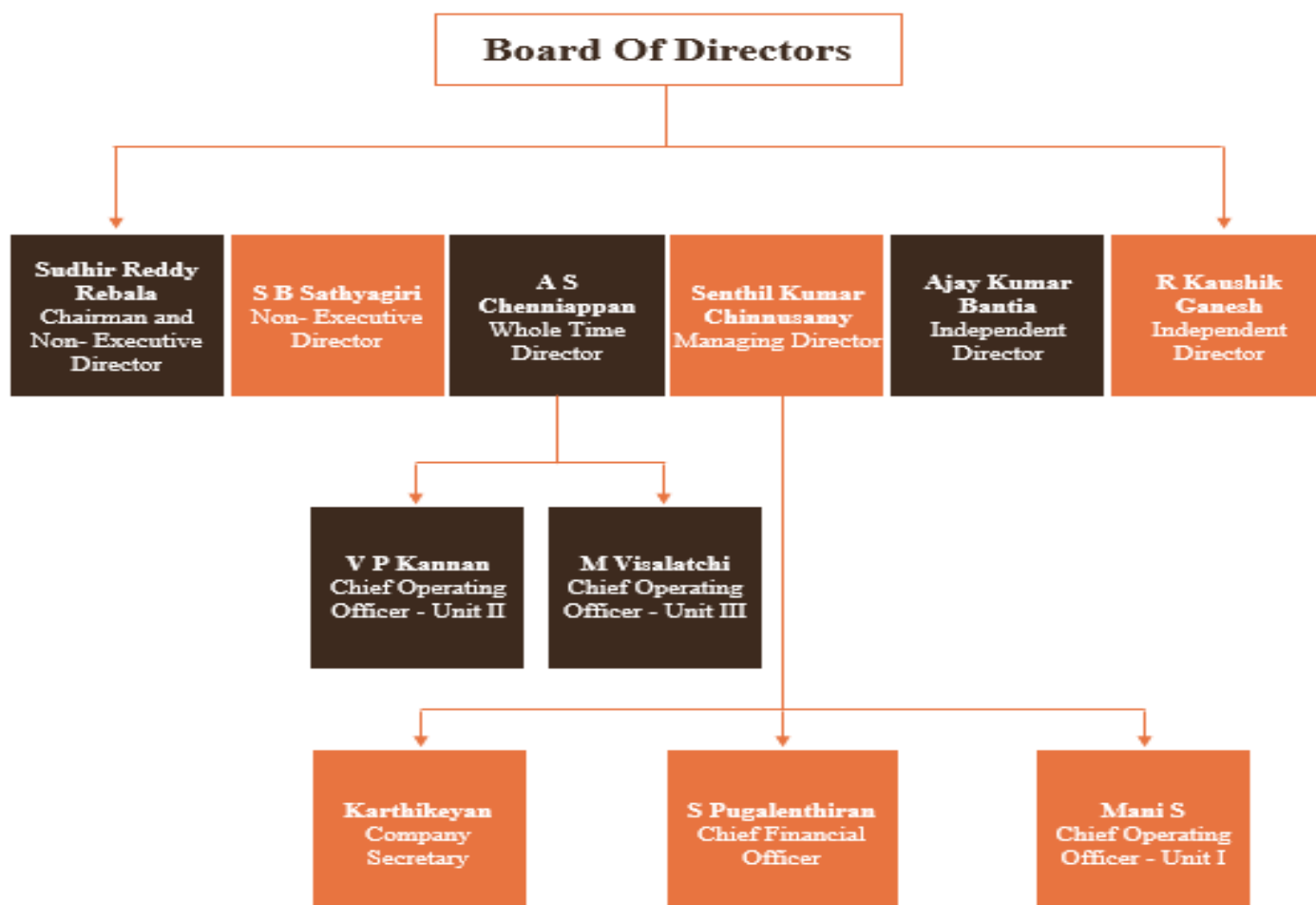
Scope and terms of reference:

The Corporate Social Responsibility Committee shall be authorized to perform the following functions:

- 1) formulate and recommend to the Board, a “**Corporate Social Responsibility Policy**” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act;
- 2) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and amount to be incurred for such expenditure shall be as per the applicable law;
- 3) monitor the corporate social responsibility policy of the Company and its implementation from time to time and timely completion of corporate social responsibility programmes; and;
- 4) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

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Management Organisation Structure



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Key Managerial Personnel and Senior Management

Key Managerial Personnel

The details of the Key Managerial Personnel, as of the date of this Draft Red Herring Prospectus are as follows:

In addition to Senthil Kumar Chinnusamy, our Managing Director and A S Chenniappan, our Whole-time Director whose details are provided in “**Brief Profiles of our Directors**” above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below:

S Pugalenthiran is the Chief Financial Officer of our Company. He has been associated with our Company since May 15, 2026. He has completed his Bachelor’s in Commerce from Madurai Kamaraj University. He has also passed Group-I of Chartered Accountancy Intermediate examinations from the Institute of Chartered Accountants of India (ICAI). He has over 24 years of experience in Accounts and Finance. He is responsible for financial functions of our Company. He has joined our Company in fiscal 2027, hence he has not received any compensation in fiscal 2026 from the Company.

Karthikeyan is the Company Secretary and Compliance officer of our Company. He has been associated with our Company since May 15, 2026. He holds a Bachelor’s degree in Commerce from University of Madras. He also holds a Company Secretary qualification from the Institute of Company Secretaries of India. He was previously associated with Christy Friedgram Industry Private Limited as Company Secretary, Fair Deal Ventures Private Limited as Company Secretary and Ernst & Young LLP as Consultant. He has over 05 years of experience in the secretarial and taxation field. He is responsible for secretarial work and day-to-day legal and regulatory compliances of our Company. He has joined our Company in fiscal 2027, hence he has not received any compensation in fiscal 2026 from the Company.

Senior Management

The details of our Senior Management as on the date of this Draft Red Herring Prospectus are set forth below:

Mani S is the Chief Operating Officer (COO) for Unit-I of our Company. He has been associated with our Company since September 15, 2020. He holds Master’s degree of Science in Microbiology from Manonmaniam Sundaranar University. He was previously associated with Christy Friedgram Industry Private Limited as Manager, and Christy Super Foods Private Limited as Production Manager with additional charge of Quality Control. He has over 20 years of experience in product and factory management. He is responsible for managing the food division of our Company. In Fiscal 2026, he has received an aggregate compensation of ₹ 0.93 million.

V P Kannan is the Chief Operating Officer (COO) for Unit-II of our Company. He has been associated with our Company since December 02, 2025. He holds a Bachelor’s degree in Science from Bharathidasan University. He holds a Master’s degree of Philosophy (M.Phil) in Biotechnology from Bharathidasan University. He was previously associated with Christy Friedgram Industry Private Limited as Quality Control Manager, Christy Quality Foods (India) Private Limited as Factory Manager, and Rebala Nutri Foodee Private Limited as Vice President Operations. He has 19 years of experience in quality control and factory management. He is responsible for managing the snacks division of our Company. In Fiscal 2026, he has received an aggregate compensation of ₹ 1.16 million.

M Visalatchi is the Chief Operating Officer (COO) for Unit-III of our Company. She has been associated with our Company since December 02, 2025. She holds a Bachelor’s degree in Bank Management from University of Madras. She also holds a Master’s degree in Computer Applications and a Master of Engineering in Computer Science and Engineering from Anna University. She was previously associated with Sri Krishna College of Engineering & Technology as Assistant Professor and Nalaas Foods, Rebala Nutri Foodee Private Limited as Factory Manager and Assistant Vice President Operations, respectively. She has over 9 years of experience in operating and managing factories. She is responsible for managing the spices division of our Company. In Fiscal 2026, she has received an aggregate compensation of ₹ 1.05 million.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and members of the Senior Management are permanent employees of our Company.

Bonus or profit sharing plan for the Key Managerial Personnel and Senior Management

Except as disclosed above under “**Our Management - Terms of appointment of our Executive Directors**”, none of our Key Managerial Personnel or Senior Management are party to any bonus or profit-sharing plan of our Company.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as stated in “*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*” on page 99, none of our Key Managerial Personnel or Senior Management hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel and Senior Management

Our Company has not entered into any service contracts, pursuant to which its Key Managerial Personnel or Senior Management are entitled to benefits upon termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no Key Managerial Personnel or Senior Management are entitled to any benefit upon termination of employment or superannuation.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to our Key Managerial Personnel and members of our Senior Management, which does not form part of their remuneration

Arrangements and understanding with major shareholders, customers, suppliers or others

None of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management

Other than as provided in “*Our Management– Interest of Directors*” above on page 280, none of our Key Managerial Personnel or Senior Management have any interest in our Company except to the extent of their remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business.

There are no premises leased by our Company from any Key Managerial Personnel or members of our Senior Management of our Company.

Our Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of the directorships held by them in our Subsidiary.

There is no conflict of interest between our KMP and members of our Senior Management and suppliers of raw materials and third-party service providers of our Company (crucial for operations of our Company).

Except as disclosed in the “*Our Management– -Interest of Directors*” on page 280, there is no conflict of interest between our KMP and members of our Senior Management and the lessor of immovable properties of our Company (crucial for operations of our Company).

Changes in Key Managerial Personnel or Senior Management during the last three years

Other than the changes listed under “*Our Management - Changes to our Board in the last three years*” above, and as set forth below, there are no other changes in our Key Managerial Personnel or Senior Management in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name	Date of change	Reason
S Pugalenthiran	May 15, 2026	Appointed as Chief Financial Officer
Karthikeyan	May 15, 2026	Appointed as Company Secretary and Compliance officer
Mani S	May 15, 2026	Re-designated Chief Operating Officer for Unit-I
V P Kannan	May 15, 2026	Re-designated Chief Operating Officer for Unit-II
M Visalatchi	May 15, 2026	Re-designated Chief Operating Officer for Unit-III

Employee stock option and stock purchase schemes

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock option scheme or

stock appreciation rights scheme.

Payment or benefit to Key Managerial Personnel and Senior Management of our Company

Except as disclosed in “*Our Management – Terms of appointment of our Executive Directors*”, no amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

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OUR PROMOTER AND PROMOTER GROUP

Senthil Kumar Chinnusamy is the Promoter of our Company. As on the date of this Draft Red Herring Prospectus, he holds an aggregate of 18,676,920 Equity Shares bearing face value of ₹ 10 each, comprising 99.93 % of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company.

For details of shareholding of our Promoter in our Company, see “*Capital Structure – Notes to Capital Structure – History of build-up of Promoter’s shareholding*” on page 99.

Details of our Promoter

Senthil Kumar Chinnusamy	
	Senthil Kumar Chinnusamy, aged 46 years, is the Promoter and Managing Director of our Company. He is an Indian National. Date of Birth: October 29, 1979 Address: Old No 38/C/4/1, New No 121, SVA Extensions Tiruchengode, Namakkal PIN: 637211, Tamil Nadu, India Permanent Account Number: AYLPS6988C. For the complete profile of Senthil Kumar Chinnusamy, along with the details of his address, educational qualifications, experience in the business, positions/ posts held in past, directorships in other entities, special achievements, and business and financial activities, see “<i>Our Management – Brief profiles of our Directors</i>” on page 277.

Our Company confirms that the permanent account number, Aadhaar card number, bank account number, driving license and passport number of our Promoter will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Details regarding change in control of our Company

There has been no change in control of our Company during the last five years immediately preceding the date of this Draft Red Herring Prospectus. Pursuant to a resolution dated May 15, 2026, passed by the Board, Senthil Kumar Chinnusamy has been identified as Promoter.

For details in relation to the shareholding of our Promoter and Promoter Group, and changes in the shareholding of our Promoter, including since incorporation, see “*Capital Structure*” on page 93.

Other ventures of our Promoter

Other than as disclosed in the sections entitled, “*Our Management – Board of Directors*” and “*Summary of Related Party Transactions*” on pages 275 and 80, respectively, our Promoter is not involved in any other ventures.

Interests of our Promoter

- i. Our Promoter is interested in our Company to the extent (i) that he has promoted our Company; and (ii) to the extent of their respective shareholding in our Company, the shareholding of their relatives (iii) the dividends payable if any and any other distributions payable in respect their shareholding in our Company. For details of shareholding of our Promoter in our Company, see “*Capital Structure – Notes to Capital Structure – History of build-up of Promoter’s shareholding*” on page 99. For details of the interests of Senthil Kumar Chinnusamy as a Managing Director, see “*Our Management – Interest of Directors*” on page 280. Additionally, our Promoter may also be interested in transactions entered into by our Company with other entities (i) in which our Promoter hold shares, or (ii) controlled by our Promoter. For further details, see “*Summary of Related Party Transactions*” on page 80.
- ii. Further, our Promoter who is also Director and/or Key Managerial Personnel of our Company and our Subsidiary,

may be deemed to be interested in the terms of their appointment as such, including in relation to benefits, remuneration, reimbursement of expenses, etc., payable to them, if any, in their capacity as Director and/or Key Managerial Personnel by our Company and our Subsidiary, as applicable. For further details, see “**Our Management**” on page 275.

- iii. Except as disclosed below, our Promoter has no interest in any property acquired by our Company and/or our Subsidiary during the three years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery:

Name of Lessor	Name of Lessee	Date of Agreement	Address of Property	Usage of Property	Lease consideration (in ₹)	Duration of Lease
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	March 10, 2026	Door No.5/157, Kumaramangalam Village, Kumaramangalam Po, Tiruchengode Taluk, Namakkal District - 637205, Tamilnadu	Manufacturing Facility	5,000 per month	29 years commencing from March 10, 2026 to March 09, 2055
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	April 18, 2026	428/2 and 428/3, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India	Vacant Land for Proposed Manufacturing Facility	10,000 per month	29 years commencing from April 18, 2026 to April 17, 2055
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	April 11, 2026	SF. No.431/2, 3,4,5,6,7,8, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India	Vacant Land for Proposed Manufacturing Facility	10,000 per month	29 years commencing from April 11, 2026 to April 10, 2055

- iv. Our Promoter may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by our Company with any company which is promoted or controlled by him, in which he holds shares or in which he is a member or in which he holds directorships or any partnership firm in which he is a partner. For further details, please see “**History and Certain Corporate Matters – Details of the shareholders’ agreement and other material agreements**” on page 270.
- v. No sums have been paid or agreed to be paid to our Promoter or to the firms or companies in which our Promoter are interested in cash or shares or otherwise by any person, either to induce them to become or to qualify them as director or otherwise for services rendered by such Promoter or by such firms or companies in connection with the promotion or formation of our Company.
- vi. Our Promoter and members of Promoter Group has extended personal guarantees in favour of our lenders to secure the borrowings availed by our Company and may be deemed to be interested to that extent. For further details, see “**Financial Indebtedness**” on page 375.
- vii. Our Promoter has also from time-to-time extended unsecured loans to our Company and is interested to the extent of repayment of such amounts. As of December 31, 2025, our Promoter, Senthil Kumar Chinnusamy has extended unsecured loans to us that cumulatively amounted to ₹ 42.76 million. For further details, see “**Summary of Related Party Transactions**” and “**Financial Indebtedness**” on pages 80 and 375, respectively.
- viii. Except as disclosed under section entitled “**History and Certain Corporate Matters - Our Subsidiary**” on page 272, our Promoter do not have any interest in a venture that is involved in any activities similar to those conducted by our Company.

Payment or benefits to our Promoter or the members of our Promoter Group

Except in the Ordinary Course of Business and as stated in “**Restated Consolidated Financial Information**” on page 302, no amount or benefits have been paid or given to our Promoter or the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or the members of our Promoter Group.

Material guarantees given by our Promoter to third parties with respect to Equity Shares

As on the date of this Draft Red Herring Prospectus, our Promoter has not given any material guarantees to any third party with respect to the Equity Shares.

Companies or firms with which our Promoter has disassociated in the last three years

Except as disclosed below, our Promoter has not disassociated himself from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Name of Company or Firm from which Promoter has Disassociated	Reasons for and Circumstances Leading to Disassociation	Date of Disassociation
Sri Paghalavan Knitters Private Limited	Disassociations from Directorship due to Pre-occupation	February 05, 2026
Ethical and Economical Energy Private Limited	Disassociations from Directorship due to Pre-occupation	February 10, 2026
EEE Energy Private Limited	Disassociations from Directorship due to Pre-occupation	February 05, 2026
Christy Apparels Private Limited	Disassociations from Directorship due to Pre-occupation	February 05, 2026
Christy Infrastructure Limited	Disassociations from Directorship due to Pre-occupation	February 10, 2026
Paghalavan Knitting LLP	Disassociations from Designated Partner due to Pre-occupation	February 26, 2026

Promoter Group

As on the date of this Prospectus, the following is the list of persons and entities constituting the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, in addition to our Promoter:

Natural persons who are part of the Promoter Group

As on the date of this Draft Red Herring Prospectus, the natural persons (in addition to our Promoter) forming a part of the Promoter Group are as follows:

Name of Promoter	Name	Relationship
Senthil Kumar Chinnusamy	K Dhivya	Spouse
	K S Adirath	Son
	Chinnusamy Ravi	Brother
	Sumathy Balamurukan	Sister
	T S Kumarasamy	Spouse's Father
	K Nalinasundari	Spouse's Mother
	Kumarasamy Sindu	Spouse's Sister

Entities forming part of the Promoter Group

As on the date of this Draft Red Herring Prospectus, the Companies, bodies corporate, HUFs, trusts and firms forming a part of our Promoter Group are as follows:

Adirath Foods Limited	Grathim Agro Private Limited
Christy Apparels Private Limited	Hairstreak Merchants Private Limited

EEE Energy Private Limited	Lokar Merchants Private Limited
Ethical And Economical Energy Private Limited	Milkweed Agro Economics Private Limited
Paghalavan Knitting LLP	Namovan Business Solutions Private Limited
Tiruchengode MSME Cluster Packing Federation	Olida Merchants Private Limited
Adirath Foods (Partnership Firm)	Prikan Agri Private Limited
Christy Apparels (Partnership Firm)	Shelter Agro Economics Private Limited
Nalaas Foods (Partnership Firm)	Woodruff Agro Farms Private Limited
Nataraj Spice & Food Products (Partnership Firm)	Nindru Agro Farms Private Limited
PCM Enterprises (Sole Proprietor)	Rivermud Agro Farms Private Limited
P.C.M. Hospital (Sole Proprietor)	Welldone Promoters Private Limited
Suma Agro India Private Limited	Dattatreya Enterprises Private Limited
Purity Agro Ventures Private Limited	Idumbai Traders Private Limited
Shri Varalakshmi Aishwaryam Promoters Private Limited	Sliptop Commercials Private Limited
Ezhil Agencies Private Limited	Wood Ridge Agro Farms Private Limited
Nalinam Enterprises Private Limited	Celosia Enterprises Private Limited
Visan Commerce Private Limited	Thiram Agro Private Limited
Impeller Merchants LLP	Agri Wave Commercials Private Limited
Pomarine Commercials LLP	Agro Club Irrigation Private Limited
Peregrine Commercials LLP	Brightrite Enterprise Private Limited
Sembaruthi Commercials LLP	Flixnet Commercials Private Limited
Skye Bridge Systems Private Limited	Ginger Lilly Agro Traders Private Limited
Try Mi Papads and Snacks Private Limited	Grass Green Agro Dealers Private Limited
Handhold Ventures Private Limited	Mono Agri Coast Enterprises Private Limited
Feelgreen Agritech Private Limited	Saw Grass Classic Agro Private Limited
Solai Agencies LLP	Welldone Sweet Home Private Limited
Riching Capital Private Limited	Welldone Ventures Private Limited
Christy Foods Private Limited	Sragvi Hospitality Private Limited
Christy Agro Tech Private Limited	Fine Agri Wade Commercials Private Limited
Christy Friedgram Industry Private Limited	Recreations Ventures Inc.
Christy Textile Products Private Limited	Hiranya Commercial Ventures LLP
Dear Plaza Private Limited	Valot Multi Commerce LLP
Eastern Ghats Mega Food Park Private Limited	Bloom Cuisines Private Limited
Ever Green Fabric Process Private Limited	Brand Root Commercials Private Limited
Fair Deal Ventures Private Limited	Carlina Commercials Private Limited
Suvarnabhoomi Enterprises Private Limited	Cypress Enterprises Private Limited
Foxtail Trading Private Limited	Laurel Enterprises Private Limited
Blackford Estates LLP	Literacy Framework Private Limited
Ostrich Enterprises Private Limited	Christy Infrastructure Limited
Robiotrics LLP	Wagtail Enterprises Private Limited
Matlogic Systems Private Limited	Waldo Tech Solutions Private Limited
Widgeon Agencies LLP	Breezy Flow LLP
Kumbat Private Limited	Anjaneya Artery Projects Private Limited
Thinkfix Enterprises Private Limited	Caliber Commercials Private Limited
Comfrey Commercial Private Limited	Everchrist Technologies Private Limited
Ravel NY Enterprises LLP	Arnica Enterprises Private Limited
Vivid Trans-Tech Solutions Private Limited	Bonsai Commercials LLP

Shri Varalakshmi Agro Foods India Private Limited	Clincher Properties LLP
Radiance Economics LLP	Hilltop Economics LLP
Stack Scape LLP	Agri Max Ventures Private Limited
Sakthi Blue Metals Private Limited	Nakandh Enterprises Private Limited
Topnotch Standard Dealers Private Limited	Nilamisai Traders Private Limited
Wild Breeze Enterprise Private Limited	Nomos Agro Servers Private Limited
Crop Day Enterprises Private Limited	Wolftail Trading Private Limited
Lite Loam Ventures Private Limited	Carlina Commercials Private Limited
Camroll Trading Private Limited	Larix Commercials Private Limited
Seed Rack Agro Farms Private Limited	Lychee Enterprises Private Limited
Butternut Commercials Private Limited	Redshank Enterprises Private Limited
Luderick Commercials LLP	Kisan Commerce Private Limited
Sulfursoil Agri Deal Private Limited	Green Field Agro Projects Private Limited
Yareng Agro Private Limited	Bon Ton Softwares Private Limited
Reindeer Commercials Private Limited	Hail Initiatives India Private Limited
Right Time Commercials Private Limited	Christy Fabric Private Limited
Kestrel Enterprises Private Limited	Calendar Commercials Limited
Bookum Enterprises Private Limited	Cartel Economics Private Limited
Extreme Commercials LLP	Indo Marinex Ventures Private Limited

Confirmations

Our Promoter has not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoter has not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoter and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoter is not and has not been a promoter or director of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no conflict of interest between our Promoter or members of our Promoter Group and the suppliers of raw materials and third-party service providers, which are crucial for the operations of our Company.

Except as disclosed below, there is no conflict of interest between our Promoter or members of our Promoter Group and lessors of the immovable properties, which are crucial for the operations of our Company:

Name of Lessor	Name of Lessee	Date of Agreement	Address of Property	Usage of Property	Lease consideration (in ₹)	Duration of Lease
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	March 10, 2026	Door No.5/157, Kumaramangalam Village, Kumaramangalam Po, Tiruchengode Taluk, Namakkal District - 637205, Tamilnadu	Manufacturing Facility	5,000 per month	29 years commencing from March 10, 2026 to March 09, 2055

Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	April 18, 2026	428/2 and 428/3, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India	Vacant Land for Proposed Manufacturing Facility	10,000 per month	29 years commencing from April 18, 2026 to April 17, 2055
Senthil Kumar Chinnusamy	Functional & Innovative Foods Limited	April 11, 2026	SF. No.431/2, 3,4,5,6,7,8, Attavanai Erayamangalam Group, s. Erayamangaram viilage, Tiruchengode Taluk, Namakkal District - 632214, Tamilnadu, India	Vacant Land for Proposed Manufacturing Facility	10,000 per month	29 years commencing from April 11, 2026 to April 10, 2055
Christy Friedgram Industry Private Limited	Functional & Innovative Foods Limited	March 07, 2026	SF No. 32/1, Door No.1/E9 and 1/E9A, Andipalayam Village, Andipalayam Post, Tiruchengode Taluk, Namakkal District - 637214, Tamilnadu.	Manufacturing Facility	4,000 per month	29 years commencing from March 07, 2026 to March 06, 2055
T.S. Kumarasamy	Functional & Innovative Foods Limited	March 07, 2026	SF No. 9/1, Door No. 1/374A, 1/374A1, 1/372D, and SF No. 33/1B & 33/2B, Door No. 1/374B, Andipalayam Village, Tiruchengode, Namakkal, Tamil Nadu-637214	Manufacturing Facility	15,000 per month	29 years commencing from March 07, 2026 to March 06, 2055
M/S. Handhold Ventures Private Limited	Functional & Innovative Foods Limited	March 07, 2026	Survey No.8/5 and New Separate Sub-division No.8/5D, Door No.1/374E, Andipalayam Village, Andipalayam Post, Tiruchengode Taluk, Namakkal District - 637214, Tamil Nadu, India	Manufacturing Facility	5,000 per month	29 years commencing from March 07, 2026 to March 06, 2055
N. Senthilkumar	Christy Quality Foods (India) Private Limited	May 13, 2026	SF. No. 97/5 and now subdivision SF No. 97/5A and 97/6, Door No. 44/1, Kumilamparappu Village, Chitode, Erode, Taluk & District – 638102, Tamil Nadu, India	Manufacturing Facility	For 1 st 3 years 1,12,200 per month For next 3 years 1,23,420 per month For last 1 year 1,35,762 per month	7 years from May 01, 2026 to April 30, 2033

N Sakhtivel	Christy Quality Foods (India) Private Limited	May 13, 2026	SF. No. 97/5 and now subdivision SF No. 97/5A and 97/6, Door No. 44/1, Kumilamparappu Village, Chitode, Erode, Taluk & District – 638102, Tamil Nadu, India	Manufacturing Facility	For 1 st 3 years 1,07,800 per month For next 3 years 1,18,580 per month For last 1 year 1,30,438 per month	7 years from May 01, 2026 to April 30, 2033
T.S. Kumarasamy	Christy Quality Foods (India) Private Limited	November 25, 2025	Door No. 1/364B, SIDCO, Industrial Estate, Andipalayam Village, Andipalayam Post, Tiruchengode Taluk, Namakkal Dist. 637214, Tamil Nadu, India	Registered Office	3,500 per month	11 Months from November 01, 2025 to September 30, 2026

For further details of the material properties leased by our Company, see “***Our Business - Immovable Properties***” on page 252.

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OUR GROUP COMPANIES

For the purpose of disclosure in this Draft Red Herring Prospectus, the following shall be considered as Group Companies of our Company, in accordance with SEBI ICDR Regulations: (i) such companies (other than our Promoter and Subsidiary) with which there were related party transactions, during the period for which financial information is disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24; and (ii) any other companies as may be considered material by our Board of Directors.

With respect to (ii) above, in accordance with the Materiality Policy adopted by our Board pursuant to its meeting held on June 20, 2026, all such companies falling under criteria specified in (i) above, will be considered material and disclosed as a “group company” in this Draft Red Herring Prospectus.

Based on the parameters mentioned above, as on the date of this Draft Red Herring Prospectus, we have identified the following as Group Companies, the details of which are set forth below:

S.No.	Name	Registered Office	Corporate Identification Number
1.	Christy Apparels Private Limited	2/1052, Mahalakshmi Nagar, Rayarpalayam, Palladam, Coimbatore, Tiruppur, Tamil Nadu, India, 641664	U51100TZ2020PTC034574
2.	EEE Energy Private Limited	D.NO.1/329-A, Polupalli Village, Billanakuppam Post, Krishnagiri, Krishnagiri, Krishnagiri, Tamil Nadu, India, 635115	U31909TZ2020PTC034893
3.	Christy Infrastructure Limited	B5, Sidco Industrial Estate, Andipalayam Post, Tiruchengode, Namakkal, Tamil Nadu, India, 637214	U51909TZ2018PLC030367
4.	Tiruchengode MSME Cluster Packing Federation	SF. No. 239/1, Door. No. 3/1443, Paasuraan Kadu, Karumapuram, Morepalayam Village, Vattur, Namakkal, Tiruchengodu, Tamil Nadu, India, 637205	U85300TZ2022NPL039935
5.	Ethical and Economical Energy Private Limited	Door No. 1/329-A, Polupalli Village, Billanakuppam Post, Krishnagiri Taluk & District, Billanakuppam, Krishnagiri, Krishnagiri, Tamil Nadu, India, 635115	U31909TZ2019PTC031735
6.	Ezhil Agencies Private Limited	D. No 368, Suramangalam Main Road Thiruvagoundanoor, Salem, Tamil Nadu - 636005	U51909TZ2020PTC033360
7.	Suma Agro India Private Limited	No. 21, Mythili Apartments, Mylai Ranganathan Street, T. Nagar, Chennai, Tamil Nadu, India - 600017	U01407TN2016PTC103676

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of our top five Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements for the preceding three years shall be hosted on the website of our Company, as indicated below:

S. No.	Name	Website
1.	Christy Apparels Private Limited	www.functionalinnovativefoods.com
2.	EEE Energy Private Limited	
3.	Suma Agro India Private Limited	
4.	Ezhil Agencies Private Limited	
5.	Christy Infrastructure Limited	

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Common pursuits

There are no common pursuits between our Group Companies and our Company, as on the date of this Draft Red Herring Prospectus. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, as and when they may arise.

Related business transactions with our Group Companies and their significance on the financial performance of our Company

Except for the transactions set forth in “*Restated Consolidated Financial Information*” on page 302, there are no related business transactions between our Group Companies and our Company.

Nature and interests of our Group Companies

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any interest in the promotion of our Company.

Except as disclosed in “*Restated Consolidated Financial Information*” on page 302, our Group Companies do not have any interest in any property acquired by our Company in the three years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

Except as disclosed in “*Restated Consolidated Financial Information*” on page 302, none of our Group Companies has any interest in any transaction undertaken by our Company relating to the acquisition of land, construction of buildings, supply of machinery or otherwise.

Except as disclosed in “*Restated Consolidated Financial Information*” on page 302, and in the ordinary course of business, our Group Companies do not have or currently propose to have any business interest in our Company.

Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which may have a material impact on our Company.

Other confirmations

- (i) Our Group Companies have not made any public or rights issue (as defined under the SEBI ICDR Regulations, 2018) of securities in the three years preceding the date of this Draft Red Herring Prospectus.
- (ii) None of the securities of our Group Companies have been refused listing by any stock exchange in India or abroad during the last 10 years, nor have our Group Companies failed to meet the listing requirements of any stock exchange in India or abroad.
- (iii) None of our Group Companies are listed on any stock exchange.

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DIVIDEND POLICY

Our Company does not have a formal dividend distribution policy. The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by the Shareholders of our Company, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, 2013 read with the rules notified thereunder, each as amended, together with the applicable rules issued thereunder.

The dividend payable, if any, will depend on a number of internal and external factors, including but not limited to profits earned or distributable surplus during the Fiscal, accumulated reserves including retained earnings, cash flows, debt repayment schedules, if any, and external factors including, but not limited to the macro-economic environment, regulatory changes and technological changes. Our Board shall recommend or declare dividend as per the provisions of the Companies Act, 2013 and any other applicable laws. Interim dividend shall be paid on declaration of the same by our Board and the final dividend will be paid on the approval of Shareholders at a general meeting.

Our Company has not declared any dividends during the nine months period ended December 31, 2025, last three Fiscals and until the date of this Draft Red Herring Prospectus, on the Equity Shares.

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future. For details in relation to risks involved in this regard, please refer to “***Risk Factors - Our Company has not paid dividends during the last three Fiscals and during the current Fiscal. There can be no assurance that our Company will be in a position to pay dividends in the future. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***” on page 50.

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SECTION V: FINANCIAL INFORMATION
RESTATED CONSOLIDATED FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

To
The Board of Directors,
Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited)

Dear Sirs,

1. We have examined, as appropriate (Refer paragraph 6 below) the attached Restated Consolidated Financial Information of Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited) (the "Company" or the "Issuer") and its subsidiary (the Company and its subsidiary together referred to as the "Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at December 31, 2025 and as at March 31, 2025, 2024 and 2023, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the nine month period ended December 31, 2025 and for the years ended March 31, 2025, 2024 and 2023, the Material Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on June 20, 2026 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with the its proposed Initial Public Offer of equity shares of face value of ₹ 10 each of the company (the "Proposed Offer") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

Management's Responsibility for the Restated Consolidated Financial Information

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 2 to the Restated Consolidated Financial Information. The respective Board of Directors of the Companies included in the Group responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective board of directors are also responsible for identifying and ensuring that the Group complies with the Act, SEBI ICDR Regulations and the Guidance Note.

Auditor's Responsibility on the Restated Consolidated Financial Information

3. We have examined such Restated Consolidated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated May 01, 2026 in connection with the proposed Offer of equity shares of the Company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Proposed Offer.

Restated Consolidated Information:

4. These Restated Consolidated Financial Information have been compiled by the management from:
- a) Audited Special Purpose Interim Consolidated Ind AS Financial Statements of the Group as at and for the nine month period ended December 31, 2025 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (“IND AS”) 34 “Interim Financial Reporting” specified under Section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Consolidated IND AS Financial Statements”), which have been approved by the Board of Directors at their meeting held on June 20, 2026.
 - b) Audited Special Purpose Consolidated Ind AS financial statements of the Group as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 20, 2026. The Audited Special Purpose Consolidated Ind AS Financial Statements as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 have been prepared by making IND AS adjustments to the audited consolidated financial statements of the Group as at and for the years ended March 31, 2025, and relevant standalone financial statements of the Company and Subsidiary as at and for the years ended March 31, 2024 and March 31, 2023, prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (“Indian GAAP”).
5. We have audited the Special Purpose Interim Consolidated IND AS Financial Statements of the Group as at and for the nine month period ended December 31, 2025 and also audited the Special Purpose Ind AS Consolidated Financial Statements of the Group as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared by the Company in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with ICAI’s Guidance Note on Reports in Company Prospectuses and other accounting principles generally accepted in India, for the limited purpose of complying with the requirement of the financial statements being audited by an audit firm holding a valid peer review certificate issued by the “Peer Review Board” of the ICAI as required by ICDR Regulations in relation to proposed IPO and for the group to submit financial statements prepared in accordance with Indian Accounting Standards (Ind-AS) as at and for the nine month ended December 31, 2025 and for the Fiscals 2025, 2024 and 2023. We have issued our report dated June 20, 2026 on these special purpose consolidated financial information to the Board of Directors who have approved these in their meeting held on June 20, 2026.
6. For the purpose of our examination on the restated consolidated financial information, we have relied on:
- a) Auditors’ report issued by us dated June 20, 2026 on the Special Purpose Interim Consolidated Ind AS Financial Statements of the Group as at and for the nine month period ended December 31, 2025 as referred in Paragraph 4 (a) above.
 - b) Auditors’ report issued by us dated September 25, 2025 on the Indian GAAP Consolidated Financial Statements of the Group, as at and for the year ended March 31, 2025 as referred in paragraph 4(b) above.
 - c) Auditors’ report issued by us dated August 26, 2024 and August 31, 2023 on the Indian GAAP Standalone Financial Statements of Functional & Innovative Foods Private Limited, as at and for the year ended March 31, 2024 and 2023 as referred in paragraph 4(b) above.

Auditors' report issued by us dated August 30, 2024 and September 30, 2023 on the Indian GAAP Standalone Financial Statements of Christy Super Foods Private Limited, as at and for the year ended March 31, 2024 and 2023 and Auditors' report issued by us dated August 26, 2024 on the Indian GAAP Standalone Financial Statements of Rebela Nutri Foodee Private Limited, as at and for the year ended March 31, 2024 as referred in paragraph 4(b) above

- d) Auditors' Reports issued by the Previous Auditor dated September 05, 2023 on the financial statements of Rebela Nutri Foodee Private Limited as at and for the year ended March 31, 2023.

Auditors' Reports issued by the Previous Auditor dated September 04, 2024 and September 15, 2023 on the financial statements of Christy Quality Foods (India) Private Limited as at and for the year ended March 31, 2024 and March 31, 2023 respectively.

- e) Auditors' report issued by us dated June 20, 2026 on the Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023. The Ind AS transition and restatement adjustments made to the above mentioned Indian GAAP Consolidated financial statements to comply with the basis of preparation as set out in Note 2.1 to the Restated Financial Information, have been audited by us.

7. As indicated above:

- a) we did not audit the standalone financial statements of subsidiary namely Christy Quality Foods (India) Private Limited for the year ended March 31, 2024 and 2023, whose share of total assets, total revenues and net cash flows included in the Consolidated Ind AS financial statements, for the relevant years is tabulated below, which have been audited by other auditors, and whose reports have been furnished to us by the Company's management and our opinion on the Consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors.

Rs in lakhs

Particulars	As at/for the year ended March 31, 2024	As at/for the year ended March 31, 2023
Total assets	1986.10	1558.44
Total revenue	5058.18	3915.79
Net cash inflows/(outflows)	(136.73)	90.43

Our opinion in so far as it relates to the amounts included in the financial statements referred to in paragraph 4 (b) above are based solely on the report of other auditors

Our opinion on the special purpose consolidated Ind AS financial statements is not modified in respect of these matters.

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:
- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2025, 2024 and 2023 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the nine month period ended December 31, 2025;
- b) have been prepared after incorporating proforma IND AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2025, 2024 and 2023 as described in Note 2 to the Restated Consolidated Financial Information;

- c) there are no qualifications in the auditors' reports on the Audited Indian GAAP respective financial statements of the Group as at and for the years ended March 31, 2024, 2023 and 2022 and the special purpose consolidated financial statements of the Group as at and for the years ended March 31, 2025, 2024 and 2023 which require any adjustments to the Restated Consolidated Financial information.
 - d) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
- 9. 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.
 - 10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the Reports on the Special Purpose Interim Consolidated IND AS Financial Statements and audited financial statements as mentioned in Paragraph 6 above.
 - 11. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or the previous auditors, nor should this report be construed as a new opinion on any of the Financial Statements referred to herein.
 - 12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 - 13. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For G. Sathiyam & Co
Chartered Accountants
Firm's Registration No.028181S

G. Sathiyam
Proprietor
Membership No.237652
UDIN : 26237652TXEEOD5563

Place : Tiruchengode
Date : June 20, 2026

Particulars	Note No.	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Assets					
Non-current assets					
Property, plant and equipment	3 (a)	328.98	204.52	138.29	115.18
Capital work-in-progress	3 (b)	-	85.77	61.79	-
Investment Property	4	7.68	7.68	7.68	7.10
Right-of-use assets	5	2.94	4.37	6.26	8.16
Deferred tax asset (Net)	6	8.94	9.36	7.07	5.97
Financial assets					
Investments	7	3.63	8.85	3.17	-
Other financial assets	8.1	24.89	11.78	6.83	9.71
Other non-current assets	9	12.61	12.61	12.61	-
Total non-current assets (A)		389.67	344.94	243.70	146.12
Current assets					
Inventories	10	467.24	299.70	171.72	87.47
Financial assets					
Trade receivables	11	698.77	237.63	325.44	228.96
Cash and cash equivalents	12	27.22	50.07	51.50	30.72
Bank balances other than cash and cash equivalents	13	11.80	3.51	10.20	10.18
Loans	8.2	22.65	17.71	10.40	42.02
Other financial assets	8.1	1.48	18.30	13.99	1.93
Current tax assets (net)	14	-	5.56	-	5.98
Other current assets	9	12.83	7.17	35.97	31.11
Total current assets (B)		1,241.99	639.65	619.22	438.37
Total assets (A+B)		1,631.66	984.59	862.92	584.49
Equity and liabilities					
Equity					
Equity share capital	15	186.91	0.20	0.20	0.20
Other equity	16	527.44	275.33	266.96	129.15
Total equity (A)		714.35	275.53	267.16	129.35
Liabilities					
Non-current liabilities					
Financial liabilities					
Borrowings	17	52.60	68.01	52.95	27.43
Lease liabilities	18 & 35	1.20	2.68	4.46	6.13
Provisions	19 & 36	19.74	21.17	16.97	12.81
Deferred tax liabilities (net)		-	-	-	-
Other Non - current liabilities	20	-	176.38	-	-
Total non-current liabilities (B)		73.54	268.24	74.38	46.37
Current liabilities					
Financial liabilities					
Borrowings	17	351.51	276.02	243.40	200.27
Lease liabilities	18 & 35	2.45	2.45	2.45	2.45
Trade payables	21				
Total outstanding dues of micro and small enterprises		56.43	19.91	15.04	27.65
Total outstanding dues of creditors other than micro and small enterprises		264.20	113.38	232.42	170.92
Other financial liabilities	22	3.48	15.77	0.78	1.55
Other current liabilities	20	162.97	11.34	18.12	4.95
Provisions	19 & 36	2.12	1.95	1.56	0.97
Current tax liabilities (net)	23	0.61	-	7.61	0.01
Total current liabilities (C)		843.77	440.82	521.38	408.77
Total liabilities (D = B+C)		917.31	709.06	595.76	455.14
Total equity and liabilities (A+D)		1,631.66	984.59	862.92	584.49

The accompanying notes form an integral part of these consolidated financial statements.

As per our report attached.

For G. SATHIYAN & CO

Chartered Accountants

ICAI Firm Registration Number - 028181S

G. SATHIYAN

Proprietor

Membership Number : 237652

Place : Tiruchengode

Date : June 20, 2026

Place : Tiruchengode

Date : June 20, 2026

For and on behalf of the Board of Directors of
**Functional & Innovative Foods Limited (formerly known as
Functional & Innovative Foods Private Limited)**

C. Senthil Kumar

Director

DIN: 03598902

A.S Chenniappan

Director

DIN: 07716106

S. Pugalenthiran

Chief Financial Officer

V. Karthikeyan

Company Secretary

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)
CIN : U15400TZ2020PLC034564
Annexure II - Restated Consolidated Statement of Profit and Loss

(All Amounts are in INR Millions unless otherwise stated)

Particulars	Note No.	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Income					
Revenue from operations	24	2,324.43	2,601.17	1,614.27	1,152.84
Other income	25	4.59	6.43	5.96	2.90
(I) Total income		2,329.02	2,607.60	1,620.23	1,155.74
Expense					
Cost of materials consumed	26	1,484.24	1,869.48	1,095.15	837.88
Purchases of stock-in-trade	27	309.69	100.70	27.00	12.97
Changes in inventories of finished goods, stock-in-trade and work-in-progress	28	(105.42)	(61.89)	(25.46)	(1.33)
Employee benefits expense	29	123.20	159.89	137.78	100.10
Finance costs	30	18.07	16.42	16.19	13.23
Depreciation and amortization expense	3 (c)	35.79	28.06	24.90	20.81
Other expenses	31	143.07	194.70	171.15	134.40
(II) Total expenses		2,008.64	2,307.36	1,446.71	1,118.06
(III) Profit before tax (I - II)		320.38	300.24	173.52	37.68
Tax expense					
Current tax		63.88	70.31	37.04	6.95
Deferred tax	6	0.42	(2.29)	(1.11)	(1.50)
(IV) Total tax expense		64.30	68.02	35.93	5.45
(V) Profit for the period /year (III - IV)		256.08	232.22	137.59	32.23
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Remeasurement of employee defined benefit plans	36	6.35	1.12	0.23	(0.50)
Income tax on above					
(VI) Other comprehensive income		6.35	1.12	0.23	(0.50)
Total comprehensive income for the period /year (V +/- VI)		262.43	233.34	137.82	31.73
Earnings per equity share of face value of Rs.10/-	32				
Basic EPS (not annualized)		14.60	42.07	24.93	5.84
Diluted EPS (not annualized)		14.60	42.07	24.93	5.84

The accompanying notes form an integral part of these consolidated financial statements.

As per our report attached

For G. SATHIYAN & CO

Chartered Accountants

ICAI Firm Registration Number - 028181S

G. SATHIYAN

Proprietor

Membership Number : 237652

Place : Tiruchengode

Date : June 20, 2026

Place : Tiruchengode

Date : June 20, 2026

 For and on behalf of the Board of Directors of
**Functional & Innovative Foods Limited (formerly known as
 Functional & Innovative Foods Private Limited)**
C. Senthil Kumar

Director

DIN: 03598902

A.S Chenniappan

Director

DIN: 07716106

S. Pugalenthiran

Chief Financial Officer

V. Karthikeyan

Company Secretary

Annexure III - Restated Consolidated Statement of Cash Flows

(All Amounts are in INR Millions unless otherwise stated)

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Cash flow from operating activities				
Profit after tax	256.08	232.22	137.59	32.23
Adjustments for				
Tax expense	64.30	68.02	35.93	5.45
Depreciation and amortization expense	35.79	28.06	24.90	20.81
(Gain) / Loss on sale of property, plant and equipment	0.09	(0.16)	0.02	1.17
Bad Debts	0.16	1.93	1.04	0.61
Impairment loss / (Reversal) - ECL	0.25	(0.05)	(1.17)	1.52
Unwinding of discount on rent deposit	(0.06)	(0.07)	(0.07)	(0.06)
Other non - operating income	(3.73)	(4.68)	(3.13)	(1.82)
Interest income	(0.80)	(1.52)	(2.76)	(1.02)
Finance costs	18.07	16.42	16.19	13.23
Operating profit before working capital changes	370.15	340.17	208.54	72.12
Adjustments for:				
(Increase)/decrease in inventories	(167.54)	(127.98)	(84.25)	(21.94)
(Increase)/decrease in trade receivables	(461.55)	85.93	(96.35)	(133.35)
(Increase)/decrease in financial assets	7.78	(17.49)	22.46	(46.27)
(Increase)/decrease in other current assets	(5.66)	28.80	(17.47)	(23.94)
Increase/(decrease) in trade payables	187.34	(114.17)	48.89	106.32
Increase/(decrease) in current provisions	5.08	5.72	4.98	3.50
Increase/(decrease) in other current liabilities	139.34	8.21	12.40	(0.10)
Cash generated from operations	74.94	209.19	99.20	(43.66)
Net income tax paid	(57.70)	(83.49)	(23.44)	(8.07)
Net cash flow from operating activities [A]	17.24	125.70	75.76	(51.73)
Cash flow from investing activities				
Payments for property, plant and equipment, intangibles (including capital work-in-progress, capital advances and Capital creditors)	(73.21)	(116.84)	(107.93)	(93.54)
Investments in deposits with banks with original maturity of more than 3 months	(8.29)	6.69	(0.02)	(10.18)
Sale of property, plant and equipment	0.08	0.59	0.00	0.07
Payments for Investment Property	-	0.00	(0.58)	(0.00)
Investment in Subsidiary (net of Cash acquired)	-	(48.57)	-	-
Interest received	0.80	1.52	2.76	1.02
Non cash item - adjustments on account of business combination	-	-	-	1.43
Net cash used in investing activities [B]	(80.62)	(156.61)	(105.77)	(101.20)
Cash flow from financing activities				
Issue of Shares	-	-	-	-
Proceeds / (Repayment) of borrowings	60.08	47.68	68.65	187.52
Payment of lease liabilities	(1.81)	(2.39)	(2.45)	(2.40)
Finance costs paid	(17.74)	(15.81)	(15.41)	(12.29)
Net cash from / (used in) financing activities [C]	40.53	29.48	50.79	172.83
Net increase / (decrease) in cash and cash equivalents [A+B+C]	(22.85)	(1.43)	20.78	19.90
Cash and cash equivalents at the beginning of the period/ year	50.07	51.50	30.72	10.82
Movement as a result of acquisition of subsidiary				
Cash and cash equivalents at the end of the period/ year	27.22	50.07	51.50	30.72

Annexure III - Restated Consolidated Statement of Cash Flows

(All Amounts are in INR Millions unless otherwise stated)

Cash and cash equivalents for the period/ year consists of

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Cash on hand	1.02	1.65	0.92	0.97
Balances with banks				
Balance in current account	25.41	48.42	50.58	29.75
Term deposits with banks that have original maturity of three months or less	0.79			
Total Cash and cash equivalents	27.22	50.07	51.50	30.72

Notes :

The above Consolidated Statement of Cash Flows has been prepared under the Indirect Method as set out in the Ind AS -7 "Statement of Cash Flows"

Changes in Liabilities arising from financing activities

Particulars	April 1, 2025	Cashflows	December 31, 2025
Borrowings- Non Current	68.01	-15.41	52.60
Borrowings- Current	276.02	75.49	351.51
Finance Cost	-	18.07	-
Particulars	April 1, 2024	Cashflows	March 31, 2025
Borrowings- Non Current	52.95	15.06	68.01
Borrowings- Current	243.40	32.62	276.02
Finance Cost	-	16.42	-
Particulars	April 1, 2023	Cashflows	March 31, 2024
Borrowings- Non Current	27.43	25.52	52.95
Borrowings- Current	200.27	43.13	243.40
Finance Cost	-	16.19	-
Particulars	April 1, 2022	Cashflows	March 31, 2023
Borrowings- Non Current	0.76	26.67	27.43
Borrowings- Non Current - Subsidiary - On account of consolidation	11.81	-11.81	-
Borrowings- Current	27.62	172.65	200.27
Finance Cost	-	13.23	-

The accompanying notes form an integral part of these consolidated financial statements.

As per our report attached

For G. SATHIYAN & CO

Chartered Accountants

ICAI Firm Registration Number - 028181S

For and on behalf of the Board of Directors of

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)**G. SATHIYAN**

Proprietor

Membership Number : 237652

C. Senthil Kumar

Director

DIN: 03598902

A.S Chenniappan

Director

DIN: 07716106

Place : Tiruchengode

Date : June 20, 2026

Place : Tiruchengode

Date : June 20, 2026

S. Pugalenthiran

Chief Financial Officer

V. Karthikeyan

Company Secretary

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)
CIN : U15400TZ2020PLC034564
Annexure IV - Restated Consolidated Statement of Changes in Equity

(All Amounts are in INR Millions unless otherwise stated)

Equity Share Capital

Particulars	As at December 31, 2025		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	2,000	0.20	2,000	0.20	2,000	0.20	2,000	0.20
Issued during the period	4,772	0.48	-	-	-	-	-	-
	6,772	0.68	2,000	0.20	2,000	0.20	2,000	0.20
Split Shares (10 Shares for every 1 share)	67,720	0.68	-	-	-	-	-	-
Add: Bonus issued during the period (275:1)	1,86,23,000	186.23	-	-	-	-	-	-
Closing balance	1,86,90,720	186.91	2,000	0.20	2,000	0.20	2,000	0.20

Other equity

Particulars	Reserves and surplus		Other comprehensive income	Securities Premium	Total equity
	Retained earnings	Capital Reserve	Remeasurement of employee defined benefit plans (net)		
Balance as at April 01, 2022	30.99	65.00	-	-	95.99
Profit for the year	32.23	-	-	-	32.23
Capital Reserve on account of merger	-	20.00	-	-	20.00
Adjustment on account of business combination	(18.57)	-	-	-	(18.57)
Other comprehensive income for the year	-	-	(0.50)	-	(0.50)
Balance as at March 31, 2023	44.65	85.00	(0.50)	-	129.15
Profit for the year	137.58	-	-	-	137.58
Other comprehensive income for the year	-	-	0.23	-	0.23
Balance as at March 31, 2024	182.23	85.00	(0.27)	-	266.96
Profit for the year	232.20	-	-	-	232.20
Cancellation of investment as a result of merger	-	(224.95)	-	-	(224.95)
Other comprehensive income for the year	-	-	1.12	-	1.12
Balance as at March 31, 2025	414.43	(139.95)	0.85	-	275.33
Profit for the period	256.08	-	-	-	256.08
Other comprehensive income for the period	-	-	6.35	-	6.35
Securities premium on account of issue of shares above par value	-	-	-	175.91	175.91
Less : Bonus shares issued during the period	(186.23)	-	-	-	(186.23)
Balance as at December 31, 2025	484.28	(139.95)	7.20	175.91	527.44

The accompanying notes form an integral part of these consolidated financial statements.

As per our report attached

For G. SATHIYAN & CO

Chartered Accountants

ICAI Firm Registration Number - 028181S

For and on behalf of the Board of Directors of

Functional & Innovative Foods Limited

(formerly known as Functional & Innovative Foods Private Limited)

G. SATHIYAN

Proprietor

Membership Number : 237652

C. Senthil Kumar

Director

DIN: 03598902

A.S Chenniappan

Director

DIN: 07716106

Place : Tiruchengode

Date : June 20, 2026

Place : Tiruchengode

Date : June 20, 2026

S. Pugalenthiraj

Chief Financial Officer

V. Karthikeyan

Company Secretary

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited)

**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

1. Corporate Information:

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited) ('the Parent' or 'the Company' or 'Holding Company') was incorporated on 12th September 2020 as a Private Limited Company. The Company has converted to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company and consequently the name of the Company has changed to **Functional & Innovative Foods Limited** pursuant to a fresh certificate of incorporation by the Registrar of Companies on February 20, 2026.

The registered office of the Company is situated 1/374A Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal – 637214. The Company is primarily engaged in food product segment.

Pursuant to Scheme of Amalgamation approved by the Regional Director, Chennai vide its order dated December 02, 2025, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited (the erstwhile subsidiaries) had merged with the Company with effect from April 1, 2024.

The company has investment in subsidiary namely, Christy Quality Foods (India) Private Limited. (the Holding Company and its subsidiary collectively called as "the Group").

The Restated Consolidated financial information of the Company and its subsidiary (collectively, "the Group") for the nine months period ended December 31, 2025 and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 were authorised for issue by Board of Directors of Functional & Innovative Foods Limited on June 20, 2026.

2. Basis of Preparation and Presentation:

A. Statement of Compliance

The Restated Consolidated Financial Information of the Company and its subsidiary (collectively, "the Group") comprises of the Restated Consolidated Statement of Assets and Liabilities as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the nine months period ended December 31, 2025 and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, and the summary of Significant Accounting Policies and explanatory notes to the Restated Consolidated Financial Information.

These Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') in connection with its proposed Initial Public Offering of equity shares of face value of Rs. 10 each of the Company comprising of a fresh issue of the equity shares of the company ("Fresh Issue") and an Offer for Sale of equity shares by the promoter shareholder of the company (the "Offer For Sale"), and together with the Fresh Issue (the "Offer"). The Restated Consolidated Financial Information has been prepared by the Company in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act"), as amended (along with the rules framed therein);
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited)

**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Consolidated Financial Information of the Group have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III of the Act, as applicable to the financial statements and other relevant provisions of the Act. The Restated Consolidated Financial Information of the Group were authorized for issue by the Board of Directors at their meeting held on June 20, 2026.

These Restated Consolidated Financial Information have been compiled by the Management from:

- i. Audited Special Purpose Consolidated Interim Financial Statements of the Group as at and for the nine months period ended December 31, 2025 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 20, 2026.
- ii. Audited Special Purpose Consolidated Financial Statements of the Group as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on June 20, 2026.

In order to meet SEBI requirement in connection with proposed initial public offering ('IPO'), the Company is required to provide Consolidated Financial Statements (CFS) prepared in accordance with Indian Accounting Standard (Ind AS) for all the three years and the stub period audited and certified by the statutory auditor(s) who holds a valid certificate by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). To comply with the mentioned requirements, the company has prepared Special Purpose Consolidated Financial Statements derived from the statutory financial statements of the Company for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 after incorporating Ind AS adjustments and reclassifications necessary to comply with Indian Accounting Standards ('Ind AS'). The transition date to IND AS has been considered to be April 1, 2022.

The special purpose Ind AS financial statements with required restatement have been included in the restated consolidated financial statements prepared for the purpose of filing the DRHP.

The Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2025, 2024 and 2023 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the period ended December 31, 2025.

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited)

**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

b) do not require any adjustment for modification as there is no modification in the underlying audit reports on the Special Purpose Consolidated Financial Information.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the date of auditor's report.

A summary of the material accounting policy information and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) as specified under section 133 of the Act including applicable IND AS and accounting principles generally accepted in India.

The accounting policies set out below have been applied consistently to all the periods presented in the Restated Consolidated Financial Statements. These Financial Statements have been prepared on a going concern basis.

B. Business Combination under common control:

During the nine months period ended December 31, 2025, the erstwhile subsidiary companies namely, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited amalgamated with Functional & Innovative Foods Limited under the Scheme of arrangement approved by Regional Director, Chennai order dated December 02, 2025.

Business Combinations involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, are considered as common control business combinations. Such business combinations involving entities or businesses under common control shall be accounted for using the pooling of interests method.

The assets and liabilities of the combining entities or businesses are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The financial information in the financial statements in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements irrespective of the actual date of the combination. The identity of the reserves appearing in the financial statements of the transferor is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Investments if any carried in the books of Holding Company is adjusted against the capital reserve in accordance with Ind AS 103 Appendix C.

This transaction was accounted as common control transaction as per Appendix C of IND AS 103. Accordingly, this transaction was accounted retrospectively for the periods presented as part of the Restated Consolidated Financial Information. Also, the Special Purpose Consolidated Financial Information as at and for the years ended March 31, 2025, 2024 and 2023 have been prepared after giving effect of accounting for the aforesaid business combination.

The details of the business combinations, the carrying values of the assets, liabilities and reserves acquired and harmonised as per the revised accounting policies, and the resultant capital reserve are given in note 16.

C. Basis of Consolidation

The Company acquired control over the subsidiary namely Christy Quality Foods (India) Private Limited during the financial year ended March 31, 2025.

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**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

For the purpose of preparation of the restated financial statements and transition to Indian Accounting Standards (Ind AS), the Group structure has been presented based on the current holding – subsidiary relationship. Accordingly, entity which are presently subsidiary of the Company have been considered as subsidiary for the earlier periods presented as well, based on the assessment of control in accordance with IND AS 110 – Consolidated Financial Statements, irrespective of the timing of legal acquisition of shareholding.

Further where the subsidiary form part of a common control arrangement, the financial information has been presented as if the current group structure existed throughout the periods presented, solely for the purpose of preparation of the restated financial statements.

The percentage of shareholding disclosed represents the legal ownership interest as at the respective reporting dates, and no adjustment has been made to such shareholding percentages pursuant to the transition from previous GAAP to IND AS.

The restated consolidated financial information comprise the financial statements of the parent Company and its subsidiary for the period ended December 31, 2025 and for the year ended March 31, 2025, 2024 and 2023.

The details of shareholding in subsidiary company is tabulated below:

Name of the Entity	% of Shareholding as at December 31, 2025	% of Shareholding as at March 31, 2025
Christy Quality Foods India (Private) Limited	100.00%	100.00%

Note: 1 (one) equity share of Christy Quality Foods India (Private) Limited has been held by Senthilkumar Chinnusamy in the nominee capacity on behalf of Functional & Innovative Foods Limited.

Subsidiaries are entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Restated Consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial information in preparing the restated consolidated financial information to ensure conformity with the group's accounting policies.

The restated consolidated financial information of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Company, i.e., nine months period ended December 31, 2025 and year ended March 31, 2025, March 31, 2024, and March 31, 2023.

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**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

Consolidation has been carried out from the earliest presented period considering the Appendix C of Ind AS 103, Business Combinations.

D. Basis of Measurement:

The Restated Consolidated Financial Statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair values or amortised cost method.

(Refer accounting policy on financial instruments)

- financial assets are measured either at fair value or at amortised cost depending on the classification;
- employee defined benefit assets/(liabilities) are recognised as the net total of the fair value of plan assets, adjusted for actuarial gains/(losses) and the present value of the defined benefit obligation;
- long-term borrowings are measured at amortised cost using the effective interest rate method; and
- right-of-use the assets are recognised at the present value of lease payments that are not paid at that date. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs, incurred, if any.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

E. Functional & Presentation currency :

The financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency and all amounts are rounded-off to the millions, unless otherwise indicated.

F. Current and Non current Classification:

An asset has been classified as current when it satisfies any of the following criteria;

- a) It is expected to be realized in, or is intended for sale or consumption in, the normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within twelve months after the reporting date; or
- d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

A liability has been classified as current when it satisfies any of the following criteria;

- a) It is expected to be settled in the normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within twelve months after the reporting date; or

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**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

d) The Group does not have an unconditional right to defer settlements of the liability for atleast twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets and liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/activities, the Group has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

G. Use of Estimates, assumptions and Judgements

The preparation of the Restated Consolidated Financial Statements in conformity with Ind AS requires the Management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may vary from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

- a.) Impairment of investments : The Group reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- b.) Useful lives of property, plant and equipment : The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.
- c.) Measurement of defined benefit obligations : The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.
- d.) Recognition and measurement of provisions and contingencies: Key assumptions about the likelihood and magnitude of outflow of resources are subject to significant uncertainty.
- e.) Recognition of Deferred Tax Assets: It is recognised based on the assumption that future taxable profits will be available against which tax losses carried forward can be utilised.

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited)

**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

H. Fair value measurement

Certain accounting policies and disclosures of the Group require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited)

**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

Material Accounting Policies

Material accounting policy information This note provides a summary of the material accounting policies adopted in the preparation of these Restated Consolidated Financial Information.

Property, Plant and Equipment

The Group has elected to continue with the carrying value of all its Property, Plant and Equipment under the Indian GAAP as on 31 March 2022, as its deemed cost as on the transition date.

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Freehold land is measured at cost and not depreciated. Cost includes related taxes, duties, freight, insurance, etc. attributable to the acquisition, installation of the fixed assets and borrowing cost if capitalisation criteria are met but excludes duties and taxes that are recoverable from tax authorities.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Subsequent expenditure like major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

Machinery Spares including spare parts, stand-by and servicing equipment are capitalised as property, plant and equipment if they meet the definition of property, plant and equipment i.e. if the Group intends to use these for more than a period of 12 months. These spare parts capitalized are depreciated as per Ind AS 16.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Capital Work-in-Progress: Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest. Once it becomes available for use, their cost is re-classified to appropriate caption and are subjected to depreciation. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets

Depreciation and Amortisation

Depreciation on assets (other than freehold land) has been provided on pro-rata basis on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited)

**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

Description of Assets	Estimated Useful life (in years)
Plant & Machinery	15
Motor Vehicles	8 to 15
Building	15
Electrical Fittings	10
Furniture & Fittings	3
Computer	3
Office equipment	5

Depreciation is provided pro-rata from the date of Capitalisation. The residual values are not more than 5% of the original cost of the asset.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

Investment properties:

The Group has elected to continue with the carrying value of its Investment property under the Indian GAAP as on 31 March 2022, as the deemed cost for the purpose of transition to IND AS.

Investment property represents property to earn rentals or for capital appreciation or both.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. The fair value has been determined considering market comparable data, prevailing market conditions and guideline values notified by the relevant governmental authorities.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

Impairment of non-financial assets:

The carrying values of assets/cash generating units are reviewed at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of the asset exceeds the recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the Statement of Profit and Loss.

Inventories:

Raw materials, Packing material and stock-in-trade are valued at lower of cost (net of allowances) and net realisable value. Cost is determined using FIFO method and includes purchase cost, freight, taxes and duties and other costs incurred to bring inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited)

**Annexure V –
Material Accounting Policies to the Restated Consolidated Financial Information**

Work-in-process and finished goods are valued at lower of cost (net of allowances) and net realisable value. Cost is determined using weighted average method and includes all direct costs and appropriate proportion of overheads to bring the goods to the present location and condition. Due allowance is made for slow/non-moving items, based on management estimates.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

Initial recognition and measurement: All financial assets are recognised initially at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

For the purpose of subsequent measurement, financial assets are classified into three categories as follows:

Financial assets at amortised cost: A financial asset shall be measured at amortised cost if both of the following conditions are met:

- (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and other eligible current and non-current financial assets.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other Income" line item.

Financial assets at Fair value through Other Comprehensive Income (FVTOCI):

Financial assets are measured at fair value through Other Comprehensive Income if

- (a) the financial asset is held within a business model whose objective is to collect contractual cash flows and sell financial assets and

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(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. If the Group decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss.

Financial assets at Fair value through Profit or Loss (FVTPL):

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at FVTPL, which otherwise meets amortised cost or FVOCI criteria, if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

Dividend on financial assets at FVTPL is recognised when the right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

De-recognition: A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised primarily when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred substantially all the risks and rewards of the asset

On derecognition of the financial assets other than equity instruments designated at FVTOCI, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and loss.

Impairment of financial assets: In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure:

ECL is measured through a loss allowance on a following basis:

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

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The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Group assesses the credit risk characteristics on instrument by instrument basis.

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Statement of Profit and Loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

B. Financial liabilities

Initial recognition and measurement: All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include borrowings, trade and other payables.

Subsequent measurement: The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost:

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of the subsequent accounting periods. This is represented by borrowings, trade and other payables which are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

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Financial liabilities at fair value through profit or loss

Financial Liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial Liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

For liabilities designated as FVTPL, fair value gains / losses attributable to changes in own credit risks are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

De-recognition: A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss

Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their use on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amount of cash and which are subject to insignificant risk of change in value.

Foreign Currencies

Foreign currency transactions

Foreign exchange transactions are recorded at the exchange rate prevailing on the date of the transaction. Year-end monetary assets and liabilities denominated in foreign currencies are translated at the year-end / period end exchange rates. Non-monetary items measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary items measured at fair value and denominated in a foreign currency are translated using the exchange rate prevailing on the date when the fair value was determined.

Exchange differences arising on settlement or translation of monetary items are recognized in the Statement of Profit and Loss. The gain or loss arising on translation of non-monetary items measured at fair value is treated consistently with the recognition of the gain or loss on the change in fair value of the item.

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Cash Flow Statement

Cash flows are reported using the indirect method, whereby Profit / (Loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

Earnings per share:

Basic earnings per share is computed by dividing the profit / (loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity would decrease the net profit per share from continuing ordinary operations.

Revenue recognition

Revenue is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Group is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, Goods and Services tax (GST) are not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Sale of Goods and Services: Revenue from sale of goods is recognised when control of the goods is transferred to the customers. The normal credit term is 30 to 45 days from the invoice date. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of services: The Group recognises revenue when the services are rendered and there are no uncertainties involved in its ultimate realisation.

Interest income: Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividends: Dividend income is accounted for when the right to receive it is established as on the date of Balance Sheet.

Rental Income: Rental income arising from operating leases is accounted for on a straight-line basis over the lease term and is included in revenue in the statement of profit or loss due to its operating nature.

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Contract Balances

Contract Assets

A Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

The amount recognised as contract assets is reclassified to trade receivables once the amounts are billed to the customer as per the terms of the contract.

Trade receivables

A receivable represents the right to an amount of consideration that is unconditional.(i.e only passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for initial recognition and its subsequent measurement.

Contract Liabilities

A Contract Liability is the obligation to transfer goods or services to a customer for which the group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the entity transfers goods or services to the customer, a contract liability is recognised when the payment is made or when it is due (whichever is earlier). Contract Liabilities are recognised as revenue when the entity performs the contract.

Employee Benefits:

Short term Employee Benefits:

Short term Employee Benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post Employment benefits:

Employee benefits include provident fund, employee state insurance, gratuity fund and compensated absences.

I. Defined Contribution Plan

Provident Fund: The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. The Group has no obligation, other than the contribution payable to the provident fund.

Employee State Insurance: Contributions to Employees State Insurance Scheme are recognised as expense in the year in which the services are rendered.

II. Defined Benefit Plan

Gratuity: The Group operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund, managed by Life Insurance Corporation of India (LIC). The Group accounts its liability for future gratuity benefits based on actuarial valuation, as at the Balance Sheet date, determined every year using the Projected Unit Credit method. Actuarial gains/losses are immediately recognised in retained earnings through Other Comprehensive Income in the period in which they occur.

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Re-measurements are not re-classified to profit or loss in subsequent periods. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The defined benefit obligation recognised in the Balance Sheet represents the present value of the Defined Benefit Obligation less the Fair Value of Plan Assets out of which the obligations are expected to be settled and adjusted for unrecognised past service cost, if any. Any asset arising out of this calculation is limited to the past service cost plus the present value of available refunds and reduction in future contributions.

Compensated Absences:

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulated compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Short-term employee benefits are recognised as an expense on an undiscounted basis in the Statement of Profit and Loss as and when the related services are rendered.

Leases

Group as a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease. Rental income from operating leases is recognised on straight-line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on straight-line basis over the lease term.

Group as a lessee

Right of use assets: The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

Lease Liabilities:

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

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Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Significant judgement in determining the lease term of contracts with renewal options: The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Taxes on Income

Current income tax

The tax currently payable is based on taxable profit for the year. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. In the absence of adequate taxable profits, the Group is required to pay Minimum Alternate Tax (MAT) on the book profits, as adjusted for certain provisions.

Deferred tax

Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

MAT paid in accordance with the tax laws, if any, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal tax. Accordingly, MAT is recognised as a deferred tax asset in the Balance sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

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A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chief Operating Decision Maker (CODM) reviews the operations of the Group as food product segment as the business of the Group falls within a single line of business. All other activities of the Group revolve around its main business. Hence, no separate segment information has been furnished.

First time adoption of IND AS

The Group has prepared opening Balance Sheet as per Ind AS as of April 1, 2022 (transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, derecognising items of assets or liabilities which are not permitted to be recognised by Ind AS, reclassifying items from Indian GAAP to Ind AS as required, and applying Ind AS to measure the recognised assets and liabilities. The exemptions availed by the Group under Ind AS 101 are as follows:

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The following are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS.

a) Mandatory exceptions to retrospective applications:

i. Estimates

On assessment of estimates made under the Indian GAAP financial statements, the Group has concluded that there is no necessity to revise such estimates under Ind AS, as there is no objective evidence of an error in those estimates except impairment of financial asset based on expected credit loss model as the same was not required under Indian GAAP.

ii. Classification and measurement of financial assets and financial liabilities

Ind AS - 101 requires the Group to assess classification and measurement of financial assets and financial liabilities on the basis of facts and circumstances that exist at the date of transition to Ind AS. The Group has assessed the same accordingly.

iii. Derecognition of financial assets and financial liabilities

The Group has applied the de-recognition requirements under IND AS 109 prospectively for transactions occurring on or after the date of transition to IND AS.

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iv. Impairment of financial assets

The Company has applied the exception related impairment of financial assets given in Ind AS 101. It has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial assets were initially recognized and compared that to the credit risk as at 1 April 2022.

b) IND AS optional exemptions

i. Deemed cost Previous GAAP carrying amount

Ind AS 101 permits first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP (Indian GAAP) and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Group has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

ii. Leases

The Group has elected to assess whether a contract or arrangement contains a lease on a retrospective basis i.e. on the basis of facts and circumstances existing as at 1 April, 2022.

At the date of transition, the Company has applied the following practical expedients as permitted by Ind AS 101 and Ind AS 116:

- Applied a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on previous assessments of whether a contract contains a lease-
- Excluded leases with a remaining lease term of 12 months or less from recognition
- Used hindsight in determining the lease term where options to extend or terminate existed

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Anneuxure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

3 (a) - Property, plant and equipment

Description of assets	Land	Building	Plant and machinery	Furnitures and fixture	Office equipment	Computer	Vehicles	Total
I. Gross carrying amount								
Balance as at April 01, 2022	-	-	29.77	0.03	0.04	0.00	3.17	33.01
Additions on account of consolidation	-	-	4.89	0.17	1.93	0.21	1.59	8.79
Additions	7.22	-	65.49	-	0.28	0.16	17.19	90.34
Disposals	-	-	(0.04)	(0.04)	(1.01)	(0.01)	(0.14)	(1.24)
Balance as at March 31, 2023	7.22	-	100.11	0.16	1.24	0.36	21.81	130.90
Additions	4.09	0.40	35.77	-	0.16	0.42	5.28	46.12
Disposals	-	-	-	-	-	(0.02)	-	(0.02)
Balance as at March 31, 2024	11.31	0.40	135.88	0.16	1.40	0.76	27.09	177.00
Additions	1.66	46.13	42.30	0.05	0.04	0.05	2.59	92.82
Disposals	-	-	(0.54)	-	-	(0.08)	-	(0.62)
Balance as at March 31, 2025	12.97	46.53	177.64	0.21	1.44	0.73	29.68	269.20
Additions	-	113.75	42.20	0.12	0.10	0.08	2.74	158.99
Disposals	-	-	-	-	-	-	(1.77)	(1.77)
Balance as at December 31, 2025	12.97	160.28	219.84	0.33	1.54	0.81	30.65	426.42
II. Accumulated depreciation								
Balance as at April 01, 2022	-	-	-	-	-	-	-	-
Charge for the year	-	-	12.67	0.04	0.29	0.22	2.50	18.92
On account of conversion of firm to company	-	-	-	-	-	-	-	(3.20)
Disposals	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	-	12.67	0.04	0.29	0.22	2.50	15.72
Charge for the year	-	0.06	18.83	0.03	0.23	0.24	3.60	23.00
Disposals	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	-	0.06	31.50	0.07	0.52	0.46	6.10	38.72
Additions on account of consolidation	-	-	-	-	-	-	-	-
Charge for the year	-	0.04	21.84	0.03	0.26	0.20	3.79	26.17
Disposals	-	-	(0.12)	-	-	(0.07)	-	(0.19)
Balance as at March 31, 2025	-	0.10	53.22	0.10	0.78	0.59	9.89	64.70
Charge for the period	-	11.10	19.50	0.04	0.23	0.08	3.41	34.36
Disposals	-	-	-	-	-	-	(1.60)	(1.60)
Balance as at December 31, 2025	-	11.20	72.72	0.14	1.01	0.67	11.70	97.46
Net carrying value (I-II)								
Balance as at March 31, 2023	7.22	-	87.44	0.12	0.95	0.14	19.31	115.18
Balance as at March 31, 2024	11.31	0.34	104.38	0.09	0.88	0.30	20.99	138.29
Balance as at March 31, 2025	12.97	46.43	124.42	0.11	0.66	0.14	19.79	204.52
Balance as at December 31, 2025	12.97	149.08	147.12	0.19	0.53	0.14	18.95	328.98

3 (b) Capital Work In Progress

Particulars	As at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Opening Work In Progress	85.77	61.79	-	-
Additions	16.74	23.98	61.79	-
Capitalized during the year	(102.51)			-
Closing Work In Progress	-	85.77	61.79	-

Ageing of capital work in progress

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Balance as at December 31, 2025					
Projects in progress	-	-	-	-	-
Projects temporarily suspended					
Total	-	-	-	-	-
Balance as at March 31, 2025					
Projects in progress					
Factory Building	23.98	61.79	-	-	85.77
Projects temporarily suspended	-	-	-	-	
Total	23.98	61.79	-	-	85.77
Balance as at March 31, 2024					
Projects in progress					
Factory Building	61.79	-	-	-	61.79
Projects temporarily suspended	-	-	-	-	
Total	61.79	-	-	-	61.79

3 (c) Depreciation and amortization expense

Particulars	Period ended	Year ended		
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Depreciation of property, plant and equipment	34.36	26.17	23.00	18.92
Amortisation of right-of-use assets	1.43	1.89	1.90	1.89
	35.79	28.06	24.90	20.81

Notes:

(i) All assets are owned by the Company, unless stated otherwise.

(ii) There are no material projects under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

(iii) The Company has not revalued its property, plant and equipment (including right of use assets).

(iv) The title deeds, comprising all the immovable properties of land and buildings are held in the name of the Company as at the balance sheet date, for the year under report and the comparable period/s presented, except for the effect of assets transferred on account of Scheme of Arrangements.

(v) There were no borrowing costs capitalized during the year 2023-24, 2022-23 except for one term loan relating to building for which interest of Rs. 4.18 million has been capitalised in the year March 31, 2025.

4 - Investment property

Description of assets	Land	Total
I. Gross carrying amount		
Balance as at April 01, 2022	7.10	7.10
Additions	-	-
Disposals	-	-
Balance as at March 31, 2023	7.10	7.10
Additions	0.58	0.58
Disposals	-	-
Balance as at March 31, 2024	7.68	7.68
Additions	-	-
Disposals	-	-
Balance as at March 31, 2025	7.68	7.68
Additions	-	-
Disposals	-	-
Balance as at December 31, 2025	7.68	7.68
II. Accumulated depreciation		
Balance as at April 01, 2022	-	-
Additions	-	-
Disposals	-	-
Balance as at March 31, 2023	-	-
Charge for the year	-	-
Disposals	-	-
Balance as at March 31, 2024	-	-
Charge for the year	-	-
Disposals	-	-
Balance as at March 31, 2025	-	-
Additions	-	-
Disposals	-	-
Balance as at December 31, 2025	-	-
Net carrying value (I-II)		
Balance as at March 31, 2023	7.10	7.10
Balance as at March 31, 2024	7.68	7.68
Balance as at March 31, 2025	7.68	7.68
Balance as at December 31, 2025	7.68	7.68

Investment Property

The company's investment property consists of 3 unused agriculture land. As at 24-07-2024 the guideline value of the land is Rs.1,17,92,000/-, Rs.96,99,690/- and Rs.5,76,000/-. The fair value measurement for the investment property has been categorised as a level 2.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to either purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

5 - Right-of-use assets (Buildings)

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At the beginning of the year	4.37	6.26	8.16	10.05
Add: Addition during the year	-	-	-	-
Less: Amortised during the year (Refer note 3(c))	(1.43)	(1.89)	(1.90)	(1.89)
Closing balance	2.94	4.37	6.26	8.16

Amounts recognised in the Restated Consolidated Statement of Profit and Loss

Particulars	As at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Depreciation charge of right-of-use assets	1.43	1.89	1.90	1.89
Interest expenses on lease liability (included in finance costs)	0.33	0.61	0.78	0.94
Expense relating to short term lease and low value lease not included in lease liabilities	1.35	2.03	2.50	2.12

Refer note 18 for Lease liabilities

6- Deferred tax Asset (net)

Particulars	Opening balance	Recognized in profit or loss	Recognized in OCI	Closing balance
Deferred tax asset/(liability)				
On property plant and equipment	4.43	(0.21)	-	4.22
On account of Ind AS adjustments	4.93	(0.21)	-	4.72
Deferred tax asset (net) - As at December 31, 2025	9.36	(0.42)	-	8.94
Deferred tax asset/(liability)				
On property plant and equipment	3.07	1.36	-	4.43
On account of Ind AS adjustments	4.00	0.93	-	4.93
Deferred tax asset (net) - As at March 31, 2025	7.07	2.29	-	9.36
Deferred tax asset/(liability)				
On property plant and equipment	2.72	0.35	-	3.07
On account of Ind AS adjustments	3.24	0.76	-	4.00
Deferred tax asset (net) - As at March 31, 2024	5.96	1.11	-	7.07
Deferred tax asset/(liability)				
On property plant and equipment	0.10	0.12	-	0.22
On account of consolidation (Subsidiary's DTA)	2.32	0.19	-	2.51
On account of Ind AS adjustments	2.05	1.19	-	3.24
Deferred tax asset (net) - As at March 31, 2023	4.47	1.50	-	5.97
Deferred tax asset/(liability)				
On property plant and equipment	0.13	(0.03)	-	0.10
On account of Ind AS adjustments	-	2.05	-	2.05
Deferred tax asset (net) - As at 01 April 2022	0.13	2.02	-	2.15

7 - Investments

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non Current Investment				
Investment Carried at Cost - MSME				
Tiruchengode MSME Cluster Packing	1.95	1.95	1.95	-
Investment in mutual funds (quoted, carried at fair value through profit and loss)				
Hdfc Flexi Cap Fund Collection	0.30	1.20	0.22	
(No of units 145.90)				
ICICI Prudential Mutual Fund Collection	0.10	1.50	0.30	
(No of units 202.29)				
Kotak Emerging Equity	0.10	1.40	0.20	
(No of units 735.65)				
Nippon India Small Cap Fun Subscripton	0.20	1.40	0.30	
(No of units 1203.67)				
Tata Large & Mid Cap Fund Collection	0.10	1.40	0.20	
(No of units 193.32)				
Investment in M/s Brijwasi Developers Private Limited (94200 fully paid equity shares of face value Rs.1/-)	0.88			
	3.63	8.85	3.17	-

Notes				
Aggregate amount of quoted investments and market value thereof	0.80	6.90	1.22	-
Aggregate amount of unquoted investments at cost	2.83	1.95	1.95	-
Aggregate amount of impairment in value of investments	-	-	-	-

Note : Investment in M/s Brijwasi Developers Private Limited is made for the purpose of consumption of energy.

8.1 - Other financial assets

(Unsecured and considered good, unless otherwise specified)

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-current				
Unsecured, considered good				
Security Deposit	23.80	10.72	5.90	8.99
Rent Deposit	1.09	1.06	0.93	0.72
Total	24.89	11.78	6.83	9.71
Current				
Bank deposits more than 12 months of original maturity	0.25	16.15	12.00	0.82
Staff Advance	1.23	2.15	1.99	1.11
Total	1.48	18.30	13.99	1.93

8.2 - Loans**Current****Unsecured, considered good**

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Loans To Related Parties (Refer note 38)	19.05	14.05	10.40	42.02
Loans To Others	3.60	3.66	-	-
	22.65	17.71	10.40	42.02

Loan to others represents monies paid as advances to parties and subsequently converted as loan on account of non-supply of goods. Interest is charged at 10% per annum on the outstanding balances.

9 - Other Assets

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-current				
Other Non -Current Asset	12.61	-	12.61	-
	12.61	12.61	12.61	-
Current				
Unsecured, considered good				
Balances with government authorities	4.42	2.37	0.65	2.26
Capital Advance	2.15	2.15	2.15	2.15
Advance to suppliers	1.57	0.49	20.53	14.71
Prepaid Expenses	3.18	0.36	11.19	10.73
Other Advances	1.51	1.80	1.45	1.26
Total	12.83	7.17	35.97	31.11

10 - Inventories

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At Lower of Cost or Net realisable value				
Raw materials	220.36	157.09	100.65	44.71
Work-in-progress	140.54	59.00	20.15	13.54
Finished goods	85.28	60.93	37.84	19.25
Stock-in-trade	0.68	1.15	1.20	0.94
Packing Material	20.38	21.53	11.88	9.03
Total	467.24	299.70	171.72	87.47

12 - Cash and cash equivalents

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents				
Cash on hand	1.02	1.65	0.92	0.97
Balances with banks				
Balance in current account	25.41	48.42	50.58	29.75
Term deposits with banks that have original maturity of three months or less	0.79	-	-	-
Total	27.22	50.07	51.50	30.72

13 - Bank balances other than cash and cash equivalents

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Bank deposits with original maturity of more than three months but less than 12 months	11.80	3.51	10.20	10.18
Total	11.80	3.51	10.20	10.18

14 - Current tax assets (net)

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Advance tax (Net of Provision)	-	5.56	-	5.98
Total	-	5.56	-	5.98

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)

CIN : U15400TZ2020PLC034564

Annexure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

11 - Trade receivables

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade receivables – Considered Good Unsecured	698.77	237.63	325.44	228.96
Trade Receivables – Credit impaired	1.01	0.76	0.81	1.98
Total	699.78	238.39	326.25	230.94
Less : Provision for Expected Credit Loss	(1.01)	(0.76)	(0.81)	(1.98)
Total	698.77	237.63	325.44	228.96

Refer note 38 for related party transactions / balances

Movement in allowance for Credit Losses of receivables is given below

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening Balance	0.76	0.81	1.98	0.46
Add : Allowance made during the year	0.25	-	-	1.52
Less : Write back during the year	-	(0.05)	(1.17)	-
Closing Balance	1.01	0.76	0.81	1.98

As at 31 December 2025

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed						
Receivables considered good	664.99	19.80	8.69	5.30	-	698.77
Receivables which have significant increase in credit risk	-	-	-	-	-	-
Receivables - credit impaired	0.33	0.02	0.07	0.59	-	1.01
Disputed						
Receivables considered good	-	-	-	-	-	-
Receivables which have significant increase in credit risk	-	-	-	-	-	-
Receivables - credit impaired	-	-	-	-	-	-
Less : Provision for Expected Credit Loss	(0.33)	(0.02)	(0.07)	(0.59)	-	(1.01)
Total	664.99	19.80	8.69	5.30	-	698.77

As at 31 March 2025

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed						
Receivables considered good	206.71	12.98	13.30	4.64	-	237.63
Receivables which have significant increase in credit risk	-	-	-	-	-	-
Receivables - credit impaired	0.10	0.01	0.13	0.52	-	0.76
Disputed						
Receivables considered good	-	-	-	-	-	-
Receivables which have significant increase in credit risk	-	-	-	-	-	-
Receivables - credit impaired	-	-	-	-	-	-
Less : Provision for Expected Credit Loss	(0.10)	(0.01)	(0.13)	(0.52)	-	(0.76)
Total	206.71	12.98	13.30	4.64	-	237.63

As at 31 March 2024

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed						
Receivables considered good	285.24	25.41	11.29	3.32	0.18	325.44
Receivables which have significant increase in credit risk	-	-	-	-	-	-
Receivables - credit impaired	0.14	0.03	0.10	0.37	0.18	0.81
Disputed						
Receivables considered good	-	-	-	-	-	-
Receivables which have significant increase in credit risk	-	-	-	-	-	-
Receivables - credit impaired	-	-	-	-	-	-
Less : Provision for Expected Credit Loss	(0.14)	(0.03)	(0.10)	(0.37)	(0.18)	(0.81)
Total	285.24	25.41	11.29	3.32	0.18	325.44

As at 31 March 2023

Particulars	Outstanding for following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed						
Receivables considered good	169.11	7.25	38.19	14.32	0.09	228.96
Receivables which have significant increase in credit risk	-	-	-	-	-	-
Receivables - credit impaired	0.09	0.01	0.37	1.42	0.09	1.98
Disputed						
Receivables considered good	-	-	-	-	-	-
Receivables which have significant increase in credit risk	-	-	-	-	-	-
Receivables - credit impaired	-	-	-	-	-	-
Less : Provision for Expected Credit Loss	(0.09)	(0.01)	(0.37)	(1.42)	(0.09)	(1.98)
Total	169.11	7.25	38.19	14.32	0.09	228.96

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)

CIN : U15400TZ2020PLC034564

Annexure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

15 - Equity share capital

Particulars	As at December 31, 2025		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023		As at April 01, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
(a) Authorised										
Equity shares of Rs. 10 each	2,70,00,000	270.00								
Equity shares of Rs. 100 each			3,65,000	36.50	3,65,000	36.50	3,65,000	36.50	3,65,000	36.50
(b) Issued, subscribed and fully paid up										
Equity shares of Rs. 10 each	1,86,90,720	186.91								
Equity shares of Rs. 100 each			2,000	0.20	2,000	0.20	2,000	0.20	2,000	0.20
Total	1,86,90,720	186.91	2,000	0.20	2,000	0.20	2,000	0.20	2,000	0.20

Notes:

(a) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at December 31, 2025		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023		As at April 01, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares with voting rights										
Opening balance	2,000.00	0.20	2,000	0.20	2,000	0.20	2,000	0.20	2,000	0.20
Add: Issued during the period	4,772.00	0.48							-	
	6,772.00	0.68								
Split Shares (10 Shares for every 1 share)	67,720.00	0.68								
Add: Bonus issued during the period (275:1)	1,86,23,000	186.23								
Closing balance	1,86,90,720	186.91	2,000	0.20	2,000	0.20	2,000	0.20	2,000	0.20

(b) Details of shareholders holding more than 5% shares in the Company

Particulars	As at December 31, 2025		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023		As at April 01, 2022	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
C. Senthilkumar	1,86,76,920	99.93%	1,995	99.75%	1,995	99.75%	1,995	99.75%	1,995	99.75%

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Annexure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

(c) Details of shares held by promoters at the end of the year

Name of the Promoter	As at December 31, 2025		As at March 31, 2025		As at March 31, 2024		As at March 31, 2023		As at April 01, 2022	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
C. Senthilkumar	1,86,76,920	99.93%	1995	99.75%	1995	99.75%	1995	99.75%	1995	99.75%
T. Karthik	13,800	0.07%	5	0.25%	5	0.25%	5	0.25%	5	0.25%
	1,86,90,720	1	2000	1	2000	1	2000	1	2000	1

(d) Rights, preference and restrictions attached to each class of shares

The company has only one class of Equity having a par value Rs.10 per share. Each shareholder is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholder in the ensuing Annual General Meeting, except in the case of interim dividend. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

(e) Details of shares of the Company held by Holding Company

There are no Holding Company

(f) On 12/12/2025 a resolution has been passed at the meeting of members of the company for subdivision of authorised share capital from 3,65,000 equity shares of face value Rs.100/- each to 36,50,000 equity shares of face value Rs.10/- each . Subsequently authorised share capital has been further increased to 2,70,00,000 shares of face value Rs.10/- each in terms of Section 13, 61 (1) , 64 and other applicable provisions of Companies Act, 2013

On 12/12/2025 a resolution has been passed at the meeting of members of the company for issuance of bonus shares in the proportion of 275 bonus shares of Rs.10 each per equity share for every 1 existing fully paid-up equity shares of Rs.10 each, by capitalization of an amount of Rs.1862.30 lakhs in terms of section 63 and other applicable provisions of Companies Act 2013

(g) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023	As at April 01, 2022
	No. of shares	No. of shares	No. of shares	No. of shares	No. of shares
Equity shares of Rs. 100 each	4,772				
Bonus issued during the period (275:1)	1,86,23,000				
Total	1,86,27,772	-	-	-	-

4772 Shares has been issued for consideration for acquisition of shares in subsidiary companies

16 - Other equity

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Retained earnings	484.28	414.43	182.23	44.65
Other comprehensive income	7.20	0.85	(0.27)	(0.50)
Capital Reserve	(139.95)	(139.95)	85.00	85.00
Securities premium	175.91	-	-	-
Total	527.44	275.33	266.96	129.15

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Retained earnings				
Balance at beginning of the year	414.43	182.23	44.65	30.99
Add : Profit for the year / period	256.08	232.20	137.58	32.23
Add: Transfer from OCI	-	-	-	-
Less: Bonus shares issued during the year	(186.23)	-	-	-
Adjustment on account of business combination	-	-	-	(18.57)
Balance at the end of the year	484.28	414.43	182.23	44.65
Other comprehensive income				
Balance at beginning of the year	0.85	(0.27)	(0.50)	-
Remeasurement of employee defined benefit plans (net)	6.35	1.12	0.23	(0.50)
Balance at the end of the year	7.20	0.85	(0.27)	(0.50)
Capital Reserve				
Balance at beginning of the year	(139.95)	85.00	85.00	65.00
Add : As a result of business combination	-	-	-	20.00
Less : Cancellation of Investment	-	(224.95)	-	-
Balance at the end of the year	(139.95)	(139.95)	85.00	85.00
Securities premium				
Balance at beginning of the year	-	-	-	-
Add : Received / accounted during the year	175.91	-	-	-
Balance at the end of the year	175.91	-	-	-

Nature and purpose of other reserve

Retained earnings - Balance in the statement of profit and loss represent the undistributed profits of the Company remaining after transfer to other reserves. This is a free reserve and the Company can use it for declaration of dividends, subject to the conditions prescribed by the Companies Act, 2013.

Other comprehensive income (OCI) - Represents the changes in the fair value of remeasurement of defined benefit obligations (net) in OCI.

Capital Reserve represents reserve created pursuant to the merger and acquisition of Subsidiary upto the year end.

Securities Premium - Amounts received / recorded on issue of shares in excess of the par value has been classified as securities premium.

17 - Borrowings

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-Current				
Secured from banks				
Term Loan	76.02	92.42	69.05	27.55
Less: Current Maturities of long term borrowings	(23.42)	(24.41)	(16.10)	(0.12)
Total	52.60	68.01	52.95	27.43

Current

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Secured from banks				
Cash credit	282.44	201.52	131.53	96.02
Term loan	-	-	-	-
Current Maturities of long term borrowings	23.42	24.41	16.10	0.12
Bank Overdraft	4.29	-	-	-
Unsecured				
Loan from Related party	41.36	50.09	40.89	81.98
Loan from Others	-	-	54.88	22.15
Total	351.51	276.02	243.40	200.27

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Annexure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

Terms of Non-current borrowings

Lender	Security	Sanction Amount	As at December 31, 2025	Current maturity	Rate of Interest	Repayment/Modification in Terms
Indian Bank	Hypothecation of Toyota INNOVA HYCROSS Personal guarantee gave by all directors of the company namely Mr.C.Senthilkumar, Mr.K. Raju and L.Sathishkumar	2.85	1.88	0.57	8.75% p.a flexible	Repayment period is 60 months with Rs.59,819/- as monthly EMI
Indian Bank	Hypothecation of HECTOR Petrol AT SHARP PRO CVT Starry Black Personal guarantee gave by all directors of the company namely Mr.C.Senthilkumar, Mr.K. Raju and L.Sathishkumar.	2.20	1.05	0.47	8.8% p.a flexible	Repayment period is 60 months with Rs 45,883/- as monthly EMI
HDFC Bank	Secured by hypothecation of stocks, Cgltmse Guarantee, book debts of the company. Commercial office in the name of Christy Apparels, Vacant land in the name of Christy Apparels Private Limited, Vacant land in the name of Rebala Nutri Foodie Private Limited, Commercial Shop in the name of Functional and Innovative Foods Private Limited have been provided as collateral security. Personal guarantee of all the directors and Corporate Guarantee of Christy Apparels, Christy Apparels Private Limited, Rebala Nutri Foodie Private Limited have been provided for the full sanctioned amount.	20.00	8.82	4.30	9.75%(floating)	Renewable at every year as per the terms and conditions of the Banker
HDFC Bank	Secured by hypothecation of stocks , Cgltmse Guarantee, book debts of the company. Commercial office in the name of Christy Apparels, Vacant land in the name of Christy Apparels Private Limited, Vacant land in the name of Rebala Nutri Foodie Private Limited, Commercial Shop in the name of Functional and Innovative Foods Private Limited have been provided as collateral security. Personal guarantee of all the directors and Corporate Guarantee of Christy Apparels, Christy Apparels Private Limited, Rebala Nutri Foodie Private Limited have been provided for the full sanctioned amount.	30.00	23.89	5.99	9.75%(floating)	Renewable at every year as per the terms and conditions of the Banker
Indian Bank	Loan against deposit	0.09	0.09	-	7.70% p.a.	The drawing power available under the facility is Rs. 97,500, as per the terms and conditions issued by the bank.The facility is repayable on demand and is subject to the terms and conditions stipulated by the lender.
Sundaram Finance	Secured by hypothecation of the Vehicle Bolero Maxx Pik Up HD Personally guarantee by the Directors of the Company.	0.99	0.74	0.33	9.70% p.a	The loan carries total interest of Rs. 1,50,071 aggregating to a total repayment obligation of Rs. 11,42,071. The original tenure of the loan And the loan is repayable in 35 monthly instalments (EMIs) as per the terms and conditions of the loan agreement
Sundaram Finance	Secured by hypothecation of TATA Car Personal guarantee gave by directors of the company namely Mr.C.Senthilkumar, Mr.K. Raju. Corporate Guarantee of Christy Apparels, Rebala Nutri Foodie Private Limited, Christy Apparels Private Limited.	1.60	1.19	0.54	15.13% p.a	Repayment period is 35 months with Rs 52,625/- as monthly EMI

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)

CIN : U15400TZ2020PLC034564

Annexure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

HDFC Bank	Secured by hypothecation of stocks and book debts of the company.	55.00	38.37	11.22	9.50% p.a floating	Credit facilities from HDFC Bank is renewable at every year as per the terms and conditions of the Banker
	Vacant Land in the name of Christy Apparels, Vacant land in the name of Rebala Nutri Food Private Limited, Vacant land in the name of Functional and Innovative Foods Private Limited have been provided as collateral security.					
	Personal guarantee of all the directors namely Mr.Senthilkumar Chinnusamy, Mr.K. Raju Kandasamy, Chenniappan Sengottaiyan and Karthik Thangaraj and Corporate Guarantee of Christy Apparels have been provided for the full sanctioned amount.					

Terms of current borrowings

Cash credit limit from banks carries interest rate carrying from 9.5%p.a to 9.75% p.a and is repayable on demand. These facilities are also secured by way of primary security against stock & books debts and collateral security of personal guarantees and certain personal immovables properties of guarantors as follows :

Land and building in the name of Mr C. Ravi

Collateral Security -Plant & Machinery in the name of Chirsty Super Foods Private Limited

Personal guarantee of all the directors namely Mr.C.Senthilkumar, Mr.K. Raju and L.Sathishkumar and C. Ravi have been provided for the full sanctioned amount

Commercial office in the name of Christy Apparels, Vacant land in the name of Christy Apparels Private Limited, Vacant land in the name of Rebala Nutri Food Private Limited, Commercial Shop in the name of Functional and Innovative Foods Private Limited have been provided as collateral security.

Personal guarantee of all the directors and Corporate Guarantee of Christy Apparels, Christy Apparels Private Limited, Rebala Nutri Food Private Limited have been provided for the full sanctioned amount.

Vacant Land in the name of Christy Apparels, Vacant land in the name of Rebala Nutri Food Private Limited, Vacant land in the name of Functional and Innovative Foods Private Limited have been provided as collateral security.

Personal guarantee of all the directors namely Mr.Senthilkumar Chinnusamy, Mr.K. Raju Kandasamy, Chenniappan Sengottaiyan and Karthik Thangaraj and Corporate Guarantee of Christy Apparels have been provided for the full sanctioned amount.

Land and building in the name of Christy Apparels. Vacant land in the name of Christy Apparels Private Limited, Vacant land in the name of Christy Infrastructure Limited, Fixed Deposit in the name of Sri Paghalavan Knitters Private Limited have been provided as collateral security.

Personal guarantee of all the directors and Corporate Guarantee of Christy Apparels, Christy Apparels Private Limited, Christy Infrastructure Private Limited have been provided for the full sanctioned amount.

18 - Lease liabilities

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening balance	5.12	6.92	8.58	10.04
Add: Addition during the year on account of new leases	-	-	-	-
Less: Payment of lease liabilities	(1.80)	(2.40)	(2.45)	(2.40)
Add: Interest expense on lease liabilities	0.33	0.61	0.78	0.94
Net balance	3.65	5.13	6.91	8.58
Non-current portion of lease liability	1.20	2.68	4.46	6.13
Current portion of lease liability	2.45	2.45	2.45	2.45

Also Refer note 35 for additional disclosure

19 - Provisions

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non - Current				
Gratuity	19.74	21.17	16.97	12.81
Current				
Gratuity	2.12	1.95	1.56	0.97

Also Refer note 36 for additional disclosures on Gratuity

20 - Other liabilities

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non - Current				
Payable to Shareholders	-	176.38	-	-
	-	176.38	-	-
Current				
Statutory dues*	3.87	6.29	7.03	4.84
Contract liabilities	159.10	5.05	11.09	0.11
	162.97	11.34	18.12	4.95

* Statutory dues includes dues towards provident fund, employee state insurance dues, labour welfare fund, withholding taxes, goods and service tax

21 - Trade payables

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro and small enterprises ('MSME')	56.43	19.91	15.04	27.65
Total outstanding dues of creditors other than micro and small enterprises	264.20	113.38	232.42	170.92
Total	320.63	133.29	247.46	198.57

Refer note : 34 for Disclosures under Micro, Small and Medium Enterprises Act 2006

Trade payables ageing schedule

As at December 31, 2025

Particulars	Outstanding for following periods from the date of invoice					
	Unbilled	Less than 1 year	1-2 years	2-3 years	Above 3 years	Total
Undisputed						
MSME	-	56.43	-	-	-	56.43
Others	0.53	184.45	76.40	2.82	-	264.20
Disputed						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	0.53	240.88	76.40	2.82	-	320.63

Trade payables ageing schedule

As at March 31, 2025

Particulars	Outstanding for following periods from the date of invoice					
	Unbilled	Less than 1 year	1-2 years	2-3 years	Above 3 years	Total
Undisputed						
MSME	-	19.91	-	-	-	19.91
Others	0.92	106.55	5.91	-	-	113.38
Disputed						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	0.92	126.46	5.91	-	-	133.29

As at March 31, 2024

Particulars	Outstanding for following periods from the date of invoice					
	Unbilled	Less than 1 year	1-2 years	2-3 years	Above 3 years	Total
Undisputed						
MSME	-	15.04	-	-	-	15.04
Others	-	220.96	11.46	-	-	232.42
Disputed						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	-	236.00	11.46	-	-	247.46

As at March 31, 2023

Particulars	Outstanding for following periods from the date of invoice					
	Unbilled	Less than 1 year	1-2 years	2-3 years	Above 3 years	Total
Undisputed						
MSME	-	27.65	-	-	-	27.65
Others	-	160.65	0.38	9.73	0.17	170.92
Disputed						
MSME	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	-	188.30	0.38	9.73	0.17	198.57

22 - Other financial liabilities

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Capital Creditors	2.78	15.77	0.74	1.49
Rent Advance	0.70	-	0.01	0.01
Others (Credit Card Outstanding)	-	-	0.03	0.05
	3.48	15.77	0.78	1.55

23 - Current tax liabilities (net)

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Provision for income tax (Net of Advance tax)	0.61	-	7.61	0.01
	0.61	-	7.61	0.01

24 - Revenue from operations

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Finished goods	1,986.10	2,465.89	1,562.88	1,123.44
Stock- in-trade	318.13	110.07	32.89	19.80
Sale of products	2,304.23	2,575.96	1,595.77	1,143.24
Less: Discounts / Incentives on Sales	(0.45)	(9.00)	(0.73)	(0.69)
Sale of products(A)	2,303.78	2,566.96	1,595.04	1,142.55
Other operating revenue				
- Job work Income	13.77	22.45	8.52	0.51
Other Operating income*	6.88	11.76	10.71	9.78
Other Operating Revenue (B)	20.65	34.21	19.23	10.29
Total Revenue from operation (A+ B)	2,324.43	2,601.17	1,614.27	1,152.84

* Other Operating income mainly includes forwarding and handling charges

Collections for revenue recognised is made as per the terms of contracts with customers.

Trade receivables has been disclosed in note - 11.

Refer note 37 on Segmental information

25 - Other income

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Interest income	0.80	1.52	2.76	1.02
Unwinding of discount on rent deposit	0.06	0.07	0.07	0.06
Profit on sale of property, plant and equipment (net)	-	0.16	-	-
Other non - operating income*	3.73	4.68	3.13	1.82
Total	4.59	6.43	5.96	2.90

* Other non - operating income mainly includes rental income, discounts.

26 - Cost of materials consumed

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
A. Raw Material				
Inventory at the beginning of the period/year	157.09	100.65	44.71	46.50
Add: Purchases	1,536.44	1,921.11	1,135.01	821.44
Less: Inventory at the end of the period/year	(220.36)	(157.09)	(100.65)	(44.71)
Consumption of raw material	1,473.17	1,864.67	1,079.07	823.23
B. Packing Material				
Inventory at the beginning of the period/year	21.53	11.88	9.03	9.74
Add: Purchases	9.92	14.46	18.93	13.94
Less: Inventory at the end of the period/year	(20.38)	(21.53)	(11.88)	(9.03)
Consumption of packing material	11.07	4.81	16.08	14.65
Total (A + B)	1,484.24	1,869.48	1,095.15	837.88

27 - Purchases of stock-in-trade

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Purchases of stock-in-trade	309.69	100.70	27.00	12.97
Total	309.69	100.70	27.00	12.97

28 - Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Opening balance				
Stock-in-trade	1.15	1.20	0.94	0.77
Work-in-progress	59.00	20.15	13.54	3.63
Finished goods	60.93	37.84	19.25	28.00
Closing Balance				
Stock-in-trade	0.68	1.15	1.20	0.94
Work-in-progress	140.54	59.00	20.15	13.54
Finished goods	85.28	60.93	37.84	19.25
Total	(105.42)	(61.89)	(25.46)	(1.33)

29 - Employee benefits expense

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Salaries , wages & bonus	111.82	144.80	113.77	90.25
Contribution to provident and other funds (Refer Note 36)	3.38	5.12	4.74	3.32
Gratuity expenses (Refer Note 36)	5.27	5.72	4.98	3.50
Staff welfare expenses	2.73	4.25	14.29	3.03
Total	123.20	159.89	137.78	100.10

30 - Finance costs

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense on:				
Vehicle loan	-			
CC Interest	12.23	14.20	11.90	10.85
Term loan	5.51	1.61	2.89	1.44
Lease Liability (Refer note 18)	0.33	0.61	0.78	0.94
Interest - Others	-	-	0.62	0.00
Total	18.07	16.42	16.19	13.23

Interest Capitalized	-	4.18	-	-
Interest Rate	-	8.7% to 9.3%	-	-

31 - Other expenses

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Power, fuel and water charges	26.72	45.66	42.09	27.28
Consumption of Stores and Spares	20.04	31.31	25.26	18.50
Freight, clearing and forwarding expenses	28.94	37.58	36.81	25.22
Job work charges	21.04	1.51	3.12	0.95
Legal and professional charges	0.30	3.14	0.40	2.98
Corporate Social Responsibility expense (Refer note : 43)	0.59	0.67	-	-
Donations and contributions	0.05	0.17	0.02	0.12
Repairs and maintenance				
- Machinery	7.31	10.93	7.98	9.50
- Buildings	0.74	0.51	1.68	0.58
- Office	1.08	1.17	1.17	1.55
- Vehicle	1.91	3.37	2.11	2.10
Rent	1.35	2.03	2.50	2.12
Insurance	1.58	3.08	1.59	1.37
Rates and taxes	4.28	9.77	10.79	5.31
Postage, telephone and communication expenses	1.68	2.89	2.87	2.74
Bad Debts	0.16	1.93	1.04	0.61
Impairment loss on financial asset	0.25	(0.05)	(1.17)	1.52
Payment to the auditors [refer note (i)]	0.67	0.39	0.28	0.21
Bank charges	1.59	2.62	1.46	1.87
License Fee	1.44	1.93	0.80	0.92
Loss on sale of property, plant and equipment (net)	0.09	-	0.02	1.17
Selling & Distribution expenses	18.40	30.03	27.86	24.74
Other miscellaneous expense	2.86	4.06	2.47	3.05
Total	143.07	194.70	171.15	134.40

Note (i) : Payment to the auditors :

As auditor				
Statutory Audit fees	0.67	0.27	0.20	0.13
Taxation matter	-	0.10	0.07	0.07
Others	-	0.02	0.01	0.01

32 - Earnings Per Share

Particulars	Year ended			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Profit attributable to ordinary shareholders	256.08	232.22	137.59	32.23
Weighted average number of equity shares for Basic EPS	1,75,41,275	55,20,000	55,20,000	55,20,000
Weighted average number of potential equity shares				
Weighted average number of equity shares - Diluted EPS	1,75,41,275	55,20,000	55,20,000	55,20,000
Earnings per share of Rs.10/- each				
Basic (Rs.)	14.60	42.07	24.93	5.84
Diluted (Rs.)	14.60	42.07	24.93	5.84

On 12/12/2025 a resolution has been passed at the meeting of members of the company for subdivision of authorised share capital from 3,65,000 equity shares of face value Rs.100/- each to 36,50,000 equity shares of face value Rs.10/- each . Subsequently authorised share capital has been further increased to 2,70,00,000 shares of face value Rs.10/- each in terms of Section 13, 61 (1) , 64 and other applicable provisions of Companies Act, 2013

On 12/12/2025 a resolution has been passed at the meeting of members of the company for issuance of bonus shares in the proportion of 275 bonus shares of Rs.10 each per equity share for every 1 existing fully paid-up equity shares of Rs.10 each, by capitalization of an amount of Rs.1862.30 lakhs in terms of section 63 and other applicable provisions of Companies Act 2013

33 - Contingent Liabilities and Commitments

Particulars	Year ended			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Contingent liabilities				
Guarantee on behalf of others (Refer Related Party Notes 38 D)	264.90	64.90	252.40	-
Commitments				
Estimated amount of contracts remaining to be executed on capital accounts and not provided for	-	-	-	-

34 - Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") based on the information available with the Company are given below

Particulars	Year ended			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Total Principal dues to micro enterprises and small enterprises and remaining unpaid at the end of the year to suppliers under MSME Act, 2006	56.43	19.91	15.04	27.65
Interest accrued and due to suppliers under MSME Act, 2006 on the above amount	-	-	-	-
Amount of interest paid by the buyer in terms of section 16 of the MSME Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;				
Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSME Act, 2006				
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSME Act, 2006*				
Interest accrued and remaining unpaid at the end of the year to suppliers under MSME Act, 2006				

This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

35 - The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

The Company has entered into lease arrangements for certain premises . The leases are cancellable and range between 12 months and 84 months and are renewable based on mutual agreements of the parties. The Company has considered the initial term of agreement as lease term under Ind AS 116

The Company also has lease of premises with lease term of 12 months and lease of premises with low value. The Company applies short-term lease and lease of low-value assets recognition exemptions for these leases.

The Company has used hindsight, in determining the lease term if the contract contains options to extend or terminate the lease.

Disclosure as per the requirement of Ind AS 116**Amounts recognised in the Restated Consolidated Statement of Assets and Liabilities**

Particulars	As at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Right-of-use assets	2.94	4.37	6.26	8.16
Lease Liabilities				
Non-current	1.20	2.68	4.46	6.13
Current	2.45	2.45	2.45	2.45

Amounts recognised in the Restated Consolidated Statement of Profit and Loss

Particulars	As at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Depreciation charge of right-of-use assets	1.43	1.89	1.90	1.89
Interest expenses on lease liability (included in finance costs)	0.33	0.61	0.78	0.94
Expense relating to short term lease and low value lease not included in lease liabilities	1.35	2.03	2.50	2.12

Particulars	As at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Not later than one year	2.45	2.45	2.45	2.45
Later than one year and not later than 5 years	1.20	2.68	4.46	6.13
Later than 5 years	-	-	-	-

The effective interest rates for the lease liabilities is 10% per annum

Additional information on extension/termination option:

The extension and termination options held are exercisable based on mutual consent of the Company and respective lessors

36 - Employee benefit plans

Defined contribution plans

The Company makes contributions to provident fund which are defined contribution plan, for qualifying employees. Under the scheme, the Company is required to contribute a specified percentage of the payroll cost to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes and the Company has no obligations beyond its contributions. The contributions recognized in the statement of profit and loss during the year are as under :

Particulars	Period ended	Year ended		
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Contribution to employees' provident fund	2.71	4.05	3.76	1.84
Contribution to employees' state insurance	0.59	0.97	0.95	0.51
Total	3.30	5.02	4.72	2.35

Defined benefit plans

The Company offers gratuity benefits, a defined employee benefit scheme to its employees. The said benefit plan is exposed to actuarial risks such as investment risk, longevity risk and salary risk. The Company has funded its gratuity obligations. The following table sets out the status of the defined benefit schemes and the amount recognised in the financial statements as per the actuarial valuation done by an independent actuary.

The principal assumptions used for the purposes of the actuarial valuations were as follows

Particulars	Period ended	Year ended		
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Discount rate	6.75% to 7%	6.7% to 6.85%	7.2%	7.45% - 7.5%
Salary escalation	7.5% to 9.5%	7.5% to 9.5%	7.5% to 9.5%	7.5% to 9.5%
Attrition rate	5%	5%	5%	5.00%
Retirement age (in years)	60	60	60	60

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

Components of defined benefit costs recognised is as follows:

Particulars	Period ended	Year ended		
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
In Statement of Profit and Loss				
Current service cost	4.14	4.44	3.98	2.81
Past service cost	-	-	-	-
Net Interest Cost	1.13	1.28	0.99	0.69
Net cost recognised in Statement of profit and loss	5.27	5.72	4.98	3.50
In Other Comprehensive Income				
Remeasurement on the net defined benefit liability				
Return on plan assets [excluding amounts included in net interest expense] (excess) / Short				
Actuarial (gains) / losses arising from changes in demographic assumptions				
Actuarial (gains) / losses arising from changes in financial assumptions	(0.26)	1.01	0.60	(0.44)
Actuarial (gains) / losses arising from experience adjustments	(6.09)	(2.13)	(0.83)	0.94
Components of defined benefit costs recognised in other comprehensive income	(6.35)	(1.12)	(0.23)	0.50

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss. The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Particulars	As at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Present value of unfunded defined benefit obligation	21.86	23.12	18.52	13.78
Fair value of plan assets				
Net liability arising from defined benefit obligation	21.86	23.12	18.52	13.78
Current	2.12	1.95	1.56	0.97
Non-current	19.74	21.17	16.97	12.81

Movements in the present value of the defined benefit obligation are as follows

Particulars	As at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Opening defined benefit obligation	23.12	18.52	13.78	9.79
Opening defined benefit obligation of Subsidiary				
Expenses recognised in the statement of profit and loss				
Current service cost	4.14	4.44	3.98	2.81
Past service cost				
Interest cost	1.13	1.28	0.99	0.69
Remeasurement (gains)/losses recognised in other comprehensive income				
Actuarial gains and losses arising from changes in demographic assumptions				
Actuarial gains and losses arising from changes in financial assumptions	(0.26)	1.01	0.60	(0.44)
Actuarial gains and losses arising from experience adjustments	(6.09)	(2.13)	(0.83)	0.94
Acquisition / divestiture				
Benefits paid	(0.19)			
Closing defined benefit obligation	21.86	23.12	18.52	13.78

Sensitivity analysis

The key actuarial assumptions to which the defined benefit plans are particularly sensitive to are discount rate and full salary escalation rate. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below:

Particulars	As at			
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Discount rate				
Increase by .5%	20.68	21.83	17.50	13.01
Decrease by .5%	23.15	24.53	19.64	14.63
Salary escalation				
Increase by .5%	22.81	24.11	19.32	14.40
Decrease by .5%	20.95	22.14	17.73	13.18
Attrition rate				
AR *110%	21.73	22.98	18.44	13.74
AR *90%	21.97	23.25	18.60	13.81

The Maturity Profile of the Defined Benefit Obligation

Expected future Cash flows (Undiscounted)

Particulars	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Year 1 Cashflow	2.12	1.95	1.56	0.97
Year 2 Cashflow	0.96	1.03	0.82	0.83
Year 3 Cashflow	0.91	0.99	0.96	0.71
Year 4 Cashflow	1.40	1.28	0.91	0.69
Year 5 Cashflow	1.11	1.79	1.14	0.84
Year 6 to 10 Cashflow	7.27	7.05	6.53	4.73

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

37 - Segmental Information

The Company primarily operates in the food product segment. The board directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance indicators of the company as a single unit. Therefore, there is no reportable segment for the Company as per the requirement of Ind AS 108 "Operating Segments". Geographical Locations: The geographical segments have been considered for the disclosure as secondary segment, under which the domestic segment includes sales to customers located in India and overseas segment includes sales to customer located Outside India.

Particulars	Period ended	Year ended		
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Segment Revenue				
Sales and Income from Operations				
Within India	2,323.06	2,599.22	1,614.27	1,152.84
Outside India	1.37	1.95		

Particulars	Period ended	Year ended		
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Non Current Operating Assets				
Within India	389.67	344.94	243.70	146.12
Outside India	-	-	-	-

38 - Related party disclosures**A - List of related parties with name(s) and nature of related party relationship****i) Where control exists**

Nature of relationship	Name of the related parties
- Subsidiary Company	Christy Quality Foods (India) Private Limited (wef April 1, 2024)

ii) Key Management Personnel [KMP]

Nature of relationship	Name of the related parties
- Executive Director	Senthil Kumar Chinnusamy
- Non Executive Director	Ammapalayam Sengottaiyan Chenniappan (wef April 25, 2024)
- Executive Director	Karthik Thangaraj (upto May 30, 2026)
- Non Executive Director	Thirumangalam Sengodan Kumarasamy (upto January 24, 2023)
- Director	Kandasamy Raju (upto March 31, 2024)
- Director	Sathishkumar Lakshmanan (upto March 31, 2024)

i) Senthil Kumar Chinnusamy has been designated as Managing Director w.e.f. May 15, 2026

ii) Ammapalayam Sengottaiyan Chenniappan has been designated as Whole Time Director w.e.f. May 15, 2026

iii) S. Pugalenthiran has been designated as Chief Financial Officer w.e.f. May 15, 2026

iv) V. Karthikeyan has been designated as Company Secretary w.e.f. May 15, 2026

v) Sudhir Reddy Rebala has been designated as Chairman and Non- Executive Director w.e.f. May 15, 2026

vi) S B Sathyagiri has been designated as Non- Executive Director w.e.f. May 15, 2026

vii) Ashok Ajay kumar Bantia has been designated as Independent Director w.e.f. May 15, 2026

viii) Kaushik Ganesh has been designated as Independent Director w.e.f. May 15, 2026

iii) Relatives of KMP with whom transactions are entered

Nature of relationship	Name of the related parties
- Relative of a Director	Chinnusamy Ravi

iv) Entities in which KMP has significant influence and with whom transactions are entered

Nature of relationship	Name of the related parties
- Director has control / significant influence	Adirath Foods Limited
- Director has control / significant influence	Tiruchengode MSME Cluster Packing Federation
- Director has control / significant influence	Ethical and Economical Energy Private Limited
- Director has control / significant influence	Christy Apparels Private Limited
- Director has control / significant influence	Christy Infrastructure Limited
- Director has control / significant influence	Sri Paghalavan Knitters Private Limited
- Director has control / significant influence	EEE Energy Private Limited
- Director has control / significant influence	Adirath Foods
- Director has control / significant influence	Christy Apparels
- Director has control / significant influence	Nalaas Foods
- Director has control / significant influence	Nataraj Spices & Food Products
- Director has control / significant influence	Paghalavan Knitting LLP
- Director has control / significant influence	The Precision Scientific Company (till Dec 2024)
- Director has control / significant influence	Ozone Commercials LLP (till Dec 2024)*
- Director has control / significant influence	PCM Enterprises
- Director has control / significant influence	Ezhil Agencies Private Limited
- Director has control / significant influence	Suma Agro India Private Limited

B - Transactions with related parties

Nature of transactions	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
<u>Sale of goods</u>				
Christy Apparels	-	0.03	0.07	0.02
Christy Apparels Private Limited	0.01	50.98	-	-
Christy Infrastructure Limited	0.00	-	0.02	0.01
EEE Energy Private Limited	0.00	0.00	0.00	-
Nalaas Foods	-	-	0.02	1.42
Nataraj Spices & Food Products	24.78	39.44	39.64	32.15
Ozone Commercials LLP	-	35.08	162.94	36.12
Tiruchengode MSME Cluster Packing Fedaration	0.09	0.16	0.01	-
Ezhil Agencies Private Limited	-	-	-	0.40
<u>Purchase of goods</u>				
Adirath Foods	-	-	-	3.97
Christy Apparels	-	-	0.05	0.00
Christy Apparels Private Limited	0.01	-	-	-
EEE Energy Private Limited	0.02	0.10	0.01	-
Nalaas Foods	-	-	4.38	16.97
Nataraj Spices & Food Products	0.05	0.37	1.53	2.11
Ozone Commercials LLP	-	7.78	126.52	-
PCM Enterprises	6.59	-	1.97	3.19
Suma Agro India Private Limited	-	-	-	7.83
<u>Discount Allowed</u>				
Ozone Commercials LLP	-	0.01	-	-
<u>Discount Received</u>				
Nataraj Spices & Food Products	-	-	-	0.06
<u>Services Received</u>				
<u>Consultancy Charges</u>				
PCM Enterprises	-	-	-	3.28
<u>Jobwork Charges</u>				
Tiruchengode MSME Cluster Packing Fedaration	20.90	-	-	-
<u>Rental Charges</u>				
Tiruchengode MSME Cluster Packing Fedaration	0.04	-	-	-
Chinnusamy Ravi	0.04	0.05	0.04	0.02
<u>Freight Charges</u>				
Christy Apparels	-	-	-	0.01
<u>Vehicle rental expenses</u>				
Christy Apparels	-	-	-	0.05
Christy Infrastructure Limited	-	0.01	-	-
EEE Energy Private Limited	0.02	-	0.01	-
Nataraj Spices & Food Products	-	1.36	-	-
<u>Reimbursement of expenses</u>				
Christy Apparels	-	-	-	0.01
EEE Energy Private Limited	-	-	-	0.60
Tiruchengode MSME Cluster Packing Fedaration	-	0.10	-	-
<u>Interest (Expense)</u>				
Christy Infrastructure Limited	-	-	2.58	3.15
Nalaas Foods	-	-	-	0.02
Ozone Commercials LLP	-	0.05	0.45	-
Senthil Kumar Chinnusamy	-	-	0.62	-
<u>Interest (Income)</u>				
Christy Infrastructure Limited	-	-	1.10	0.56
<u>Advance from Customers</u>				
Christy Apparels	2.65	-	5.93	-
<u>Capital Advances</u>				
Christy Apparels	-	(18.50)	18.50	-
<u>Remuneration to Key Managerial Personnel</u>				
Senthil Kumar Chinnusamy	0.04	0.65	0.65	0.05

Loans and advances (Asset)^				
Christy Apparels	-	-	(10.07)	16.00
Christy Apparels Private Limited	5.00	4.00	-	-
Christy Infrastructure Limited	-	-	(1.11)	8.50
Paghalavan Knitting LLP	-	(0.20)	(0.10)	-
Ethical and Economical Energy Private Limited	-	-	(1.59)	-
The Precision Scientific Company	-	-	(19.85)	20.00
Loans and advances (Liability)^				
Karthik Thangaraj	-	1.10	-	-
Kandasamy Raju	-	-	(3.31)	3.31
Sathishkumar Lakshmanan	-	-	(3.31)	3.31
Senthil Kumar Chinnusamy	(8.73)	8.10	(35.09)	36.68
Consideration for Purchase of Shares				
Senthil Kumar Chinnusamy	-	(48.57)	-	-

^ Shown on Net Basis - Received (provided)

C - Balance outstanding with related parties

Balances	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Loans and advances				
Christy Apparels	-	-	-	10.07
Christy Apparels Private Limited	9.00	4.00	-	-
Christy Infrastructure Limited	10.05	10.05	10.05	10.06
Paghalavan Knitting LLP	-	-	0.20	0.30
Ethical and Economical Energy Private Limited	-	-	-	1.59
The Precision Scientific Company	-	-	0.15	20.00
Loans (Liability)				
Sathishkumar Lakshmanan	-	-	-	3.31
Kandasamy Raju	-	-	-	3.31
Senthil Kumar Chinnusamy	40.26	48.99	40.89	75.35
Karthik Thangaraj	1.10	1.10	-	-
Advances from Related party				
Christy Apparels	2.65	-	5.93	-
Christy Apparels Private Limited	0.01	-	-	-
Nataraj Spices & Food Products	1.84	-	-	-
Capital Advances to Related party				
Christy Apparels	-	-	18.50	-
Advances to Related party				
Tiruchengode MSME Cluster Packing Federation	1.24	-	-	-
Trade Receivables				
Adirath Foods	-	-	-	0.07
Christy Apparels	0.01	0.21	0.20	0.01
Christy Apparels Private Limited	-	1.00	5.00	-
Christy Infrastructure Limited	3.69	-	-	-
EEE Energy Private Limited	-	-	1.16	1.16
Nalaas Foods	-	-	-	0.62
Nataraj Spices & Food Products	1.70	0.66	-	9.23
Ozone Commercials LLP	-	-	16.75	-
PCM Enterprises	-	-	-	4.78
Tiruchengode MSME Cluster Packing Federation	-	2.32	4.31	-
Trade Payables				
Adirath Foods	-	-	-	19.03
Christy Apparels	-	-	-	0.00
Christy Apparels Private Limited	1.00	-	-	-
Christy Infrastructure Limited	-	-	19.23	26.79
EEE Energy Private Limited	13.57	13.11	-	-
Nalaas Foods	-	-	3.78	20.46
Nataraj Spices & Food Products	0.10	0.16	0.17	0.17
Ozone Commercials LLP	-	-	13.56	-
PCM Enterprises	6.92	-	-	0.50
Tiruchengode MSME Cluster Packing Federation	3.49	-	-	-
Chinnusamy Ravi	-	-	-	-
Investment				
Tiruchengode MSME Cluster Packing Federation	1.95	1.95	-	-

D. Guarantees provided and outstanding

Name of the Company	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
In favour of Christy Apparels Private Limited	4.90	4.90	252.40	-
In favour of Christy Quality Foods (India) Private Limited	200.00	-	-	-
In favour of Tiruchengode MSME Cluster Packing Federation	60.00	60.00	-	-

Notes

1. All related party transactions were made on terms equivalent to those that prevail in an arm's length transaction.
2. Outstanding balances at the year-end are unsecured and settlement takes place in cash.
3. For the year ended March 31, 2025 and March 31, 2024, the Company has not recorded any impairment provision in respect of receivables relating to amounts owed by related parties.
4. For the year ended March 31, 2025 and March 31, 2024, the Company has not written-off any receivable amounts owed by related parties. Further as at March 31, 2025 and March 31, 2024, there were no outstanding provision for doubtful debts in respect of amount owed by related parties.

E. Disclosure as required under Rule 16A of Companies (Acceptance of Deposit Rules), 2014:

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Amount received from Directors		9.20		43.30
Closing balance of amount received from Directors	41.36	50.09	40.89	81.98

F. Disclosure as required under 186(4) of Companies Act, 2013 :

Name of the Party	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Christy Apparels (<i>Advance</i>)	-	-	-	10.07
Christy Apparels Private Limited (<i>Advance</i>)	9.00	4.00	-	-
Christy Infrastructure Limited (<i>Loan, carried 12% interest</i>)	10.05	10.05	10.05	10.06
Paghalavan Knitting LLP (<i>Advance</i>)	-	-	0.20	0.30
Ethical and Economical Energy Private Limited (<i>Advance</i>)	-	-	-	1.59

G. Transaction with related parties eliminated**Related party transaction and balances eliminated due to consolidation (As per PART A Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations)****Subsidiary Company**

Christy Quality Foods (India) Private Limited

i) The following are the details of transactions eliminated

Nature	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations	1.55	3.03	2.60	4.89
Freight Income	-	-	0.00	-
Consultancy Charges	-	12.00	-	-

ii) The following are the details of balances eliminated

Nature	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Loans (Asset)	9.56	2.70	6.86	6.86
Trade Payable	0.37	0.10	0.17	2.13

iii) The following are the details of guarantee given in favour of Subsidiary company

Name of the company	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Functional & Innovative Foods Limited given for Christy Quality Foods (India) Private Limited				
Nature - (Contingent Liability)	200.00	-	-	-

39 - Financial instruments

Categories of financial instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments. The details of material accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, and financial liability are disclosed in note 2.

(a) Financial assets and liabilities

The classification of each category of financial instruments and their carrying amounts, are set out below:

Particulars	Fair value Hierarchy	December 31, 2025	Fair value Hierarchy	March 31, 2025	Fair value Hierarchy	March 31, 2024	Fair value Hierarchy	March 31, 2023
Financial assets								
Measured at amortised cost								
Non-current financial assets	Level 2	24.89	Level 2	11.78	Level 2	6.83	Level 2	9.71
Trade receivables	Level 2	698.77	Level 2	237.63	Level 2	325.44	Level 2	228.96
Cash and cash equivalents	Level 2	27.22	Level 2	50.07	Level 2	51.50	Level 2	30.72
Bank balances other than cash and cash equivalents	Level 2	11.80	Level 2	3.51	Level 2	10.20	Level 2	10.18
Loans	Level 2	22.65	Level 2	17.71	Level 2	10.40	Level 2	42.02
Current financial assets	Level 2	1.48	Level 2	18.30	Level 2	13.99	Level 2	1.93
Total financial assets measured at amortised cost		786.81		339.00		418.35		323.53
Measured at fair value through profit and loss								
Investments	Level 1	3.63	Level 1	8.85	Level 1	3.17	Level 1	-
Total financial assets measured at fair value through P&L		3.63		8.85		3.17		-
Financial assets measured at Fair value through OCI								
Not applicable	NA	-	NA	-	NA	-	NA	-
Total financial assets measured at fair value through OCI		-		-		-		-
Total financial assets		790.44		347.85		421.53		323.53
Financial liabilities								
Measured at amortised cost								
Lease liabilities	Level 2	3.65	Level 2	5.13	Level 2	6.91	Level 2	8.58
Trade payables	Level 2	320.63	Level 2	133.29	Level 2	247.46	Level 2	198.57
Other financial liabilities	Level 2	3.48	Level 2	15.77	Level 2	0.78	Level 2	1.55
Total financial liabilities measured at amortised cost		327.77		154.19		255.15		208.70
Total financial liabilities		327.77		154.19		255.15		208.70

(b) Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

- The management of the Company has used level 1 for fair valuation of mutual funds i.e quoted as at the year end.
- The management assessed that fair values of cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities recorded at amortised cost is considered to be a reasonable approximation of fair value.
- There are no transfers between any levels during the year.

40 - Financial risk management objectives and policies

The Company's activities expose it to a variety of financial risks. The Company's primary focus is to foresee the unpredictability of such risks and seek to minimize potential adverse effects on its financial performance. The Company has a robust risk management process and framework in place. This process is coordinated by the Board, which meets regularly to review risks as well as the progress against the planned actions. The Board seeks to identify, evaluate business risks and challenges across the Company through such framework. These risks include Credit risk, market risk and liquidity risk.

A. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. Credit risk on receivables is limited as all the outstanding receivables are within a period of 6 months. The Company has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

Particulars	December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade receivables	698.77	237.63	325.44	228.96
Cash and cash equivalents	27.22	50.07	51.50	30.72
Non-current financial assets	24.89	11.78	6.83	9.71
Current financial assets	1.48	18.30	13.99	1.93

Trade and other receivables

Trade receivables are contractual amounts due from customers for after completion of performance obligation. Trade receivables are non-interest bearing and are generally ranges from 60 to 90 days credit, depending upon contractual terms. The management evaluates the outstanding receivables on a periodic basis and provides for the impairment loss based on the established policy.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)

CIN : U15400TZ2020PLC034564

Annexure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

The Company follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on its trade receivables. For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances, clubbed with, historical experience with the customer and/or the industry in which the customer operates and assessment of litigation, if applicable. Receivables are written off when they are no more deemed collectible.

Though the Company executes projects with repeat customers but there is no significant customer level concentration of the credit risk as at any of the reported periods. Further, there is no concentrated risk based on the location where the Company operates.

Cash and cash equivalents

Cash and bank balances are managed by the Company's treasury department. Concentration risk is constantly monitored to mitigate financial loss.

Other financial assets

Other financial assets includes loans and receivable from parties including related parties are periodically reviewed by the management. Where the carrying amount of any receivable exceeds the fair value of respective asset, an impairment loss, to that extent, is provided for in the financial statements.

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and future plans of the Board of Directors and management, no material uncertainty exists as on the date of the approval of the financial statements indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors.

The Company The Company provides for 12 month expected credit losses for all financial assets which is required to be impaired as per the policy. Based on the assessment, none of the assets other than trade receivables is impaired for credit losses

Particulars	December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade receivables	699.78	238.39	326.25	230.94
% of Expected credit loss	-0.14%	-0.32%	-0.25%	-0.86%
Expected credit loss carried at balance sheet	(1.01)	(0.76)	(0.81)	(1.98)

B. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

Interest risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rate. The Company manages its interest rate risk by having an agreed portfolio of fixed and variable rate borrowings. With all the other variable remaining constant, the following table demonstrates the sensitivity to a reasonable change in the interest rate borrowings.

Particulars	December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Financial assets				
Interest bearing - Fixed interest rate				
Current Fixed Deposit	0.25	16.15	12.00	0.82
Financial liabilities				
Interest Bearing				
Secured - From banks				
Term Loan	76.02	92.42	69.05	27.55
Cash credit	282.44	201.52	131.53	96.02

Interest Rate Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates on that portion of loans and borrowings affected . With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows

Particulars	December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Increase in 100 bps points				
Effect on Profit before tax	(3.58)	(2.94)	(2.01)	(1.24)
Decrease in 100 bps points				
Effect on Profit before tax	3.58	2.94	2.01	1.24

Other price risk

Company's exposure to equity securities or equity related instruments price risk arises from quoted investments held and classified in the balance sheet as fair value through PL. Company's exposure is insignificant.

C. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective is to , at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing including debts and cash credits from banks at an optimised cost.

The Companies maximum exposure to credit risk for the components of the balance sheet for the periods/ years ended as at December 31, 2025, March 31, 2025, March 31, 2024, March 31, 2023 is the carrying amount . The liquidity risk is managed on the basis of expected maturity dates of financial liabilities. The average credit period taken to settle trade payable is about 90 days . The other payables are with short term durations. The carrying amounts are assumed to be a reasonable approximation of fair value.

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)

CIN : U15400TZ2020PLC034564

Annexure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

The following table analysis financial liabilities by remaining contractual maturities

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
As at December 31, 2025				
Borrowings	351.51	52.60	-	404.11
Trade and Other payables	241.42	79.22	-	320.64
Lease Liability	2.45	1.20	-	3.65
Other financial liability	3.48	-	-	3.48
Total	598.86	133.02	-	731.88
As at March 31, 2025				
Borrowings	276.02	68.01	-	344.03
Trade and Other payables	127.38	5.91	-	133.29
Lease Liability	2.45	2.68	-	5.13
Other financial liability	15.77	-	-	15.77
Total	421.62	76.60	-	498.22
As at March 31, 2024				
Borrowings	243.40	52.95	-	296.35
Trade and Other payables	236.00	11.46	-	247.46
Lease Liability	2.45	4.46	-	6.91
Other financial liability	0.78	-	-	0.78
Total	482.63	68.87	-	551.50
As at March 31, 2023				
Borrowings	200.27	27.43	-	227.70
Trade and Other payables	188.30	10.27	-	198.57
Lease Liability	2.45	6.13	-	8.58
Other financial liability	1.55	-	-	1.55
Total	392.56	43.83	-	436.39

At present, the Company does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows

Foreign currency risk

The Company's significant / material operations are carried out in India and all transactions in India are denominated in Indian Rupees. Only insignificant / immaterial value of exposure is outside India, consequently, the Company does not have any significant exposure to foreign currency risk.

41. Capital management

For the purpose of Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the holding company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirement of the financial covenants. To maintain or adjust the capital structure, the company may return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables less cash and cash equivalents.

Particulars	December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Borrowings	404.11	344.03	296.35	227.70
Less : Cash and Cash equivalents	27.22	50.07	51.50	30.72
Net debt (A)	376.89	293.96	244.85	196.97
Total Equity (B)	714.35	275.53	267.16	129.35
Gearing Ratio (%) (A/B)	53%	107%	92%	152%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period

42 - Income tax reconciliation

Particulars	December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Income tax expense				
- Current income tax	63.88	70.31	37.04	6.95
- Deferred tax	0.42	(2.29)	(1.11)	(1.50)
Income tax expense reported in the Statement of profit or loss	64.30	68.02	35.93	5.45

The tax rate used for the reconciliation above is the corporate tax rate payable by corporate entity in India on taxable profits under the Indian tax law.

A Reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before Income taxes is summarized as follows

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Profit before tax	320.38	300.24	173.52	37.68
Group's rate of income tax (average)	20.00%	22.59%	21.00%	15.00%
Computed expected tax expenses	64.08	67.82	36.44	5.65
Impact on account of				
Donations / Delayed statutory remittances	0.50	0.04	-	0.19
Interest / penalties etc.	-	0.10	-	-
Brought forward tax losses	-	-	-0.50	-0.12
Other adjustments including tax rationalisation	-0.28	0.05	-0.00	-0.27
Income tax expense reported in the Statement of profit or loss	64.30	68.02	35.93	5.45

43. Corporate Social Responsibility (CSR Expenditure)

Particulars	Period ended December 31, 2025	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
The gross amount required to be spent by the company on the corporate social responsibility (CSR) activities during the year as per the provisions of Section 135 of the Companies Act, 2013.	1.43	0.67	-	-
Amount approved by the board to be spent during the period / year	1.43	0.67	-	-
Amount spent during the period or year (Donations)	0.59	0.67	-	-
Unspent if any during the period or year end	Nil (refer note)	Nil	NA	NA
Reason for Unspent if any during the period or year end	NA (refer note)	NA	NA	NA
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per Ind AS 24, Related Party Disclosures.	None	None	None	None
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period shall be shown separately.	N/A	N/A	N/A	N/A
The areas for CSR activities are in accordance with Schedule VII	Environmental sustainability			

December 31, 2025 period ended covers nine months, the CSR amount remains unspent as of the reporting date represents the intended monies to be incurred for CSR expenditure on or before March 31, 2026, in compliance with the provisions of Section 135 of the Companies Act, 2013 and does not represent any non-compliance or delay in meeting statutory requirements. The Company has spent Rs. 1.43 million towards CSR expenses on or before March 31, 2026.

44 - Impact of Transition to Ind AS

Particulars	As at March 31, 2025			
	Previous GAAP	Reclassification & Consolidation adjustments	Ind AS Adjustments	Ind AS
Assets				
Non-current assets				
Property, plant and equipment	224.80	-20.28	-	204.52
Capital work-in-progress	85.77	-0.00	-	85.77
Investment Property	-	7.68	-	7.68
Goodwill	15.20	-15.20	-	-
Right-of-use assets	-	-	4.37	4.37
Deferred tax asset (Net)	4.43	4.93	-	9.36
Financial assets				
Investments	8.85	-0.00	-	8.85
Other financial assets	6.63	5.15	-	11.78
Other non-current assets	8.76	3.85	-	12.61
Total non-current assets (A)	354.43	-13.87	4.37	344.94
Current assets				
Inventories	299.70	0.00	-	299.70
Financial assets				
Trade receivables	236.63	1.76	-0.76	237.63
Cash and cash equivalents	69.73	-19.66	-	50.07
Bank balances other than cash and cash equivalents	-	3.51	-	3.51
Loans	-	17.71	-	17.71
Other financial assets	22.56	-4.26	-	18.30
Current tax assets (net)	-	5.56	-	5.56
Other current assets	53.46	-46.29	-	7.17
Total current assets (B)	682.08	-41.67	-0.76	639.65
Total assets (A+B)	1,036.52	-55.54	3.61	984.59
Equity and liabilities				
Equity				
Equity share capital	0.20	-	-	0.20
Other equity	310.44	-10.47	-24.64	275.33
Total equity (A)	310.64	-10.47	-24.64	275.53
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	110.65	-42.64	-	68.01
Lease liabilities	-	-	2.68	2.68
Provisions	-	-	21.17	21.17
Other non-current liabilities	-	176.38	-	176.38
Total non-current liabilities (B)	110.65	133.74	23.85	268.24
Current liabilities				
Financial liabilities				
Borrowings	409.76	-133.74	-	276.02
Lease liabilities	-	-	2.45	2.45
Trade payables	-	-	-	-
Total outstanding dues of micro and small enterprises	32.60	-12.69	-	19.91
Total outstanding dues of creditors other than micro and small enterprises	104.82	8.56	-	113.38
Other financial liabilities	-	15.77	-	15.77
Other current liabilities	9.39	1.95	-	11.34
Provisions	58.65	-58.65	1.95	1.95
Current tax liabilities (net)	-	-	-	-
Total current liabilities (C)	615.22	-178.80	4.40	440.82
Total liabilities (D = B+C)	725.88	-45.06	28.25	709.06
Total equity and liabilities (A+D)	1,036.52	-55.54	3.61	984.59

Particulars	As at March 31, 2025			
	Previous GAAP	Reclassification & Consolidation adjustments	Ind AS Adjustments	Ind AS
Income				
Revenue from operations	2,613.39	12.22	-	2,601.17
Other income	13.40	7.05	-0.07	6.43
(I) Total income	2,626.80	19.27	-0.07	2,607.60
Expense				
Cost of materials consumed	2,035.05	165.57	-	1,869.48
Purchases of stock-in-trade	-	-100.70	-	100.70
Changes in inventories of finished goods, stock-in-trade and work-in-progress	-116.30	-54.41	-	-61.89
Employee benefits expense	154.17	-0.00	-5.72	159.89
Finance costs	18.53	2.72	-0.61	16.42
Depreciation and amortization expense	26.17	0.01	-1.89	28.06
Other expenses	203.24	6.09	2.45	194.70
(II) Total expenses	2,320.88	19.29	-5.77	2,307.36
(III) Profit before tax (I - II)	305.92	-0.02	5.70	300.24

Equity Reconciliation

Particulars	Amount	Explanation
Reserves as per IGAAP	310.44	
ECL	-0.76	Represents provision created for Expected Credit Loss
Lease	-0.57	Represents net impact of recognition of Right of use asset and Lease liability
Gratuity	-20.04	Represents impact of actuarial valuation under Ind AS
OCI	0.86	Represents impact of actuarial valuation under Ind AS
Capital reserves	-139.95	Represents the impact of adoption of Appendix C of Ind AS 103
Other adjustments	125.36	Represents the IGAAP reserves of other companies in the group
Reserves as per Ind AS	275.33	

Profit Reconciliation

Particulars	Amount	Explanation
Profit as per IGAAP	305.92	
ECL	0.05	Represents the impact of provision for Expected Credit loss
Lease Entries	-0.03	Represents net impact of recognition of Right of use asset and Lease liability
Gratuity	-5.72	Represents impact of actuarial valuation under Ind AS
Profit as per Ind AS	300.24	

Particulars	As at March 31, 2024			
	Previous GAAP	Reclassification & Consolidation adjustments	Ind AS Adjustments	Ind AS
Assets				
Non-current assets				
Property, plant and equipment	77.92	60.37	-	138.29
Capital work-in-progress	-	61.79	-	61.79
Investment Property	-	7.68	-	7.68
Goodwill	-	-	-	-
Right-of-use assets	-	-	6.26	6.26
Deferred tax asset (Net)	0.42	6.65	-	7.07
Financial assets				
Investments	-	3.17	-	3.17
Other financial assets	2.63	4.20	-	6.83
Other non-current assets	-	12.61	-	12.61
Total non-current assets (A)	80.97	156.47	6.26	243.70
Current assets				
Inventories	14.91	156.81	-	171.72
Financial assets	-	-	-	-
Trade receivables	70.80	255.45	-0.81	325.44
Cash and cash equivalents	28.24	23.26	-	51.50
Bank balances other than cash and cash equivalents	-	10.20	-	10.20
Loans	18.91	-8.50	-	10.40
Other financial assets	-	13.99	-	13.99
Current tax assets (net)	-	-	-	-
Other current assets	13.47	22.50	-	35.97
Total current assets (B)	146.33	473.71	-0.81	619.22
Total assets (A+B)	227.30	630.18	5.45	862.92
Equity and liabilities				
Equity				
Equity share capital	0.20	-	-	0.20
Other equity	73.48	213.47	-19.99	266.96
Total equity (A)	73.68	213.47	-19.99	267.16
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	75.27	-22.32	-	52.95
Lease liabilities	-	-	4.46	4.46
Provisions	-	-	16.97	16.97
Other non-current liabilities	-	-	-	-
Total non-current liabilities (B)	75.27	-22.32	21.43	74.38
Current liabilities				
Financial liabilities				
Borrowings	3.22	240.18	-	243.40
Lease liabilities	-	-	2.45	2.45
Trade payables				
Total outstanding dues of micro and small enterprises	1.23	13.81	-	15.04
Total outstanding dues of creditors other than micro and small enterprises	58.36	174.06	-	232.42
Other financial liabilities	-	0.78	-	0.78
Other current liabilities	1.11	17.00	-	18.12
Provisions	14.42	-14.42	1.56	1.56
Current tax liabilities (net)	-	7.61	-	7.61
Total current liabilities (C)	78.36	439.01	4.01	521.38
Total liabilities (D = B+C)	153.62	416.70	25.43	595.76
Total equity and liabilities (A+D)	227.30	630.18	5.45	862.92

Particulars	Year ended March 31,2024			
	Previous GAAP	Reclassification & Consolidation adjustments	Ind AS Adjustments	Ind AS
Income				
Revenue from operations	415.21	1,199.05	-	1,614.27
Other income	1.39	4.63	-0.07	5.96
(I) Total income	416.61	1,203.68	-0.07	1,620.22
Expense				
Cost of materials consumed	287.02	808.13	-	1,095.15
Purchases of stock-in-trade	-	27.00	-	27.00
Changes in inventories of finished goods, stock-in-trade and work-in-progress	-7.12	-18.34	-	-25.46
Employee benefits expense	19.22	123.54	-4.98	137.78
Finance costs	2.45	14.52	-0.78	16.19
Depreciation and amortization expense	13.10	13.70	-1.90	24.90
Other expenses	29.59	137.95	3.61	171.15
(II) Total expenses	344.26	1,106.50	-4.05	1,446.71
(III) Profit before tax (I - II)	72.35	97.19	3.98	173.52

Equity Reconciliation

Particulars	Amount (Rs.)	Explanation
Reserves as per IGAAP	73.48	Represents Standalone Reserves and Surplus
ECL	-0.81	Represents provision created for Expected Credit Loss
Lease	-0.54	Represents net impact of recognition of Right of use asset and Lease liability
Gratuity	-14.32	Represents impact of actuary valuation under Ind AS
OCI	-0.26	Represents impact of actuary valuation under Ind AS
Capital reserves	85.00	Represents the impact of adoption of Appendix C of Ind AS 103
Other adjustments	124.43	Represents the IGAAP reserves of other companies in the group
Reserves as per Ind AS	266.96	Represents Consolidated Other Equity

Profit Reconciliation

Particulars	Amount (Rs.)	Explanation
Profit as per IGAAP	72.35	
ECL	1.17	Represents the impact of provision for Expected Credit loss
Lease Entries	-0.17	Represents net impact of recognition of Right of use asset and Lease liability
Gratuity	-4.98	Represents impact of actuary valuation under Ind AS
Other Adjustments	105.15	Represents the impact of Reclassification and Consolidation adjustments and profit of other 3 companies
Profit as per Ind AS	173.52	

Particulars	As at March 31, 2023			
	Previous GAAP	Reclassification & Consolidation adjustments	Ind AS Adjustments	Ind AS
Assets				
Non-current assets				
Property, plant and equipment	60.16	55.02	-	115.18
Capital work-in-progress	-	-	-	-
Investment Property	-	7.10	-	7.10
Right-of-use assets	-	-	8.16	8.16
Deferred tax asset (Net)	0.15	5.82	-	5.97
Financial assets				
Other financial assets	2.49	7.22	-	9.71
Total non-current assets (A)	62.80	75.16	8.16	146.12
Current assets				
Inventories	7.80	79.67	-	87.47
Financial assets	-	-	-	-
Trade receivables	45.83	185.11	-1.98	228.96
Cash and cash equivalents	23.37	7.35	-	30.72
Bank balances other than cash and cash equivalents	-	10.18	-	10.18
Loans	1.42	40.60	-	42.02
Other financial assets	-	1.93	-	1.93
Current tax assets (net)	-	5.98	-	5.98
Other current assets	2.78	28.33	-	31.11
Total current assets (B)	81.20	359.15	-1.98	438.37
Total assets (A+B)	144.00	434.31	6.18	584.49
Equity and liabilities				
Equity				
Equity share capital	0.20	-	-	0.20
Other equity	13.58	131.75	-16.18	129.15
Total equity (A)	13.78	131.75	-16.18	129.35
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	96.63	-69.20	-	27.43
Lease liabilities	-	-	6.13	6.13
Provisions	-	-	12.81	12.81
Other non-current liabilities	-	-	-	-
Total non-current liabilities (B)	96.63	-69.20	18.95	46.37
Current liabilities				
Financial liabilities				
Borrowings	-	200.27	-	200.27
Lease liabilities	-	-	2.45	2.45
Trade payables				
Total outstanding dues of micro and small enterprises	-	27.65	-	27.65
Total outstanding dues of creditors other than micro and small enterprises	31.74	139.18	-	170.92
Other financial liabilities	-	1.55	-	1.55
Other current liabilities	0.30	4.65	-	4.95
Provisions	1.54	-1.54	0.97	0.97
Current tax liabilities (net)	-	-	-	-
Total current liabilities (C)	33.58	371.75	3.41	408.75
Total liabilities (D = B+C)	130.21	302.55	22.36	455.12
Total equity and liabilities (A+D)	144.00	434.31	6.18	584.49

Particulars	Year ended March 31, 2023			
	Previous GAAP	Reclassification & Consolidation adjustments	Ind AS Adjustments	Ind AS
Income				
Revenue from operations	165.78	987.06	-	1,152.84
Other income	0.52	2.45	-0.06	2.90
(I) Total income	166.30	989.50	-0.06	1,155.74
Expense				
Cost of materials consumed	-	837.88	-	837.88
Purchases of stock-in-trade	127.23	-114.26	-	12.97
Changes in inventories of finished goods, stock-in-trade and work-in-progress	2.84	-4.17	-	-1.33
Employee benefits expense	4.79	98.80	-3.50	100.10
Finance costs	2.01	12.16	-0.94	13.23
Depreciation and amortization expense	9.32	13.39	-1.89	20.81
Other expenses	17.91	115.61	0.88	134.40
(II) Total expenses	164.11	959.41	-5.45	1,118.07
(III) Profit before tax (I - II)	2.19	30.09	5.39	37.68

Equity Reconciliation

Particulars	Amount (Rs.)	Explanation
Reserves as per IGAAP	13.58	Represents Standalone Reserves and Surplus
ECL	-1.98	Represents provision created for Expected Credit Loss
Lease	-0.38	Represents net impact of recognition of Right of use asset and Lease liability
Gratuity	-9.35	Represents impact of actuary valuation under Ind AS
OCI	-0.50	Represents impact of actuary valuation under Ind AS
Capital reserves	85.00	Represents the impact of adoption of Appendix C of Ind AS 103
Other adjustments	42.77	Represents the IGAAP reserves of other companies in the group
Reserves as per Ind AS	129.15	Represents Consolidated Other Equity

Profit Reconciliation

Particulars	Amount (Rs.)	Explanation
Profit as per IGAAP	2.19	
ECL	-1.52	Represents the impact of provision for Expected Credit loss
Lease Entries	-0.38	Represents net impact of recognition of Right of use asset and Lease liability
Gratuity	-3.50	Represents impact of actuary valuation under Ind AS
Other Adjustments	40.87	Represents the impact of Reclassification and Consolidation adjustments and profit of other 3 companies
Profit as per Ind AS	37.68	

45 - Other statutory notes

(i) The Company does not have any transactions with Companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

(ii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

(iii) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

(iv) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.

(v) No funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf.

(vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(vii) The Company has not been declared as willful defaulter by any bank or financial Institution or other lender.

(viii) The Company have complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

(ix) The Company has implemented a Scheme of arrangements under Section 233 of Companies Act, 2013 approved by Regional Director, Ministry of Corporate Affairs vide order dated 02.12.2025. The Scheme provides for Amalgamation of M/s Christy Super Foods Private Limited and M/s Rebala Nutri Foodee Private Limited with M/s Functional & Innovative Foods Private Limited. The Scheme shall be effective from 1st April 2024. The transaction has been accounted for using "Pooling of Interests" method of accounting prescribed under Appendix C of Indian Accounting Standards (Ind AS 103), Business Combination of Entities under Common Control. The previous figures of Balance sheet, Statement of Profit and Loss and Statement of Cash Flows of the Company have been restated considering that the merger has taken place from the first day of the reporting period i.e., 01.04.2022 as required under Appendix C of Ind AS 103. (Refer note 44 for the Impact of transition to Ind AS)

(x) The title deeds of all immovable properties, (other than immovable properties where the company is the lessee and the lease agreements are duly executed in favour of the company) disclosed in the financial statements included in property, plant & equipment and capital work-in-progress are held in the name of the Company as at balance sheet date.

(xi) The Company do not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

46 - Disclosure of ratios

Sl No.	Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	% of change 2024 - 2025	Explanations for change more than 25%	As at March 31, 2023	% of change 2023 - 2024	Explanations for change more than 25%
1	Current ratio - times (Current assets/ current liabilities)	1.47	1.45	1.19	22.18%	NA	1.07	10.75%	NA
2	Debt-Equity ratio - times (Total Debt/ Total Shareholder's Equity)	0.57	1.25	1.11	12.56%	NA	1.76	-36.98%	Considering the profitability, reliance of debt has reduced
3	Debt Service Coverage ratio - times (Earnings Before Interest, Taxes, Depreciation and Amortisation/ (Interest expense+principal repayments)	4.79	5.50	2.53	117.34%	Considering the profitability, ability to pay interest has increased	0.36	596.72%	Considering the profitability, ability to pay interest has increased
4	Return on Equity ratio - in % (Net Profit after tax/ Average Shareholder's Equity)	53.02%	85.99%	69.52%	23.70%	NA	42.04%	65.37%	Profit has increased in the subsequent period
5	Inventory turnover ratio - times (Cost of goods sold/ Average inventories)	4.40	8.10	8.46	-4.33%	NA	15.50	-45.39%	Considering the volume of operations and increased inventory, turnover days has fluctuated
6	Trade Receivables turnover ratio - times (Sale of goods/ Average trade receivables)	4.92	9.12	5.75	58.46%	Represents one of fluctuation in days on account of delayed collections	8.42	-31.69%	Represents one of fluctuation in days on account of delayed collections
7	Trade payables turnover ratio - times (Purchases/ Average trade payables)	8.13	10.62	5.21	103.82%	Considering the profitability, ability to pay creditors has increased	6.31	-17.49%	NA
8	Net capital turnover ratio - times (Net sales/ working capital)	4.63	4.33	6.26	-30.87%	On account of increased receivables and inventory for increased business operations	38.60	-83.79%	On account of increased receivables and inventory for increased business operations
9	Net profit ratio - in % (Net Profit after tax/ Total income)	11.00%	8.91%	8.49%	4.87%	NA	2.79%	204.47%	Increased pricing and better operations, new products and customers, profits increased
10	Return on Capital employed - in % (Earning before Interest and Taxes (EBIT) /Shareholder's Equity + Long term liabilities)	30.26%	51.11%	33.67%	51.82%	Increased pricing and better operations, new products and customers, profits increased	14.26%	136.13%	Increased pricing and better operations, new products and customers, profits increased
11	Return on investment - in mutual funds %	NA	NA	NA	NA	NA	NA	NA	NA

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited)

CIN : U15400TZ2020PLC034564

Annexure VI - Notes Forming Part of Restated Consolidated Financial Statements

(All Amounts are in INR Millions unless otherwise stated)

47 - Acquisition of Subsidiary

Functional & Innovative Foods Limited (formerly known as Functional & Innovative Foods Private Limited) has acquired 4,99,999 shares of face value Rs.100 of Christy Quality Foods (India) Private Limited on 01 Apr 2024 for a consideration of Rs.12,89,99,742/-. Consequent to this acquisition, shareholding of Functional & Innovative Foods Private Limited in Christy Quality Foods (India) Private Limited stands at 100% as at 31 December 2025 and as at 31 March 2025. As per Appendix C of Ind AS 103, Business Combination has been made from the earliest date of the comparative period i.e March 31, 2023.

(a) Additional information pursuant to paragraph 2 of divisions II of schedule III to the Companies Act, 2013 'General instructions for preparation of consolidated financial statements'

As at December 31 2025

Name of the entity	Net assets on Consolidated net assets		Share of Profit or Loss on Consolidated profit or loss		Share of Comprehensive income or expenses on Consolidated profit or loss		Share of Total Comprehensive income or expenses on Consolidated profit or loss	
	%	Amount	%	Amount	%	Amount	%	Amount
Holding								
Functional & Innovative Foods Private Limited	85.97	614.15	77.24	197.80	81.70	5.19	77.35	202.99
Subsidiary								
Christy Quality Foods (India) Private Limited	14.03	100.21	22.76	58.28	18.30	1.16	22.65	59.44
Total	100.00	714.36	100.00	256.08	100.00	6.35	100.00	262.43

As at March 31, 2025

Name of the entity	Net assets on Consolidated net assets		Share of Profit or Loss on Consolidated profit or loss		Share of Comprehensive loss on Consolidated profit or loss		Share of Total Comprehensive loss on Consolidated profit or loss	
	%	Amount	%	Amount	%	Amount	%	Amount
Holding								
Functional & Innovative Foods Private Limited	85.21	234.78	75.08	174.36	68.21	0.76	75.05	175.11
Subsidiary								
Christy Quality Foods (India) Private Limited	14.79	40.75	24.92	57.86	31.79	0.36	24.95	58.22
Total	100.00	275.53	100.00	232.22	100.00	1.12	100.00	233.33

As at March 31, 2024

Name of the entity	Net assets on Consolidated net assets		Share of Profit or Loss on Consolidated profit or loss		Share of Comprehensive income or expenses on Consolidated profit or loss		Share of Total Comprehensive income or expenses on Consolidated profit or loss	
	%	Amount	%	Amount	%	Amount	%	Amount
Holding								
Functional & Innovative Foods Private Limited	58.24	155.61	78.07	107.43	12.68	0.03	77.96	107.44
Subsidiary								
Christy Quality Foods (India) Private Limited	41.75	111.55	21.92	30.16	87.32	0.20	22.04	30.37
Total	100.00	267.17	100.00	137.59	100.00	0.23	100.00	137.81

As at March 31, 2023

Name of the entity	Net assets on Consolidated net assets		Share of Profit or Loss on Consolidated profit or loss		Share of Comprehensive income or expenses on Consolidated profit or loss		Share of Total Comprehensive income or expenses on Consolidated profit or loss	
	%	Amount	%	Amount	%	Amount	%	Amount
Holding								
Functional & Innovative Foods Private Limited	37.24	48.17	80.39	25.91	152.10	-0.76	79.26	25.16
Subsidiary								
Christy Quality Foods (India) Private Limited	62.76	81.18	19.61	6.32	-52.10	0.26	20.74	6.58
Total	100.00	129.35	100.00	32.23	100.00	-0.50	100.00	31.74

Note 48 - Restatement Adjustments to Audited Consolidated Financial Statements

A. Reconciliation between total equity as per Audited Financial Statements and Restated Consolidated Financial Information:

Particulars	As at December 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total equity (as per audited financial statements)	Refer to note 44			
Restatement adjustments	-	-	-	-
Total equity as per Restated Consolidated Statements of Assets and Liabilities	Refer to note 44			

B. Reconciliation between total comprehensive loss

Particulars	Period ended December 31, 2025	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Consolidated total comprehensive income	Refer to note 44			
Restatement adjustments	-	-	-	-
Restated total comprehensive income	Refer to note 44			

49 Events occurred after Restated Consolidated Statement of Assets and Liabilities date

The Group has evaluated all events or transactions that occurred after December 31, 2025 up to June 20, 2026, the date the Restated Consolidated Financial Information were authorised for issue by the Board of Directors. Based on this evaluation, the Group is not aware of any events or transactions that would require recognition or disclosure in the Restated Consolidated Financial Information other than as below:

The Holding Company has been converted from Private Limited Company to a Public Limited Company and a fresh certificate of incorporation with the name "Functional & Innovative Foods Limited" was issued by the Registrar of Companies (ROC) on February 20, 2026. The provisions of Companies Act, 2013 as relevant to the public limited company has been effective from the date of approval by ROC.

50 Audit Trail

The Group has used accounting software for maintaining its books of account for the year ended March 31, 2025 and period ended December 31, 2025 which have a feature of recording audit trail (edit log) facility and the same has not been operated throughout the year for all relevant transactions recorded in the software.

51 Social Security Code

The Social Security Code, 2020 ('Code') received presidential assent in September 2020 and the code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules / interpretation have not yet been issued. The Group will assess the impact of the Code when it come into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the Group believes the impact of the change will not be significant.

52 Approval of financial statements

The Board of Directors has reviewed the realisable value of all current assets of the Group and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the Restated Consolidated Financial Information. In addition, the Board has also confirmed the carrying value of the non-current assets in the Restated Consolidated Financial Information. The Board, duly taking into account all the relevant disclosures made, has approved these Restated Consolidated Financial Information in its meeting held on June 20, 2026 .

**For and on behalf of the Board of Directors of
Functional & Innovative Foods Limited (formerly
known as Functional & Innovative Foods Private**

C. Senthil Kumar
Director
DIN: 03598902

A.S Chenniappan
Director
DIN: 07716106

S. Pugalenthiran
Chief Financial Officer

V. Karthikeyan
Company Secretary

Place : Tiruchengode
Date : June 20, 2026

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of (i) our Company; and (ii) Material Subsidiary, for the Financial Years 2025, 2024 and 2023 (collectively, the “**Audited Financial Statements**”) are available on the website of our Company at www.functionalinnovativefoods.com. Our Company has provided a link to our website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus, or (ii) Red Herring Prospectus, or (iii) a Prospectus, a statement in lieu of a Prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which our Company or our shareholders have significant influence (collectively, the “**Group**”) and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor BRLM or the Promoter Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The details of the accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below. The table below should be read in conjunction with the sections titled “**Risk Factors**”, “**Restated Consolidated Financial Information**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**”, on pages 28, 302 and 377, respectively:

(amount in ₹ million, unless otherwise disclosed)

Particulars	As at and for the nine-months period ended December 31, 2025 [^]	As at and for the year ended March 31, 2025	As at and for the year ended March 31, 2024	As at and for the year ended March 31, 2023
Basic earnings per Equity Share ⁽³⁾ (in ₹)	14.60	42.07	24.93	5.84
Diluted earnings per Equity Share ⁽⁴⁾ (in ₹)	14.60	42.07	24.93	5.84
Profit for the period/ year	256.08	232.22	137.59	32.23
EBITDA ⁽⁶⁾	369.65	338.29	208.65	68.82
EBITDA Margin ⁽⁷⁾ (in %)	15.90	13.01	12.93	5.97
Net asset value (NAV) per Equity Share ⁽⁸⁾⁽¹⁰⁾ (in ₹)	38.22	49.91	48.40	23.43
Return on net worth (RoNW) ⁽⁹⁾⁽¹⁰⁾ (in %)	35.85	84.28	51.50	24.92

[^]Not Annualised

Notes:

1. Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations. In line with the requirements of Ind AS 33, for the purpose of EPS calculations, share split and bonus shares issued has been considered as if the event had occurred at the beginning of the earliest year presented.
2. Weighted average is aggregate of year wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year divided by total of weights.
3. Basic earnings per Equity Share (₹) = Profit/ (loss) for the period/ year divided by weighted average number of Equity Shares outstanding during the period/ year.
4. Diluted earnings per Equity Share (₹) = Profit/ (loss) for the period/ year divided by the weighted average number of Equity Shares outstanding during the period/year plus the weighted average number of Equity Shares that would be issued on conversion of all the dilutive potential equity shares into Equity Shares.
5. The figures disclosed above are derived from the Restated Consolidated Financial Information.
6. EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as sum of Profit before tax for the period/year, finance cost, depreciation and amortization expense as reduced by other income.
7. EBITDA Margin (%) is calculated as EBITDA as a percentage of Revenue from operations.
8. Net assets value per Equity Share = Net Asset Value per Equity Share is calculated as net worth at the end of the period/year divided by number of Equity Shares outstanding at the end of the period/year end. Number of Equity shares outstanding at the end of the period/year is an aggregate of outstanding number of Equity Shares considering dilutive number of shares.
9. Return on Net Worth (RoNW) % = Profit for the period/year divided by net worth of our Company as at the end of the period/year.
10. Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous

expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.

Non-GAAP Measures

In addition to our results determined in accordance with Ind AS, we believe that Non-GAAP measures such as Return on Net Worth, Net worth, Net Asset Value (“NAV”), Return on Equity (RoE), PAT margin, Net tangible assets, Monetary assets, Monetary assets as a percentage of Net tangible assets, Operating Profit, EBITDA and EBITDA Margin, are useful to investors in evaluating our operating performance. We use Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information may be different from similarly titled Non-GAAP measures used by other companies and, therefore a comparison of such Non-GAAP measures or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate these Non-GAAP measures differently from us, limiting their usefulness as a comparative measure. The principal limitation of these Non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgement by management about which expenses and income are excluded or included in determining these Non-GAAP financial measures. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of Non-GAAP financial measures to their most directly identifiable Ind AS financial measures and to not rely on any single financial measure to evaluate our business. See “*Risk Factors – Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like Return on Net Worth, Net worth, Net Asset Value (“NAV”), Return on Equity (RoE), PAT margin, Net tangible assets, Monetary assets, Monetary assets as a percentage of Net tangible assets, Operating Profit, EBITDA and EBITDA Margin have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*” on page 51.

Reconciliation of non-GAAP measures

Reconciliation for the following Non-GAAP Financial Measures included in this Draft Red Herring Prospectus are set out below:

Reconciliation of net worth, return on net worth (RoNW)

Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.

Return on Net Worth (RoNW) is calculated as Profit for the period/year divided by net worth of our Company as at the end of the period/year.

(amount in ₹ million, unless otherwise disclosed)

Particulars	Nine months ended December 31, 2025*	Fiscal		
		2025	2024	2023
Equity share capital (A)	186.91	0.20	0.20	0.20
Other equity (B)	527.44	275.33	266.96	129.15
Net Worth (D = A+B-C)	714.35	275.53	267.16	129.35
Profit for the period/ year (E)	256.08	232.22	137.59	32.23
Return on Net Worth (RoNW %) (F = E/D)	35.85	84.28	51.50	24.92

*Not Annualised

Reconciliation of Net Asset Value (NAV) per Equity Share

Net Asset Value (NAV) per Equity Share is calculated as net worth at the end of the period/year divided by number of Equity Shares outstanding at the end of the period/year end. Number of Equity Shares outstanding at the end of the period/year is an aggregate of outstanding number of Equity Shares considering dilutive number of shares.

(amount in ₹ million, unless otherwise disclosed)

Particulars	Nine months ended December 31, 2025*	Fiscal		
		2025	2024	2023
Net Worth (A)	714.35	275.53	267.16	129.35
Number of Equity Shares outstanding at the end of the period/ year (B)	18,690,720	5,520,000	5,520,000	5,520,000
Net Asset Value (NAV) per Equity Share (in ₹) (C=A/B)	38.22	49.91	48.40	23.43

*Not Annualised

Reconciliation of Return on Equity (RoE)

Return on Equity (RoE) is computed as profit/ (loss) for the period/ year as divided by average equity of the shareholders. Average equity of the shareholders is calculated as average of equity of the parent as at the beginning and at the end of the year/period.

(amount in ₹ million, unless otherwise disclosed)

Particulars	Nine months ended December 31, 2025*	Fiscal		
		2025	2024	2023
Equity as at the end of year/period (A)	714.35	275.53	267.16	129.35
Equity as at the beginning of year/period (B)	275.53	267.16	129.35	21.59
Average equity of the parent (C=A+B/2)	494.94	271.35	198.26	75.47
Profit for the period/ year (D)	256.08	232.22	137.59	32.23
Return on Equity (ROE %) (E=D/C)	51.74	85.58	69.40	42.71

*Not Annualised

Reconciliation of Profit for the period/ year ("PAT Margin")

Profit for the period/ year Margin ("PAT Margin") is calculated as Profit for the period/ year as a percentage of Total income.

(amount in ₹ million, unless otherwise disclosed)

Particulars	Nine months ended December 31, 2025*	Fiscal		
		2025	2024	2023
Profit for the period/ year (A)	256.08	232.22	137.59	32.23
Total income (B)	2,329.02	2,607.60	1,620.23	1,155.74
Profit for the period/ year (PAT Margin %) (C =A/B)	11.00	8.91	8.49	2.79

*Not Annualised

Reconciliation of Net tangible assets, Monetary assets, and Monetary assets as a percentage of Net tangible assets

Net Tangible Assets, as restated and consolidated, is calculated as sum of all net assets of the Group excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38, deferred tax assets and liabilities as defined in Ind AS 12 and right of use assets as defined in Ind AS 116 issued by Institute of Chartered Accountants of India.

Monetary assets is the aggregate of cash and cash equivalents and balance with banks and investments in mutual funds. Monetary assets as a % of net tangible assets is calculated as monetary assets divided by net tangible assets.

(amount in ₹ million, unless otherwise disclosed)

Particulars	Nine months ended December 31, 2025*	Fiscal		
		2025	2024	2023
Equity share capital (A)	186.91	0.20	0.20	0.20
Other equity (B)	527.44	275.33	266.96	129.15
Less: intangible assets (C)	-	-	-	-
Less: deferred tax liability/(asset) (D)	(8.94)	(9.36)	(7.07)	(5.97)
Less: right of use asset (E)	-	-	-	-
Net Tangible Assets (F = A+B-C-D-E)	705.41	266.17	260.09	123.38
Cash and cash equivalents (G)	27.22	50.07	51.50	30.72
Bank balances other than above (H)	11.80	3.51	10.20	10.18
Investments in mutual funds (I)	0.81	6.90	1.22	-
Monetary assets (J = G+H+I)	39.83	60.48	62.92	40.90
Monetary assets as a percentage of Net tangible assets (In %) (K= J/F)	5.65	22.72	24.19	33.15

*Not Annualised

Reconciliation of Operating profit

Operating profit is calculated as profit before tax excluding other income, finance costs and exceptional items.

(amount in ₹ million, unless otherwise disclosed)

Particulars	Nine months ended December 31, 2025*	Fiscal		
		2025	2024	2023
Profit before tax (A)	320.38	300.24	173.52	37.68
Add: finance cost (B)	18.07	16.42	16.19	13.23
Less: other income (C)	4.59	6.43	5.96	2.90
Operating profit (D =A+B-C)	333.86	310.23	183.75	48.01

*Not Annualised

Reconciliation of EBITDA and EBITDA Margin

EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as Profit before tax, finance cost, depreciation and amortization expense as reduced by other income. EBITDA Margin (%) is calculated as EBITDA as a percentage of revenue from operations.

(amount in ₹ million, unless otherwise disclosed)

Particulars	Nine months ended December 31, 2025*	Fiscal		
		2025	2024	2023
Profit Before Tax (A)	320.38	300.24	173.52	37.68
Add: Finance Costs (B)	18.07	16.42	16.19	13.23
Add: Depreciation and amortization expense (C)	35.79	28.06	24.90	20.81
Less: Other Income (D)	4.59	6.43	5.96	2.90
EBITDA (E = A+B+C-D)	369.66	338.29	208.65	68.83
Revenue from operations (F)	2,324.43	2,601.17	1,614.27	1,152.84
EBITDA margin (%) (G = E/F)	15.90	13.01	12.93	5.97

*Not Annualised

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at December 31, 2025, on the basis of our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 302 and 377 respectively.

(in ₹ million)

Particulars ⁽¹⁾⁽²⁾	Pre-Offer as at December 31, 2025	As Adjusted for the Offer*
Total Borrowing		
Current borrowings (A)	351.51	[●]
Non-current borrowings (B)	52.60	[●]
Total Borrowing (C = A+B)	404.11	[●]
Equity		
Equity Share Capital (D)	186.91	[●]
Other Equity (E)	527.44	[●]
Total Equity** (F = D+E)	714.35	[●]
Ratio: Total borrowings/Total Equity (G = C/F)	0.57	[●]
Ratio: Non-current borrowings/Total Equity (H=B/F)	0.07	[●]

*To be updated upon finalisation of the Price Band and populated in the Prospectus to be filed with the RoC.

**Total equity includes Equity share capital and other equity, and excludes non-controlling interests.

Notes:

1. The above has been derived from the Restated Consolidated Financial Information.
2. All terms shall carry the meaning as per Schedule III of the Companies Act 2013.
3. The Board of Directors approved a bonus issue of 1,862,300 Equity Shares of ₹ 10 each, as permitted under Section 63 of the Companies Act, 2013. The bonus shares have been issued in the ratio of 275:1 (two-hundred and seventy-five equity shares for every one equity shares) to Equity Shareholders whose names appear in the register of members or beneficial owners' records as on December 22, 2025, with approval of Shareholders as on December 12, 2025.

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FINANCIAL INDEBTEDNESS

Our Company and our Subsidiary have availed certain loans and financing facilities in the ordinary course of business purposes such as, inter alia, meeting its working capital, capital expenditure and other business requirements. These credit facilities include inter alia, secured and unsecured facilities.

Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Offer, including dilution of the current shareholding of the Promoters and members of the promoter group, expansion of business of the Company, effecting changes in the Company's management, ownership capital structure, shareholding pattern, constitutional documents and Board's composition. Our Board is empowered to borrow monies as may be required for the purpose of the business of our Company, in accordance with applicable laws and our Articles of Association. For details regarding the borrowing powers of our Board, please see "***Our Management-Borrowing Powers***" on page 282.

The details of the indebtedness of our Company (on a consolidated basis) as on May 31, 2026 is provided below:

Category of borrowings	Sanctioned amount as on the May 31, 2026 (₹ in million)	Outstanding amount as on the May 31, 2026 (₹ in million)
Secured- Fund based (From banks)		
Vehicles Loan	36.24	30.64
Term Loans	105.00	62.15
Cash credit	409.00	310.20
Unsecured- Fund Based		
Loan from related parties	NA	62.06
Total Fund Based (A)	550.24	465.05
Secured- Non-Fund Based		
Bank Guarantees	-	-
Total Non fund based (B)	-	-
Total Borrowings (C= A+B)	550.24	465.05

N.A: Not Applicable.

Principal terms of the borrowings currently availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under various financing documentation executed by our Company in relation to their indebtedness.

- Interest:** The interest rate for the loans sanctioned to us is typically tied to a base rate/marginal cost of lending rate, which may vary from lender to lender. In respect of the Working capital facilities sanctioned to us, the current prevailing interest rate ranges from 8.40% per annum to 9.10% per annum. In respect of term loans from bank current prevailing interest rate ranges from 7.32% per annum to 8.14% per annum. In respect of loans from bank for vehicles current prevailing interest rate ranges from 7.55% per annum to 9.81% per annum.
- Tenor:** The tenor of our working capital facilities typically is up to 12 months subject to renewal, whereas the term loans and vehicle loan facilities availed by us typically has a tenor of 60-62 months and 35-60 months, respectively.
- Penal Charges:** The terms of certain of our borrowings prescribe penalties for non-compliance of certain obligations by us, inter alia, non-submission of documents for renewal of credit facilities, non-submission of stock statement, non-submission of stock & property insurance policies, default in repayment of loan, non-compliance in documentation for the credit facility and other irregularities as specified in the terms of sanction or such facility documents. The default interest rate under such facility documents, typically ranges around 2% per annum.
- Security:** In terms of our borrowings where security needs to be created, we are typically required to, inter alia:
 - Create charge by way of hypothecation on entire current assets, both present and future; and
 - Create charge by way of hypothecation over all moveable and immovable fixed assets, both present and future; and

- (c) Create charge by way of mortgage over immovable fixed assets.
- (d) Execute personal guarantees, corporate guarantee and certain personal immovable properties.
5. **Pre-payment:** The terms of certain facilities availed by us typically have prepayment provisions which allow for pre-payment of the outstanding loan amount, subject to such prepayment penalties and such other conditions as laid down in the facility agreements, on giving notice and/or obtaining prior approval from the concerned lender, as the case may be. These pre-payment penalties typically range around 4% of the outstanding principal amount or overall facility limit.
6. **Re-payment:** The working capital facilities availed by us are repayable within a period of 12 months or on demand. Vehicle loans, term loan and unsecured loans facilities availed by us are repayable on the due date and on the terms and conditions as may be agreed between company and the respective lenders.
7. **Restrictive Covenants:** As per the terms of the facility documents, certain corporate actions for which our Company requires prior written consent or intimation of the lenders includes, amongst other things, amending and/or modifying the constitutional documents of the Company, including but not limited to the memorandum of association and articles of association to reflect, inter alia, modifications in the authorized share capital and other Offer-related modifications.
8. **Personnel Guarantee of Directors and Promoters:**

Name of the Promoters	Name of the lender	Name of the borrower	Type of borrowing/ facility	Amount Guaranteed (Total Sanction limit) (₹ in million)	Amount outstanding as on May 31, 2026 (₹ in million)
Senthil Kumar Chinnusamy	HDFC Bank Limited	Functional & Innovative Foods Limited	Term Loan	20.00	7.06
			Cash Credit	159.00	157.12
			Term Loan	30.00	21.46
	Indian Bank Limited	Functional & Innovative Foods Limited	Cash Credit	50.00	48.64
			Vehicle Loan	2.20	0.85
			Vehicle Loan	2.85	1.65
Senthil Kumar Chinnusamy & A S Chenniappan	HDFC Bank Limited	Functional & Innovative Foods Limited	Term Loan	55.00	33.63
Senthil Kumar Chinnusamy	Punjab National Bank	Christy Quality Foods (India) Private Limited	Cash Credit	200.00	104.44
Senthil Kumar Chinnusamy	Sundaram Finance Limited	Functional & Innovative Foods Limited	Vehicle Loan	2.59	1.57

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by our Company with its respective lenders, and the same may lead to consequences other than those stated above.

MANAGEMENT'S DISCUSSIONS AND ANALYSIS FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the nine months period ended December 31, 2025 and for Fiscals 2025, 2024 and 2023. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our Restated Consolidated Financial Information, including the related annexures on page 302. This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see 'Forward-Looking Statements' on page 27. The following discussions on our financial condition should be read in conjunction with 'Risk Factors' and 'Our Business', on pages 28 and 221, respectively.

*Unless otherwise indicated or context otherwise requires, the financial information for the nine months period ended December 31, 2025 and for Fiscals 2025, 2024 and 2023 is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "**Restated Consolidated Financial Information**" and "**Summary of Financial Information**" on pages 302 and 74, respectively. Our Fiscal year ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12-month period ended March 31 of that year. Our Company has acquired Christy Quality Foods (India) Private Limited ("**CQFIPL**") pursuant to a transfer of equity shares effective as at April 01, 2024. Subsequently, with effect from April, 2024, CQFIPL became a wholly owned subsidiary of our Company. Prior to the completion of the acquisition of CQFIPL by us, CQFIPL was under the control of our Promoter. Accordingly, the Restated Consolidated Financial Information has been prepared after consolidated the operations of CQFIPL, in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations with effect from April 1, 2022 as these transactions are considered common control transactions under Appendix C of Ind AS 103. Further the Restated Consolidated Information has been prepared after consolidated the operations of amalgamated entities i.e. Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited in accordance with the requirements of Appendix C to Ind AS 103, as the amalgamated entities were under the common control. For further information, see "**History and Certain Corporate Matters—Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years**" on page 271.*

*Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus is derived from the report titled, "**Industry report on Food Contract Manufacturing and related food categories**" dated June 29, 2026 prepared by Dun & Bradstreet (the "**D&B Report**") pursuant to an engagement contract dated December 19, 2025. The D&B Report is commissioned and paid for by our Company in connection with the Offer. The D&B Report relied upon is not an extract, and while certain excerpts of the D&B Report may have been re-ordered by us for the purposes of presentation, no portion of the D&B Report containing information material to or bearing any material impact on investors' decision-making has been modified, omitted or excluded from this Draft Red Herring Prospectus. A copy of the D&B Report is available on the website of our Company at www.functionalinnovativefoods.com. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular Fiscal/ calendar year/Period refers to such information for the relevant Fiscal/ calendar year/Period.*

*We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this Draft Red Herring Prospectus, each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP. Furthermore, such measures and indicators are not defined under Ind AS, IFRS, U.S. GAAP or other accounting standards, and therefore should not be viewed as substitutes for performance, liquidity or profitability measures under such accounting standards. In addition, such measures and indicators, are not standardised terms, hence a direct comparison of these measures and indicators between companies may not be possible. Other companies may calculate these measures and indicators differently from us, limiting their usefulness as a comparative measure. Although such measures and indicators are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating our operating performance. For risks relating to such non-GAAP measures, see "**Risk Factors – Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like Return on Net Worth, Net worth, Net Asset Value ("NAV"), Return on Equity (RoE), PAT margin, Net tangible assets, Monetary assets, Monetary assets as a percentage of Net tangible assets, Operating Profit, EBITDA and EBITDA Margin have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable**" on page 51.*

Unless the context otherwise requires, references in this section to "our Company", "the Company" "we", "us", or "our"

refers to Functional & Innovative Foods Limited.

Overview

We are an integrated food contract manufacturing company offering a diversified product portfolio to businesses of varying scales, from emerging brands to multi-national Fast Moving Consumer Goods (FMCG) companies with a focus on quality and food safety. We are one of the fastest growing food manufacturing companies among the Selected Peers in terms of revenue, having grown at a CAGR of 50.21% from Fiscal 2023 to Fiscal 2025. (Source: D&B Report) Our operations are primarily undertaken through private label manufacturing arrangements, under which we manufacture and package food products marketed under our customers' brands and offer a portfolio of ready formulations with customized options relating to packaging design, pack size and flavour adjustments.

We offer end-to-end product development solutions across a broad and growing range of product categories including Ready to Eat (RTE) and Ready to Cook (RTC) products, staples, sugar alternatives, spices and other allied FMCG products. As on December 31, 2025, our product portfolio comprised more than 25 product offerings with more than 700 Stock Keeping Units (SKUs). We have one of the largest SKU counts among the leading food contract manufacturing players with a national presence and diversified product category offering. (Source: D&B Report)

For details in relation to our business, see “**Our Business-Overview**” on page 222.

Principal Factors Affecting our Financial Condition and Results of Operations

Our results of operations and financial condition are affected by a number of important factors, including:

Volatility in raw material prices and supply availability

Our business operations are primarily dependent on our ability to source raw materials and packaging materials at acceptable prices and maintain a stable and sufficient supply of our major raw materials. Our key raw materials include cereals, millets, pulses, grains, spices, nuts, seeds and other food ingredients.

Our cost of materials consumed, comprising the cost of raw materials and packing materials consumed (including purchase of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade), accounted for 72.50%, 73.18%, 67.69% and 73.50% of our total income for the nine-months period ended December 31, 2025 and for the Fiscal 2025, Fiscal 2024, Fiscal 2023 and the nine-month period ended December 31, 2025, respectively. We do not have long-term supply agreements with our suppliers and primarily procure raw materials through purchase orders based on our operational requirements.

The availability and pricing of raw materials are subject to various factors beyond our control, including overall economic conditions, climatic conditions, market demand, competitive dynamics, production and transportation costs, and changes in applicable duties and taxes. Any increase in raw material prices or disruption in the supply of raw materials may adversely affect our cost structure. Further, our ability to pass on such increases in input costs to our customers may be limited due to market conditions and competitive pressures. Consequently, sustained increases in raw material costs or supply constraints may adversely affect our margins, profitability, financial condition, and results of operations. For further details, see “**Risk Factors - Our industry and operations are subject to volatility in the pricing of raw materials, including food staples such as soya, wheat, millets and other functional food ingredients, which are susceptible to seasonal price swings. Our inability to procure such raw materials at competitive prices, in the absence of fixed-price supplier contracts, may adversely affect our business, financial condition, cash flows and results of operations**” on page 30.

Market Competition and Economic Conditions

The competitive landscape across India's food staples, ready to cook and food contract manufacturing segments is highly diverse, with participation from large FMCG companies, regional and mid-sized players, private labels and emerging niche brands. The food staples segment is relatively mature and scale-driven, where competition is led by strong brands with extensive sourcing networks and nationwide distribution, with pricing, supply chain efficiency and brand trust remaining key differentiators. In contrast, the RTC segment is more fragmented and innovation-intensive, characterised by frequent product launches, shorter innovation cycles and greater emphasis on taste, convenience and menu variety. (Source: D&B Report)

Further, the food contract manufacturing segment is marked by a fragmented base of manufacturers, with competition centred on quality standards, regulatory compliance, scalability and cost efficiency. Rising compliance requirements and customer expectations around certifications and traceability are increasing operational complexity, while competition in the

RTC and contract manufacturing segments is increasingly driven by innovation capability, operational agility and compliance standards. Shorter product life cycles, rapidly changing consumer preferences and rising demand for customised and differentiated offerings favour players that can quickly innovate and scale production, thereby increasing the importance of operational capability, innovation and reliability alongside traditional scale and pricing advantages. (Source: D&B Report)

The performance of our customers' products may be affected by several factors beyond our control, including changes in consumer preferences, increased competition, pricing pressures, unsuccessful product launches, adverse publicity, product recalls, changes in regulatory requirements, macroeconomic conditions, seasonal fluctuations, supply chain disruptions and the inability of our customers to effectively market and distribute their products. Any reduction in demand for our customers' products, loss of market share by our customers or discontinuation of products for which we act as a manufacturing partner may lead to lower order volumes and reduced capacity utilisation. For further details, see "**Risk Factors - Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, results of operations, cash flows and financial condition.**" on page 40.

Manufacturing Capacity and Operational Efficiency

We are operating an integrated food manufacturing platform with operations spanning across procurement, processing, value addition, manufacturing and packaging of varied type of finished food products. Our manufacturing operations are supported by four (4) manufacturing units comprising nine (9) facilities comprising an installed production capacity of 42,620.76 tonnes as at Fiscal 2025, with an aggregate manufacturing area of 2,53,437 sq. ft.

Our manufacturing facilities and production processes are also designed for production flexibility, allowing us to manufacture a range of products on the same production line. Further, our facilities are equipped with processing and extrusion technologies that support the manufacture of a diverse range of products, including extruded snacks, millet flakes, noodles and pasta. As a result, we are able to cater to a broad range of RTE/RTC food products and other FMCG products while maintaining consistent quality. As a food contract manufacturer, our ability to undertake multiple stages of processing and packaging, from sourcing of raw materials to the manufacture and packaging of finished products, within our manufacturing facilities allows us to exercise greater control over product quality, production timelines, operational efficiency, and customer service. Further, the infrastructure is designed to support both standard and customized product requirements of private label customers.

We believe that these capabilities allow us to serve customers across multiple product categories rather than being dependent on a single category. Over the years, this has enabled us to build long-standing customer relationships and expand our presence across different segments of the food market. The following table provides manufacturing unit-wise break-up of our revenue from operations for the nine-months period ended December 31, 2025 and for last three fiscals:

Particular	Nine-months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
Unit-I	1,343.27	57.79	877.34	33.73	789.73	48.92	490.85	42.58
Unit-II	154.25	6.64	333.61	12.83	179.49	11.12	185.07	16.05
Unit-III	74.32	3.20	666.31	25.62	124.51	7.71	78.09	6.77
Unit-IV	732.40	31.51	698.70	26.86	502.04	31.10	389.22	33.76
Total	2,304.23	99.13	2,575.96	99.03	1,595.77	98.85	1,143.24	99.17

Any slowdown, disruption, or interruption in our manufacturing operations, or the under-utilisation of our existing or future manufacturing facilities, could adversely affect our business, financial condition, results of operations, and cash flows. Our manufacturing operations are exposed to various operational risks beyond our control, including power outages, labour shortages or disputes, natural disasters, industrial accidents, equipment breakdowns, and changes in, or non-compliance with, applicable regional and national regulatory requirements. In addition, any failure, damage, or obsolescence of machinery and equipment at our manufacturing facilities may disrupt production, reduce operating efficiency, delay the fulfilment of customer orders, and increase operating costs, which could adversely impact our financial performance. For further details, see "**Risk Factors - Our manufacturing and processing operations are dependent on the efficient functioning of our machinery and equipment, and any breakdown, malfunction or operational failure may adversely affect our operations**" on page 43.

Regulatory Compliance and Food Safety Requirements

The food contract manufacturing along with its related food categories in India is significantly shaped by a combination of incentive-based manufacturing schemes, MSME formalisation programs, infrastructure development initiatives, and policy reforms under the Make in India framework. These interventions collectively aim to enhance value addition, improve food safety and quality, strengthen supply chains, promote sustainability, and build globally competitive Indian food brands. Collectively, these regulatory policies and programmes create a supportive but compliance-intensive ecosystem for the food processing industry. (Source: D&B Report)

Government regulations and policies in India may significantly influence the demand for our products and the manner in which we conduct our business. The regulatory framework governing our operations is extensive, spans multiple industries, and is subject to change from time to time, often with limited or no prior notice. In addition, changes in applicable tax laws and regulatory requirements may require us to modify our operations, implement additional compliance measures, or incur capital expenditure to maintain compliance. Any failure to obtain, maintain, or renew the statutory and regulatory licenses, permits, and approvals required for our operations could adversely affect our business, financial condition, results of operations, and cash flows. For further details, see *“Risk Factors - We are subject to extensive food safety regulations administered by the FSSAI and other statutory authorities. Any non-compliance with applicable food safety standards at our contract manufacturing units, including in respect of any batch of products manufactured by us, may expose us to license suspension, criminal proceedings or other regulatory action, and could have a material adverse effect on our business, financial condition, cash flows and results of operations.”* on page 37.

Non-Generally Accepted Accounting Principles Financial Measures (“Non-GAAP Measures”) and Operational Measures

Certain measures included in this Draft Red Herring Prospectus, for instance Return on Net Worth, Net worth, Net Asset Value (“NAV”), Return on Equity (RoE), PAT margin, Net tangible assets, Monetary assets, Monetary assets as a percentage of Net tangible assets, Operating Profit, EBITDA and EBITDA Margin, (the **“Non-GAAP Measures and Operational Measures”**), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Further, these Non- GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit for the years 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, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and 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 of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such Non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company’s operating performance.

Material Accounting Policies

Material accounting policies applied by our Company in the preparation of the Restated Consolidated Financial Information are listed below. Such accounting policies have been applied consistently to all the periods presented in the Restated Consolidated Financial Information, unless otherwise indicated.

1. Corporate Information:

Functional & Innovative Foods Limited (Formerly known as Functional & Innovative Foods Private Limited) (‘the Parent’ or ‘the Company’ or ‘Holding Company’) was incorporated on 12th September 2020 as a Private Limited Company. The Company has converted to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company and consequently the name of the Company has changed to **Functional & Innovative Foods Limited** pursuant to a fresh certificate of incorporation by the Registrar of Companies on February 20, 2026.

The registered office of the Company is situated 1/374A Andipalayam Village, Andipalayam Post, Tiruchengode, Namakkal – 637214. The Company is primarily engaged in food product segment.

Pursuant to Scheme of Amalgamation approved by the Regional Director, Chennai vide its order dated December 02, 2025, Christy Super Foods Private Limited and Rebala Nutri Foodie Private Limited (the erstwhile subsidiaries) had merged with the Company with effect from April 1, 2024.

The company has investment in subsidiary namely, Christy Quality Foods (India) Private Limited. (the Holding Company and its subsidiary collectively called as “the Group”).

The Restated Consolidated financial information of the Company and its subsidiary (collectively, “the Group”) for the nine months period ended December 31, 2025 and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 were authorised for issue by Board of Directors of Functional & Innovative Foods Limited on June 20, 2026.

2. Basis of Preparation and Presentation:

A. Statement of Compliance

The Restated Consolidated Financial Information of the Company and its subsidiary (collectively, “the Group”) comprises of the Restated Consolidated Statement of Assets and Liabilities as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the nine months period ended December 31, 2025 and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, and the summary of Significant Accounting Policies and explanatory notes to the Restated Consolidated Financial Information. These Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India (‘SEBI’) on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 (“ICDR Regulations”) for the purpose of inclusion in the Draft Red Herring Prospectus (‘DRHP’) in connection with its proposed Initial Public Offering of equity shares of face value of Rs. 10 each of the Company comprising of a fresh issue of the equity shares of the company (‘Fresh Issue’) and an Offer for Sale of equity shares by the promoter shareholder of the company (the ‘Offer For Sale’), and together with the Fresh Issue (the ‘Offer’). The Restated Consolidated Financial Information has been prepared by the Company in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (“the Act”), as amended (along with the rules framed therein);
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”).

These Restated Consolidated Financial Information of the Group have been prepared to comply in all material respects with the Indian Accounting Standards (“Ind AS”) as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), presentation requirements of Division II of Schedule III of the Act, as applicable to the financial statements and other relevant provisions of the Act. The Restated Consolidated Financial Information of the Group were authorized for issue by the Board of Directors at their meeting held on June 20, 2026.

These Restated Consolidated Financial Information have been compiled by the Management from:

- i. Audited Special Purpose Consolidated Interim Financial Statements of the Group as at and for the nine months period ended December 31, 2025 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 “Interim Financial Reporting”, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 20, 2026.

- ii. Audited Special Purpose Consolidated Financial Statements of the Group as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with the Ind AS, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on June 20, 2026.

In order to meet SEBI requirement in connection with proposed initial public offering ('IPO'), the Company is required to provide Consolidated Financial Statements (CFS) prepared in accordance with Indian Accounting Standard (Ind AS) for all the three years and the stub period audited and certified by the statutory auditor(s) who holds a valid certificate by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). To comply with the mentioned requirements, the company has prepared Special Purpose Consolidated Financial Statements derived from the statutory financial statements of the Company for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 after incorporating Ind AS adjustments and reclassifications necessary to comply with Indian Accounting Standards ('Ind AS'). The transition date to IND AS has been considered to be April 1, 2022.

The special purpose Ind AS financial statements with required restatement have been included in the restated consolidated financial statements prepared for the purpose of filing the DRHP.

The Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2025, 2024 and 2023 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the period ended December 31, 2025.

b) do not require any adjustment for modification as there is no modification in the underlying audit reports on the Special Purpose Consolidated Financial Information.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the date of auditor's report.

A summary of the material accounting policy information and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) as specified under section 133 of the Act including applicable IND AS and accounting principles generally accepted in India.

The accounting policies set out below have been applied consistently to all the periods presented in the Restated Consolidated Financial Statements. These Financial Statements have been prepared on a going concern basis.

B. Business Combination under common control:

During the nine months period ended December 31, 2025, the erstwhile subsidiary companies namely, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited amalgamated with Functional & Innovative Foods Limited under the Scheme of arrangement approved by Regional Director, Chennai order dated December 02, 2025.

Business Combinations involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, are considered as common control business combinations. Such business combinations involving entities or businesses under common control shall be accounted for using the pooling of interests method.

The assets and liabilities of the combining entities or businesses are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The financial information in the financial statements in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements irrespective of the actual date of the combination. The identity of the reserves appearing in the financial statements of the transferor is preserved and appears in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Investments if any carried in the books of Holding Company is adjusted against the capital reserve in accordance with Ind AS 103 Appendix C.

This transaction was accounted as common control transaction as per Appendix C of IND AS 103. Accordingly, this

transaction was accounted retrospectively for the periods presented as part of the Restated Consolidated Financial Information. Also, the Special Purpose Consolidated Financial Information as at and for the years ended March 31, 2025, 2024 and 2023 have been prepared after giving effect of accounting for the aforesaid business combination.

The details of the business combinations, the carrying values of the assets, liabilities and reserves acquired and harmonised as per the revised accounting policies, and the resultant capital reserve are given in note 16.

C. Basis of Consolidation

The Company acquired control over the subsidiary namely Christy Quality Foods (India) Private Limited during the financial year ended March 31, 2025.

For the purpose of preparation of the restated financial statements and transition to Indian Accounting Standards (Ind AS), the Group structure has been presented based on the current holding – subsidiary relationship. Accordingly, entity which are presently subsidiary of the Company have been considered as subsidiary for the earlier periods presented as well, based on the assessment of control in accordance with IND AS 110 – Consolidated Financial Statements, irrespective of the timing of legal acquisition of shareholding.

Further where the subsidiary form part of a common control arrangement, the financial information has been presented as if the current group structure existed throughout the periods presented, solely for the purpose of preparation of the restated financial statements.

The percentage of shareholding disclosed represents the legal ownership interest as at the respective reporting dates, and no adjustment has been made to such shareholding percentages pursuant to the transition from previous GAAP to IND AS.

The restated consolidated financial information comprise the financial statements of the parent Company and its subsidiary for the period ended December 31, 2025 and for the year ended March 31, 2025, 2024 and 2023.

The details of shareholding in subsidiary company is tabulated below:

Name of the Entity	% of Shareholding as at December 31, 2025	% of Shareholding as at March 31, 2025
Christy Quality Foods India (Private) Limited	100.00%	100.00%

Note: 1 (one) equity share of Christy Quality Foods India (Private) Limited has been held by Senthilkumar Chinnusamy in the nominee capacity on behalf of Functional & Innovative Foods Limited.

Subsidiaries are entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Restated Consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial information in preparing the restated consolidated financial information to ensure conformity with the group's accounting policies.

The restated consolidated financial information of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Company, i.e., nine months period ended December 31, 2025 and year ended March 31, 2025, March 31, 2024, and March 31, 2023.

Consolidation has been carried out from the earliest presented period considering the Appendix C of Ind AS 103, Business Combinations.

D. Basis of Measurement:

The Restated Consolidated Financial Statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair values or amortised cost method.

(Refer accounting policy on financial instruments)

- financial assets are measured either at fair value or at amortised cost depending on the classification;
- employee defined benefit assets/(liabilities) are recognised as the net total of the fair value of plan assets, adjusted for actuarial gains/(losses) and the present value of the defined benefit obligation;
- long-term borrowings are measured at amortised cost using the effective interest rate method; and
- right-of-use the assets are recognised at the present value of lease payments that are not paid at that date. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs, incurred, if any.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

E. Functional & Presentation currency :

The financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency and all amounts are rounded-off to the million, unless otherwise indicated.

F. Current and Non current Classification:

An asset has been classified as current when it satisfies any of the following criteria;

- a) It is expected to be realized in, or is intended for sale or consumption in, the normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within twelve months after the reporting date; or
- d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

A liability has been classified as current when it satisfies any of the following criteria;

- a) It is expected to be settled in the normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within twelve months after the reporting date; or
- d) The Group does not have an unconditional right to defer settlements of the liability for atleast twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets and liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/activities, the Group has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

G. Use of Estimates, assumptions and Judgements

The preparation of the Restated Consolidated Financial Statements in conformity with Ind AS requires the Management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may vary from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

- a.) Impairment of investments: The Group reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- b.) Useful lives of property, plant and equipment: The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.
- c.) Measurement of defined benefit obligations: The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.
- d.) Recognition and measurement of provisions and contingencies: Key assumptions about the likelihood and magnitude of outflow of resources are subject to significant uncertainty.
- e.) Recognition of Deferred Tax Assets: It is recognised based on the assumption that future taxable profits will be available against which tax losses carried forward can be utilised.

H. Fair value measurement

Certain accounting policies and disclosures of the Group require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Property, Plant and Equipment

The Group has elected to continue with the carrying value of all its Property, Plant and Equipment under the Indian GAAP as on 31 March 2022, as its deemed cost as on the transition date.

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Freehold land is measured at cost and not depreciated. Cost includes related taxes, duties, freight, insurance, etc. attributable to the acquisition, installation of the fixed assets and borrowing cost if capitalisation criteria are met but excludes duties and taxes that are recoverable from tax authorities.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Subsequent expenditure like major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

Machinery Spares including spare parts, stand-by and servicing equipment are capitalised as property, plant and equipment if they meet the definition of property, plant and equipment i.e. if the Group intends to use these for more than a period of 12 months. These spare parts capitalized are depreciated as per Ind AS 16.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Capital Work-in-Progress: Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest. Once it becomes available for use, their cost is re-classified to appropriate caption and are subjected to depreciation. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets

Depreciation and Amortisation

Depreciation on assets (other than freehold land) has been provided on pro-rata basis on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Description of Assets	Estimated Useful life (in years)
Plant & Machinery	15
Motor Vehicles	8 to 15
Building	15
Electrical Fittings	10
Furniture & Fittings	3
Computer	3

Description of Assets	Estimated Useful life (in years)
Office equipment	5

Depreciation is provided pro-rata from the date of Capitalisation. The residual values are not more than 5% of the original cost of the asset.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

Investment properties:

The Group has elected to continue with the carrying value of its Investment property under the Indian GAAP as on 31 March 2022, as the deemed cost for the purpose of transition to IND AS.

Investment property represents property to earn rentals or for capital appreciation or both.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. The fair value has been determined considering market comparable data, prevailing market conditions and guideline values notified by the relevant governmental authorities.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

Impairment of non-financial assets:

The carrying values of assets/cash generating units are reviewed at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of the asset exceeds the recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the Statement of Profit and Loss.

Inventories:

Raw materials, Packing material and stock-in-trade are valued at lower of cost (net of allowances) and net realisable value. Cost is determined using FIFO method and includes purchase cost, freight, taxes and duties and other costs incurred to bring inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Work-in-process and finished goods are valued at lower of cost (net of allowances) and net realisable value. Cost is determined using weighted average method and includes all direct costs and appropriate proportion of overheads to bring the goods to the present location and condition. Due allowance is made for slow/non-moving items, based on management estimates.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

Initial recognition and measurement: All financial assets are recognised initially at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Subsequent measurement:

For the purpose of subsequent measurement, financial assets are classified into three categories as follows:

Financial assets at amortised cost: A financial asset shall be measured at amortised cost if both of the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and other eligible current and non-current financial assets.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other Income" line item.

Financial assets at Fair value through Other Comprehensive Income (FVTOCI):

Financial assets are measured at fair value through Other Comprehensive Income if

(a) the financial asset is held within a business model whose objective is to collect contractual cash flows and sell financial assets and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. If the Group decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss.

Financial assets at Fair value through Profit or Loss (FVTPL):

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at FVTPL, which otherwise meets amortised cost or FVOCI criteria, if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item.

Dividend on financial assets at FVTPL is recognised when the right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

De-recognition: A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial

assets) is derecognised primarily when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred substantially all the risks and rewards of the asset

On derecognition of the financial assets other than equity instruments designated at FVTOCI, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and loss.

Impairment of financial assets: In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure:

ECL is measured through a loss allowance on a following basis:

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Group assesses the credit risk characteristics on instrument by instrument basis.

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

B. Financial liabilities

Initial recognition and measurement: All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include borrowings, trade and other payables.

Subsequent measurement: The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost:

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of the subsequent accounting periods. This is represented by borrowings, trade and other payables which are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

Financial liabilities at fair value through profit or loss

Financial Liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial Liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

For liabilities designated as FVTPL, fair value gains / losses attributable to changes in own credit risks are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

De-recognition: A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss

Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their use on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amount of cash and which are subject to insignificant risk of change in value.

Foreign Currencies

Foreign currency transactions

Foreign exchange transactions are recorded at the exchange rate prevailing on the date of the transaction. Year-end monetary assets and liabilities denominated in foreign currencies are translated at the year-end / period end exchange rates. Non-monetary items measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary items measured at fair value and denominated in a foreign currency are translated using the exchange rate prevailing on the date when the fair value was determined.

Exchange differences arising on settlement or translation of monetary items are recognized in the Statement of Profit and Loss. The gain or loss arising on translation of non-monetary items measured at fair value is treated consistently with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value changes are recognized in Other Comprehensive Income or in the Statement of Profit and Loss are also recognized in OCI or in profit and loss, respectively).

Cash Flow Statement

Cash flows are reported using the indirect method, whereby Profit / (Loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

Earnings per share:

Basic earnings per share is computed by dividing the profit / (loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity would decrease the net profit per share from continuing ordinary operations.

Revenue recognition

Revenue is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Group is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, Goods and Services tax (GST) are not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Sale of Goods and Services: Revenue from sale of goods is recognised when control of the goods is transferred to the customers. The normal credit term is 30 to 45 days from the invoice date. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of services: The Group recognises revenue when the services are rendered and there are no uncertainties involved in its ultimate realisation.

Interest income: Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividends: Dividend income is accounted for when the right to receive it is established as on the date of Balance Sheet.

Rental Income: Rental income arising from operating leases is accounted for on a straight-line basis over the lease term and is included in revenue in the statement of profit or loss due to its operating nature.

Contract Balances

Contract Assets

A Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

The amount recognised as contract assets is reclassified to trade receivables once the amounts are billed to the customer as per the terms of the contract.

Trade receivables

A receivable represents the right to an amount of consideration that is unconditional.(i.e only passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for initial recognition and its subsequent measurement.

Contract Liabilities

A Contract Liability is the obligation to transfer goods or services to a customer for which the group has received

consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the entity transfers goods or services to the customer, a contract liability is recognised when the payment is made or when it is due (whichever is earlier). Contract Liabilities are recognised as revenue when the entity performs the contract.

Employee Benefits:

Short term Employee Benefits:

Short term Employee Benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post Employment benefits:

Employee benefits include provident fund, employee state insurance, gratuity fund and compensated absences.

I. Defined Contribution Plan

Provident Fund: The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. The Group has no obligation, other than the contribution payable to the provident fund.

Employee State Insurance: Contributions to Employees State Insurance Scheme are recognised as expense in the year in which the services are rendered.

II. Defined Benefit Plan

Gratuity: The Group operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund, managed by Life Insurance Corporation of India (LIC). The Group accounts its liability for future gratuity benefits based on actuarial valuation, as at the Balance Sheet date, determined every year using the Projected Unit Credit method. Actuarial gains/losses are immediately recognised in retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The defined benefit obligation recognised in the Balance Sheet represents the present value of the Defined Benefit Obligation less the Fair Value of Plan Assets out of which the obligations are expected to be settled and adjusted for unrecognised past service cost, if any. Any asset arising out of this calculation is limited to the past service cost plus the present value of available refunds and reduction in future contributions.

Compensated Absences:

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulated compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Short-term employee benefits are recognised as an expense on an undiscounted basis in the Statement of Profit and Loss as and when the related services are rendered.

Leases

Group as a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease. Rental income from operating leases is recognised on straight-line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on straight-line basis over the lease term.

Group as a lessee

Right of use assets: The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test.

Lease Liabilities:

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Significant judgement in determining the lease term of contracts with renewal options: The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Taxes on Income

Current income tax

The tax currently payable is based on taxable profit for the year. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. In the absence of adequate taxable profits, the Group is required to pay Minimum Alternate Tax (MAT) on the book profits, as adjusted for certain provisions.

Deferred tax

Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

MAT paid in accordance with the tax laws, if any, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal tax. Accordingly, MAT is recognised as a deferred tax asset in the Balance sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chief Operating Decision Maker (CODM) reviews the operations of the Group as food product segment as the business of the Group falls within a single line of business. All other activities of the Group revolve around its main business. Hence, no separate segment information has been furnished.

First time adoption of IND AS

The Group has prepared opening Balance Sheet as per Ind AS as of April 1, 2022 (transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, derecognising items of assets or liabilities which are not permitted to be recognised by Ind AS, reclassifying items from Indian GAAP to Ind AS as required, and applying Ind AS to measure the recognised assets and liabilities. The exemptions availed by the Group under Ind AS 101 are as follows:

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The following are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS.

a) Mandatory exceptions to retrospective applications:

i. Estimates

On assessment of estimates made under the Indian GAAP financial statements, the Group has concluded that there is no necessity to revise such estimates under Ind AS, as there is no objective evidence of an error in those estimates except impairment of financial asset based on expected credit loss model as the same was not required under Indian GAAP.

ii. Classification and measurement of financial assets and financial liabilities

Ind AS - 101 requires the Group to assess classification and measurement of financial assets and financial liabilities on the basis of facts and circumstances that exist at the date of transition to Ind AS. The Group has assessed the same accordingly.

iii. Derecognition of financial assets and financial liabilities

The Group has applied the de-recognition requirements under IND AS 109 prospectively for transactions occurring on or after the date of transition to IND AS.

iv. Impairment of financial assets

The Company has applied the exception related impairment of financial assets given in Ind AS 101. It has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial

assets were initially recognized and compared that to the credit risk as at 1 April 2022.

b) IND AS optional exemptions

i. Deemed cost Previous GAAP carrying amount

Ind AS 101 permits first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP (Indian GAAP) and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Group has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

ii. Leases

The Group has elected to assess whether a contract or arrangement contains a lease on a retrospective basis i.e. on the basis of facts and circumstances existing as at 1 April, 2022.

At the date of transition, the Company has applied the following practical expedients as permitted by Ind AS 101 and Ind AS 116:

- Applied a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on previous assessments of whether a contract contains a lease-
- Excluded leases with a remaining lease term of 12 months or less from recognition
- Used hindsight in determining the lease term where options to extend or terminate existed

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Results of Operations based on our Restated Consolidated Financial Information

The following tables set forth our selected restated financial data from our restated consolidated statement of profit and loss for Fiscals 2023, 2024, 2025 and for the Nine months period ended December 31, 2025, the components of which are also expressed as a percentage of restated total income for such periods:

Particulars	Nine months period ended December 31, 2025		Fiscal					
			2025		2024		2023	
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income
Income								
Revenue from operations	2,324.43	99.80	2,601.17	99.75	1,614.27	99.63	1,152.84	99.75
Other income	4.59	0.20	6.43	0.25	5.96	0.37	2.90	0.25
Total Income	2,329.02	100.00	2,607.60	100.00	1,620.23	100.00	1,155.74	100.00
Expense								
Cost of material consumed	1,484.24	63.73	1,869.48	71.69	1,095.15	67.59	837.88	72.50
Purchases of Stock-in-Trade	309.69	13.30	100.70	3.86	27.00	1.67	12.97	1.12
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(105.42)	(4.53)	(61.89)	(2.37)	(25.46)	(1.57)	(1.33)	(0.12)
Employee Benefits Expense	123.20	5.29	159.89	6.13	137.78	8.50	100.10	8.66
Finance Costs	18.07	0.78	16.42	0.63	16.19	1.00	13.23	1.14
Depreciation and Amortization Expenses	35.79	1.54	28.06	1.08	24.90	1.54	20.81	1.80
Other Expenses	143.07	6.14	194.70	7.47	171.15	10.56	134.40	11.63
Total Expenses	2,008.64	86.24	2,307.36	88.49	1,446.71	89.29	1,118.06	96.74
Restated Profit/(Loss) before tax	320.38	13.76	300.24	11.51	173.52	10.71	37.68	3.26
Tax Expenses								
Current Tax	63.88	2.74	70.31	2.70	37.04	2.29	6.95	0.60
Deferred Tax Charge/(Credit)	0.42	0.02	(2.29)	(0.09)	(1.11)	(0.07)	(1.50)	(0.13)
Total tax expenses	64.30	2.76	68.02	2.61	35.93	2.22	5.45	0.47
Restated Profit/(Loss) for the year	256.08	11.00	232.22	8.91	137.59	8.49	32.23	2.79

Nine months period ended December 31, 2025

Total income

Total income for the nine-months period ended December 31, 2025 stood at ₹ 2,329.02 million. The income during the period was primarily driven by revenue from operations and other income.

Revenue from operations

For the nine-month period ended December 31, 2025, revenue from operations amounted to ₹ 2,324.43 million, representing 99.80% of the total income. The revenue from operations was primarily driven by the sale of products, which contributed ₹ 2,303.78 million, accounting for 99.11% of our total revenue from operation. Other operating revenue amounted to ₹20.65 million, accounting for 0.89% of our total income, and primarily comprised job work income.

Other income

Other income for the nine-months period ended December 31, 2025 was ₹ 4.59 million, accounting for 0.20% of total income. Other income primarily comprised other non-operating income (includes rental income & discounts received) contributing ₹ 3.73 million, followed by interest income contributing ₹ 0.80 million.

Total expenses:

Total expenses for the nine-months period ended December 31, 2025 was ₹ 2,008.64 million, representing 86.24% of total income which comprised of cost of materials consumed of ₹ 1,484.24 million, purchases of stock-in-trade of ₹ 309.69 million, changes in inventories of finished goods, stock-in –trade & work-in-progress of ₹ (105.42) million, employee benefits expenses of ₹ 123.20 million, finance cost of ₹ 18.07 million, depreciation and amortization expenses of ₹ 35.79 million, and other expenses of ₹ 143.07 million.

A detailed break-up of each component is provided below:

Cost of materials consumed

Our cost of materials consumed for the nine months ended December 31, 2025 was ₹ 1,484.24 million, representing 63.73% of our total income, comprising cost of raw materials and packaging materials.

Purchase of stock-in-trade

Our purchase of stock-in-trade for the nine-months period ended December 31, 2025 was ₹ 309.69 million, representing 13.30% of our total income which primarily, consists of food staple items.

Changes in inventories of finished goods, stock-in-trade & work-in-progress

Our change in inventories of finished goods, stock-in-trade & work-in-progress for the nine-month period ended December 31, 2025 were ₹ (105.42) million.

Employee benefit expenses

Our employee benefits expenses for the nine-months period ended December 31, 2025 was ₹ 123.20 million, which primarily included salaries, wages & bonus of ₹ 111.82 million, contribution to provident and other funds of ₹ 3.38 million, gratuity expenses of ₹ 5.27 million and staff welfare expenses of ₹ 2.73 million.

Finance costs

Our finance costs for the nine-months period ended December 31, 2025 was ₹ 18.07 million, representing 0.78% of our total income. Finance costs were primarily incurred on interest expenses for term loan of ₹ 5.51 million, interest on cash credit loan and lease liability of ₹ 12.23 million and ₹ 0.33 million respectively.

Depreciation and amortisation expenses

Our depreciation and amortization expense for the nine-months period ended December 31, 2025 was ₹ 35.79 million,

representing 1.54% of our total income.

Other expenses

Our other expenses were ₹ 143.07 million for the nine months ended December 31, 2025, which primarily included power, fuel & water charges, consumption of stores and spares, freight, clearing and forwarding expenses, job work charges, repairs and maintenance expenses and selling & distribution expenses.

Tax expenses

Total tax expenses for the nine-months period ended December 31, 2025 was ₹ 64.30 million. The tax expense primarily comprised current tax of ₹ 63.88 million, and deferred tax of ₹ 0.42 million.

Restated profit for the period

Our restated profit for the nine-months period ended December 31, 2025 was ₹ 256.08 million, representing a PAT margin of 11.00% of total income. The increase in the PAT margin was primarily attributable to the optimum utilisation of manufacturing capacity, which reached 90.95%, resulting in production of 33,094.32 tonnes during the nine-month period ended December 31, 2025.

Fiscal 2025 Compared to Fiscal 2024

Total income

Total income increased substantially by 60.94% from ₹ 1,620.23 million in Fiscal 2024 to ₹ 2,607.60 million in Fiscal 2025 due to significant increases in revenue from operations.

Revenue from operations

Our revenue from operations increased by 61.14%, from ₹ 1,614.27 million in Fiscal 2024 to ₹ 2,601.17 million in Fiscal 2025. This growth was primarily driven by a significant increase in revenue from Sale of products, which increased from ₹ 1,595.04 million in Fiscal 2024 to ₹ 2,566.96 million in Fiscal 2025. This growth was supported by increased installed capacity and capacity utilisation. For the Fiscal 2025, our capacity utilisation was increased to 80.89% from 60.99% in Fiscal 2024. Additionally, the growth in the contribution of our Private Label business vertical was a key driver of the increase in revenue. The following table sets forth the contribution by business vertical to our revenue from sale of products for the years indicated:

Particular	Fiscal 2025		Fiscal 2024	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
<i>Revenue from Contract Manufacturing Segment</i>				
Private label manufacturing	1,842.83	70.85	1,068.21	66.17
Full-service contract manufacturing model	34.43	1.32	25.52	1.58
<i>Revenue from Sale of own branded products</i>				
Owned branded products	698.70	26.86	502.04	31.10
Total[^]	2,575.96	99.03	1,595.77	98.85

[^]Note: Total sales of product before discount/incentive of sales

Our revenue from the Private Label business vertical increased by 72.52%, from ₹1,068.21 million in Fiscal 2024 to ₹1,842.83 million in Fiscal 2025. Consequently, the contribution of the Private Label business vertical to our revenue from operations increased to 70.85% in Fiscal 2025 from 66.17% in Fiscal 2024, reflecting its growing importance to our business. In contrast, the contribution of our Own Brand business vertical to revenue from operations decreased to 26.86% in Fiscal 2025 from 31.10% in Fiscal 2024, primarily due to the relatively higher growth in the Private Label business vertical.

Other income:

Our other income increased by 7.93% from ₹ 5.96 million in Fiscal 2024 to ₹ 6.43 million in Fiscal 2025, primarily due to increase in other non-operating income from ₹ 3.13 million in Fiscal 2024 to ₹ 4.68 million in Fiscal 2025.

Total expenditure

Our total expenses increased by 59.49% from ₹ 1,446.71 million in Fiscal 2024 to ₹ 2,307.36 million in Fiscal 2025.

Cost of materials consumed

Our cost of materials consumed increased by 70.71 % from ₹ 1,095.15 million in Fiscal 2024 to ₹ 1,869.48 million in Fiscal 2025. The increase in cost of material consumed was substantially in line with the increase in actual production of the company, which increased by 88.15% from 18,322.60 tonnes in Fiscal 2024 to 34,473.87 tonnes in Fiscal 2025.

Purchase of stock-in-trade

Our purchase of stock in trade increased by 272.95% from ₹ 27.00 million in Fiscal 2024 to ₹ 100.70 million in Fiscal 2025, consistent with the growth in sales of stock-in-trade.

Changes in inventories of finished goods, stock-in-trade & work-in-progress

Changes in inventories of finished goods, stock-in-trade & work-in-progress increased by 143.07%, to ₹ (61.89) million in Fiscal 2025 from ₹ (25.46) million in Fiscal 2024. This was primarily due to an increase in finished goods, stock-in-trade and work-in-progress inventories at the end of the year to ₹ 121.08 million in Fiscal 2025 from ₹ 59.19 million in Fiscal 2024, and an increase in finished goods, stock-in-trade & work-in-progress inventories at the beginning of the year to ₹ 59.19 million in Fiscal 2025 from ₹ 33.73 million in Fiscal 2024.

Employee benefit expenses

Our employee benefit expenses increased by 16.05% from ₹ 137.78 million in Fiscal 2024 to ₹ 159.89 million in Fiscal 2025, the increase was primarily attributable to the growth in the workforce, with the employee headcount at the end of the year increasing from 607 in Fiscal 2024 to 645 in Fiscal 2025.

Finance costs

Our finance costs increased by 1.42% from ₹ 16.19 million in Fiscal 2024 to ₹ 16.42 million in Fiscal 2025. The increase was primarily due to higher interest expenses on cash credit, which rose from ₹ 11.90 million in Fiscal 2024 to ₹ 14.20 million in Fiscal 2025, driven by an increase in total borrowings.

Depreciation and amortisation expense

Our depreciation and amortization expense increased by 12.70 % from ₹ 24.90 million in Fiscal 2024 to ₹ 28.06 million in Fiscal 2025. This increase in depreciation and amortisation expense is mainly on account of addition to gross block of property, plants & equipment by ₹ 92.82 million during the fiscal 2025.

Other expenses

Our other expenses increased by 13.76% from ₹ 171.15 million in Fiscal 2024 to ₹ 194.70 million in Fiscal 2025. The primary reason for increase in other expenses is attributable to:

- (i) Increase of 8.48% in power, fuel & water charges from ₹ 42.09 million in Fiscal 2024 to ₹ 45.66 million in Fiscal 2025 due to increase in actual production.
- (ii) Increase of 23.61% in repair and maintenance of machinery, building, office, vehicles from ₹ 12.93 million in Fiscal 2024 to ₹ 15.98 million in Fiscal 2025.
- (iii) Increase of 23.95% in consumption of stores and spares expenses from ₹ 25.26 million in Fiscal 2024 to ₹ 31.31 million in Fiscal 2025.
- (iv) Increase of 7.78% selling & distribution expenses from ₹ 27.86 million in Fiscal 2024 to ₹ 30.03 million in Fiscal 2025.

Tax expenses

Our tax expense was ₹ 68.02 million and ₹ 35.93 million for the Fiscal 2025 and Fiscal 2024, respectively showing increase of 89.32%. Increase in tax expenses was primarily attributable to overall increase in revenue from operations and profit before tax.

Restated profit for the year

Due to the factors discussed above, our restated profit for the year increased by 68.78% from ₹ 137.59 million in Fiscal 2024 to ₹ 232.22 million in Fiscal 2025. The increase in restated profit was primarily attributable to the improved utilisation of manufacturing capacity, which increased to 80.89% in Fiscal 2025 from 60.99% in Fiscal 2024, along with an increase in installed capacity, resulting in enhanced overall profitability.

Fiscal 2024 Compared to Fiscal 2023

Total income

Our total income increased substantially by 40.19% from ₹ 1,155.74 million in Fiscal 2023 to ₹ 1,620.23 million in Fiscal 2024.

Revenue from operations

Our revenue from operations increased by 40.03% rising from ₹ 1,152.84 million in Fiscal 2023 to ₹ 1,614.27 million in Fiscal 2024. This growth was primarily driven by an increase actual production of the company for the same period increased 13,739.29 tonnes in Fiscal 2023 to 18,322.60 tonnes in Fiscal 2024, resulting into increase in sale of products from ₹ 1,142.55 million in Fiscal 2023 to ₹ 1,595.04 million in Fiscal 2024. Additionally, the increased contribution of our Private Label business vertical was a key driver of our overall revenue growth. The following table sets forth the contribution by business vertical to our revenue from sale of products for the years indicated:

Particular	Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operation	Amount (₹ in million)	% of revenue from operation
<i>Revenue from Contract Manufacturing Segment</i>				
Private label manufacturing	1,068.21	66.17	742.50	64.41
Full-service contract manufacturing model	25.52	1.58	11.52	1.00
<i>Revenue from Sale of own branded products</i>				
Owned branded products	502.04	31.10	389.22	33.76
Total[^]	1,595.77	98.85	1,143.24	99.17

[^]Note: Total sales of product before discount/incentive of sales

Our revenue from the Private Label business vertical increased by 43.87%, from ₹742.50 million in Fiscal 2023 to ₹1,068.21 million in Fiscal 2024. Consequently, the contribution of the Private Label business vertical to our revenue from operations increased to 66.17% in Fiscal 2024 from 64.41% in Fiscal 2023, reflecting its growing significance in our business. In contrast, the contribution of our Own Brand business vertical to revenue from operations declined to 31.10% in Fiscal 2024 from 33.76% in Fiscal 2023, primarily due to the relatively higher growth in the Private Label business vertical.

Other income:

Other income increased by 105.07% from ₹ 2.90 million in Fiscal 2023 to ₹ 5.96 million in Fiscal 2024, primarily due to: (i) 170.03% increase in interest income from ₹ 1.02 million in Fiscal 2023 to ₹ 2.76 million in Fiscal 2024, (ii) 71.72% increase in other non-operating income from ₹1.82 million in Fiscal 2023 to ₹ 3.13 million in Fiscal 2024.

Total expenditure:

Our total expenses increased by 29.39% from ₹ 1,118.06 million in Fiscal 2023 to ₹ 1,446.71 million in Fiscal 2024. The reasons for change are discussed below:

Cost of materials consumed

Our cost of materials consumed increased by 30.70% from ₹ 837.88 million in Fiscal 2023 to ₹ 1,095.15 million in Fiscal

2024. The increase in cost of materials consumed was in line with the increase in actual production of the company for the same period, which, increased by 33.36% from 13,739.29 tonnes in Fiscal 2023 to 18,322.60 tonnes in Fiscal 2024.

Purchase of stock-in-trade

Purchase of stock in trade increased by 108.16% from ₹ 12.97 million in Fiscal 2023 to ₹ 27.00 million in Fiscal 2024.

Changes in inventories of finished goods, stock-in-trade & work-in-progress

Our changes in inventories of finished goods, stock-in-trade & work-in-progress was ₹ (25.46) million in Fiscal 2024, as compared to ₹ (1.33) million in Fiscal 2023. This was primarily due to an increase in finished goods, stock-in-trade and work-in-progress inventories at the end of the year to ₹ 59.19 million in Fiscal 2024 from ₹ 33.73 million in Fiscal 2023, and an increase in finished goods, stock-in-trade & work-in-progress inventories at the beginning of the year to ₹ 33.73 million in Fiscal 2024 from ₹ 32.40 million in Fiscal 2023.

Employee benefit expenses

Our employee benefit expenses increased by 37.64% from ₹ 100.10 million in Fiscal 2023 to ₹ 137.78 million in Fiscal 2024. The increase was primarily attributable to the growth in the workforce, with the employee headcount at the end of the year increasing from 488 in Fiscal 2023 to 607 in Fiscal 2024.

Finance costs

Our finance costs increased by 22.37% from ₹ 13.23 million in Fiscal 2023 to ₹ 16.19 million in Fiscal 2024. The increase was primarily due to higher interest expenses on term loans and cash credit, which rose from ₹ 12.29 million in Fiscal 2023 to ₹ 14.79 million in Fiscal 2024, driven by an increase in total borrowings.

Depreciation and amortisation expense

Our depreciation and amortization expense increased by 19.61% from ₹ 20.81 million in Fiscal 2023 to ₹ 24.90 million in Fiscal 2024. Increase in depreciation and amortisation expense is mainly on account of addition to gross block of property, plants & equipment by ₹ 46.12 million in Fiscal 2024.

Other expenses

Our other expenses increased by 27.34% from ₹ 134.40 million in Fiscal 2023 to ₹ 171.15 million in Fiscal 2024. Our total other expenses represented 10.56% of total income in Fiscal 2024 and 11.63% of total income in Fiscal 2023. The primary reason for increase in other expenses is attributable to:

- (i) Increase of 54.29% in power, fuel & water charges from ₹ 27.28 million in Fiscal 2023 to ₹ 42.09 million in Fiscal 2024 due to increase in volume of production.
- (ii) Increase of 36.54% in consumption of stores and spares from ₹ 18.50 million in Fiscal 2023 to ₹ 25.26 million in Fiscal 2024.
- (iii) Increase of 45.96% in freight, clearing and forwarding expenses from ₹ 25.22 million in Fiscal 2023 to ₹ 36.81 million in Fiscal 2024.
- (iv) Increase of 12.64% in selling & distribution expenses from ₹ 24.74 million in Fiscal 2023 to ₹ 27.86 million in Fiscal 2024.

Tax expenses

Tax expense was ₹ 35.93 million and ₹ 5.45 million in the Fiscal 2024 and Fiscal 2023, respectively showing increase of 599.14%. Increase in tax expenses was primarily attributable to overall increase in Revenue from Operations and profit before tax.

Restated profit for the year

Due to the factors discussed above, our restated profit for the year increased by 326.83% from ₹ 32.23 million in Fiscal 2023

to ₹ 137.59 million in Fiscal 2024. The increase in restated profit was primarily attributable to the improved utilisation of manufacturing capacity, which increased to 60.99% in Fiscal 2024 from 56.29% in Fiscal 2023, along with an increase in installed capacity, resulting in enhanced overall profitability.

Selected Restated Consolidated Statement of Assets and Liabilities

The table below sets forth the principal components of our total assets, equity and liabilities as at the periods indicated in the table below:

(₹ in million)

Particulars	As at December 31, 2025	As at Fiscal 2025	As at Fiscal 2024	As at Fiscal 2023
Total Non-current Assets	389.67	344.94	243.70	146.12
Total current assets	1,241.99	639.65	619.22	438.37
Total Assets	1,631.66	984.59	862.92	584.49
Total Equity	714.35	275.53	267.16	129.35
Total Non-current Liabilities	73.54	268.24	74.38	46.37
Total current liabilities	843.77	440.82	521.38	408.77
Total Equity and liabilities	1,631.66	984.59	862.92	584.49

Our total non-current assets were ₹ 146.12 million as at Fiscal 2023, increased by 66.78 % to ₹ 243.70 million as at Fiscal 2024, and further increased by 41.54% to ₹ 344.94 million as at Fiscal 2025. The increase in our non-current assets was primarily due to addition of property, plant & equipment including capital work-in-progress. As at December 31, 2025, our total non-current assets were ₹ 389.67 million.

Our total current assets were ₹ 438.37 million as at Fiscal 2023, increased by 41.26% to ₹ 619.22 million as at Fiscal 2024, and further increased by 3.30% to ₹ 639.65 million as at Fiscal 2025. The increase in our total current assets was primarily due to increase in inventories, trade receivables and other financial assets. As at December 31, 2025, our total current assets were ₹ 1,241.99 million.

Our total equity was ₹ 129.35 million as at Fiscal 2023, increased by 106.54% to ₹ 267.16 million as at Fiscal 2024, and further increased by 3.13% to ₹ 275.53 million as at Fiscal 2025. The increase in total equity was primarily due to increase in restated profit as well as retained earnings. Further as at December 31, 2025, our total equity was ₹ 714.35 million.

Our total non-current liabilities were ₹ 46.37 million as at Fiscal 2023, increased by 60.38 % to ₹ 74.38 million as at Fiscal 2024, and further increased by 260.66% to ₹ 268.24 million in Fiscal 2025, primarily driven by an increase in non-current borrowings and other non-current liability. Further as at December 31, 2025, our total non-current liabilities were ₹ 73.54 million.

Our total current liabilities were ₹ 408.77 million as at Fiscal 2023, increased by 27.55% to ₹ 521.38 million as at Fiscal 2024, primarily due to increase in borrowings and trade payables. As at Fiscal 2025, our total current liabilities were decreased by 15.45% to ₹ 440.82 million due to significant decrease in trade payables. Further as at December 31, 2025, our total current liabilities were ₹ 843.77 million.

Liquidity and Capital Resources

We have historically financed the expansion of our business and operations through a combination of internal accruals and external borrowings.

Cash flows based on our Restated Consolidated Financial Information

The following table sets forth certain information relating to our Company's statement of cash flows for the periods indicated below:

(₹ in million)

Particulars	Nine-months period ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net Cash flow from/ (Used in) Operating Activities (A)	17.24	125.70	75.76	(51.73)
Net Cash flow from/ (Used in) Investing Activities (B)	(80.62)	(156.61)	(105.77)	(101.20)
Net Cash flow from/ (Used in) Financing Activities (C)	40.53	29.48	50.79	172.83
Net Increase/(Decrease) in cash & cash equivalents	(22.85)	(1.43)	20.78	19.90
Cash & Cash equivalent at the beginning of the year	50.07	51.50	30.72	10.82
Cash & Cash equivalent at the end of the year	27.22	50.07	51.50	30.72

Operating Activities

Our net cash flow from operating activities for the nine months ended December 31, 2025, was ₹ 17.24 million, while our operating profit before working capital changes was ₹ 370.15 million. Our net investment of working capital was ₹ 295.20 million. Our movements in working capital primarily comprised of increase in inventories of ₹ 167.54 million and increase in trade receivables of ₹ 461.55 million, increase in trade payables of ₹ 187.34 million and other current liabilities of ₹ 139.34. Direct taxes paid during the period were ₹ 57.70 million, which resulted in net cash generated from operations of ₹ 17.24 million.

Our net cash flow from operating activities for Fiscal 2025 was ₹ 125.70 million, while our operating profit before working capital changes was ₹ 340.17 million. Our net investment of working capital was ₹ 130.98 million. Our movements in working capital primarily comprised of increase in inventories of ₹ 127.98 million, financial assets of ₹ 17.49 million and a decrease in other current assets of ₹ 28.80 million, trade receivables of ₹ 85.93 million. Increase in provision of ₹ 5.72 million, other current liabilities of ₹ 8.21 million and decrease in trade payables of ₹ 114.17 million. Direct taxes paid during the year were ₹ 83.49 million, which resulted in net cash generated from operations of ₹ 125.70 million.

Our net cash flow from operating activities for Fiscal 2024 was ₹ 75.76 million, while our operating profit before working capital changes was ₹ 208.54 million. Our net investment of working capital was ₹ 109.34 million. Our movements in working capital primarily comprised of increase in inventories of ₹ 84.25 million, trade receivables of ₹ 96.35 million, other current assets of ₹ 17.47 million, increase in provision of ₹ 4.98 million, trade payables of ₹ 48.89 million, other current liabilities of ₹ 12.40 million and decrease in financial assets of ₹ 22.46 million. Direct taxes paid during the year was ₹ 23.44 million, which resulted in net cash generated from operations of ₹ 75.76 million.

Our net cash used in operating activities for Fiscal 2023 was ₹ 51.73 million, while our operating profit before working capital changes was ₹ 72.12 million. Our net investment of working capital was ₹ 115.78 million. Our movements in working capital primarily comprised of increase in inventories of ₹ 21.94 million, trade receivables of ₹ 133.35 million, financial assets of ₹ 46.27 million, other current assets of ₹ 23.94 million, increase in provision of ₹ 3.50 million, trade payables of ₹ 106.32 million and decrease in other current liabilities of ₹ 0.10 million. Direct taxes paid during the year was ₹ 8.07 million, which resulted in net cash used in operations of ₹ 51.73 million.

Investing Activities

Our net cash used in investing activities was ₹ 80.62 million for the nine-months period ended December 31, 2025, which primarily consisted of payment for purchase of property, plant & equipment including capital work-in-progress of ₹ 73.21 million, investment in deposit with bank of ₹ 8.29 million, which were primarily offset by proceeds from sale of property, plant & equipment of ₹ 0.08 million and proceeds from interest income of ₹ 0.80 million.

Our net cash used in investing activities was ₹ 156.61 million for Fiscal 2025, which primarily consisted of purchase of property, plant & equipment including capital work-in-progress of ₹ 116.84 million, investment in Subsidiary (net of Cash acquired) of ₹ 48.57 million, which were primarily offset by proceeds from sale of property, plant & equipment of ₹ 0.59 million, proceed from deposit with bank of ₹ 6.69 million, and proceeds from interest income of ₹ 1.52 million.

Our net cash used in investing activities was ₹ 105.77 million for Fiscal 2024, which primarily consisted of purchase of property, plant & equipment including intangible assets of ₹ 107.93 million, payment for investment property of ₹ 0.58 million, which were primarily offset by proceeds from interest income of ₹ 2.76 million.

Our net cash used in investing activities was ₹ 101.20 million for Fiscal 2023, which was primarily consisted of purchase of property, plant & equipment including capital work-in-progress of ₹ 93.54 million, investment in deposit with bank of ₹ 10.18 million, which were primarily offset by proceeds from interest income of ₹ 1.02 million.

Financing Activities

Our net cash flow from financing activities for the nine - months ended December 31, 2025 was ₹ 40.53 million, which primarily included proceed from borrowing of ₹ 60.08 million, payment of lease liabilities of ₹ 1.81 million and finance cost paid of ₹ 17.74 million.

Our net cash flow from financing activities for Fiscal 2025 was ₹ 29.48 million, which primarily included proceed from borrowing of ₹ 47.68 million, payment of lease liabilities of ₹ 2.39 million and finance cost paid of ₹ 15.81 million.

Our net cash flow from financing activities for Fiscal 2024 was ₹ 50.79 million, which primarily included proceeds from borrowing of ₹ 68.65 million, payment of lease liabilities of ₹ 2.45 million and finance costs paid of ₹ 15.41 million.

Our net cash flow from financing activities for Fiscal 2023 was ₹ 172.83 million, which primarily included proceeds from borrowing of ₹ 187.52 million, payment of lease liabilities of ₹ 2.40 million and finance costs paid of ₹ 12.29 million.

Financial Indebtedness

The following table sets forth our secured and unsecured debt position as of the below mentioned periods:

(₹ in million)

Particulars	As at December 31, 2025	As at Fiscal 2025	As at Fiscal 2024	As at Fiscal 2023
Non-current borrowings	52.60	68.01	52.95	27.43
Current borrowings (including current maturity of non-current borrowing)	351.51	276.02	243.40	200.27
Total borrowings	404.11	344.03	296.35	227.70

For more information, see “**Financial Indebtedness**” on page 375.

Contractual Obligation

The table below sets forth our contractual obligations as at December 31, 2025 as per the Restated Consolidated Financial Information. These obligations primarily relate to our contractual maturities of financial liabilities such as trade payables, other financial liabilities.

(in ₹ million)

Particulars	Total	Less than 1 years	1 years to 5 years	More than 5 years
Borrowing	404.11	351.51	52.60	-
Trade and other Payables	320.64	241.42	79.22	-
Lease Liabilities	3.65	2.45	1.20	-
Other financial liabilities	3.48	3.48	-	-

Contingent Liabilities

The following is summary table of our contingent liabilities for the Fiscals and period indicated as per the Restated Consolidated Financial Information:

(in ₹ million)

Particulars	As at December 31, 2025
Contingent liabilities	
Guarantee on behalf of others	264.90
Commitments	

Particulars	As at December 31, 2025
Estimated amount of contracts remaining to be executed on capital accounts and not provided for	-

Guarantee on behalf of others

Particulars	As at December 31, 2025
In favour of Christy Apparels Private Limited	4.90
In favour of Christy Quality Foods (India) Private Limited	200.00
In favour of Tiruchengode MSME Cluster Packing Federation	60.00

Capital expenditure

The following table sets forth the historical capital expenditures which were, and we expect our future capital expenditures to be, primarily for the purchase of plant and equipment, intangible assets. Capital expenditure is calculated as a total on gross additions made towards property, plant and equipment and capital work-in-progress as per our Restated Consolidated Financial Information, for the Fiscals and period indicated:

(in ₹ million)

Particulars	Nine months period ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Additions to property, plant and equipment (A)	158.99	92.82	46.12	90.34
Additions to capital work-in-progress (B)	16.74	23.98	61.79	-
Total (A+B)	175.73	116.80	107.91	90.34

We intend to utilize a portion of the Net Proceeds towards capital expenditure. See “*Objects of the Offer*” on page 104.

- Funding capital expenditure for the setting up of new manufacturing unit at Namakkal, Tamil Nadu (**Proposed Unit-V**) for sprouted and fortified products;
- Funding capital expenditure for the setting up of new manufacturing unit at Dhar, Madhya Pradesh for manufacturing of existing product portfolio of our company (**Proposed Unit-VI**, together with Proposed Unit-V, ‘**Proposed Units**);

Changes in Accounting Policies

There have been no changes in our accounting policies in the nine-months period ended December 31, 2025 and Fiscals 2025, 2024 and 2023.

Auditor’s Observations

There are no audit qualifications in Emphasis of matters for the nine-months period ended December 31, 2025 and Fiscal 2025, 2024 and 2023 in the Restated Consolidated Financial Information which require adjustments.

Quantitative and Qualitative Disclosures about Market Risk

The Company's activities expose it to a variety of financial risks. The Company's primary focus is to foresee the unpredictability of such risks and seek to minimize potential adverse effects on its financial performance. The Company has a robust risk management process and framework in place. This process is coordinated by the Board, which meets regularly to review risks as well as the progress against the planned actions. The Board seeks to identify, evaluate business risks and challenges across the Company through such framework. These risks include Credit risk, market risk and liquidity risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company’s receivables from customers and investment securities.

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. Credit risk on receivables is limited as all the outstanding receivables are within a period of 6 months. The Company has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

(in ₹ million)

Particulars	Nine months period ended December 31, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Trade receivables	698.77	237.63	325.44	228.96
Cash and cash equivalents	27.22	50.07	51.50	30.72
Non-current financial assets	24.89	11.78	6.83	9.71
Current financial assets	1.48	18.30	13.99	1.93

Trade and other receivables:

Trade receivables are contractual amounts due from customers for after completion of performance obligation. Trade receivables are non-interest bearing and are generally ranges from 60 to 90 days credit, depending upon contractual terms. The management evaluates the outstanding receivables on a periodic basis and provides for the impairment loss based on the established policy.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

The Company follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on its trade receivables. For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances, clubbed with, historical experience with the customer and/or the industry in which the customer operates and assessment of litigation, if applicable. Receivables are written off when they are no more deemed collectible.

Though the Company executes projects with repeat customers but there is no significant customer level concentration of the credit risk as at any of the reported periods. Further, there is no concentrated risk based on the location where the Company operates.

Cash and cash equivalents:

Cash and bank balances are managed by the Company's treasury department. Concentration risk is constantly monitored to mitigate financial loss.

Other financial assets:

Other financial assets include loans and receivable from parties including related parties are periodically reviewed by the management. Where the carrying amount of any receivable exceeds the fair value of respective asset, an impairment loss, to that extent, is provided for in the financial statements.

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and future plans of the Board of Directors and management, no material uncertainty exists as on the date of the approval of the financial statements indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors.

The Company provides for 12 month expected credit losses for all financial assets which is required to be impaired as per the policy. Based on the assessment, none of the assets other than trade receivables is impaired for credit losses.

Particulars	As at Nine months period ended December 31, 2025	As at Fiscal 2025	As at Fiscal 2024	As at Fiscal 2023
Trade receivables	698.77	237.63	325.44	228.96
% of Expected credit loss	(0.14%)	(0.32%)	(0.25%)	(0.86%)
Expected credit loss carried at balance sheet	(1.01)	(0.76)	(0.81)	(1.98)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rate. The Company manages its interest rate risk by having an agreed portfolio of fixed and variable rate borrowings. With all the other variable remaining constant, the following table demonstrates the sensitivity to a reasonable change in the interest rate borrowings.

Particulars	As at Nine months period ended December 31, 2025	As at Fiscal 2025	As at Fiscal 2024	As at Fiscal 2023
Financial assets				
Interest bearing - Fixed interest rate	-	-	-	-
Current Fixed Deposit	0.25	16.15	12.00	0.82
Financial liabilities				
Interest Bearing	-	-	-	-
Secured - From banks				
Term Loan	76.02	92.42	69.05	27.55
Cash credit	282.44	201.52	131.53	96.02

Interest Rate Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows

Particulars	As at Nine months period ended December 31, 2025	As at Fiscal 2025	As at Fiscal 2024	As at Fiscal 2023
Increase in 100 bps points Effect on Profit before tax	(3.58)	(2.94)	(2.01)	(1.24)
Decrease in 100 bps points Effect on Profit before tax	3.58	2.94	2.01	1.24

Other price risk

Company's exposure to equity securities or equity related instruments price risk arises from quoted investments held and classified in the balance sheet as fair value through PL. Company's exposure is insignificant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing including debts and cash credits from banks at an optimised cost.

The Companies maximum exposure to credit risk for the components of the balance sheet for the periods/ years ended as at December 31, 2025, March 31, 2025, March 31, 2024, March 31, 2023 is the carrying amount. The liquidity risk is managed on the basis of expected maturity dates of financial liabilities. The average credit period taken to settle trade payable is about 90 days. The other payables are with short term durations. The carrying amounts are assumed to be a reasonable approximation of fair value.

The following table analysis financial liabilities by remaining contractual maturities

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
As at December 31, 2025				
Borrowings	351.51	52.60	-	404.11
Trade and Other payables	241.42	79.22	-	320.64
Lease Liability	2.45	1.20	-	3.65
Other financial liability	3.48	-	-	3.48
Total	598.86	133.02	-	731.88
As at March 31, 2025				
Borrowings	276.02	68.01	-	344.03
Trade and Other payables	127.38	5.91	-	133.29
Lease Liability	2.45	2.68	-	5.13
Other financial liability	15.77	-	-	15.77
Total	421.62	76.60	-	498.22
As at March 31, 2024				
Borrowings	243.40	52.95	-	296.35
Trade and Other payables	236.00	11.46	-	247.46
Lease Liability	2.45	4.46	-	6.91
Other financial liability	0.78	-	-	0.78
Total	482.63	68.87	-	551.50
As at March 31, 2023				
Borrowings	200.27	27.43	-	227.70
Trade and Other payables	188.30	10.27	-	198.57
Lease Liability	2.45	6.13	-	8.58
Other financial liability	1.55	-	-	1.55
Total	392.56	43.83	-	436.39

At present, the Company does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows

Foreign currency risk

The Company's entire operations are carried out in India and all transactions are denominated in Indian Rupees. Consequently, the Company does not have any significant exposure to foreign currency risk.

Related Party Transactions

We have, in the course of their business and operations, entered into transactions with related parties, such as rent paid, job work, loan taken and repayment thereof, remuneration to KMPs, directors paid. For further information see "**Summary of Related Party Transactions**" and "**Restated Consolidated Financial Information**" on pages 80 and 302, respectively.

Significant Economic Changes

Other than as described above, to the best of the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations. For further details, please see "**Our Business - Overview**" and "**Risk Factors**" on pages 222 and 28, respectively.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Effect Of Inflation

We are affected by inflation as it has an impact on the material cost, wages, etc. in line with changing inflation rates; we rework our margins so as to absorb the inflationary impact.

Material Frauds

There are no material frauds, as reported by our Statutory Auditor, committed against our Company in the nine-months period ended December 31, 2025 and the last three Fiscals.

Unusual or Infrequent Events of Transactions

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income and discretionary reduction of expenses, etc. that have in the past or may in the future affect our business or results of operations.

Known Trends or Uncertainties

Our business has been subject to significant economic changes arising from the trends identified above in "**Significant Factors Affecting our Financial Conditions and Results of Operations**" and the uncertainties described in "**Risk Factors**" on page 28. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Future Relationship between Cost and Income

Other than as described above and in "**Our Business**" and "**Risk Factors**" on pages 221 and 28, respectively, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

New Products or Business Segments

Other than as disclosed in this section and in "**Our Business**" and "**Object of the Offer**" on page 221 and 104, respectively, as on the date of this Draft Red Herring Prospectus, there are no new products or business segments that have had or are expected to have a material impact on our business prospects, results of operations or financial condition.

Segment Reporting

The Company primarily operates in the food product segment. The board directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance indicators of the company as a single unit. Therefore, there is no reportable segment for the Company as per the requirement of Ind AS 108 "Operating Segments". Geographical Locations: The geographical segments have been considered for the disclosure as secondary segment, under which the domestic segment includes sales to customers located in India and overseas segment includes sales to customer located Outside India.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

For changes in revenue in the last three Fiscals are as described in “- Fiscal 2025 compared with Fiscal 2024 – Revenue from Operations” and “- Fiscal 2024 compared with Fiscal 2023 - Revenue from Operations” above on pages 398 and 400 respectively.

Seasonality

Our business is not subject to seasonality.

Material increases in net income and sales

Material increases in our net income and sales are primarily due to the reasons described in this section above.

Significant dependence on a single or few customers

Our business and financial condition in any given year is significantly dependent on our top 10 customers. For further details, see “*Risk Factors – We are significantly dependent on our top 10 customers. We derived 60.63%, 69.75%, 54.72% and 46.24% of our revenue from operations during the nine months period ended December 31, 2025, and Fiscals 2025, 2024 and 2023, respectively, from our top 10 customers. Loss of such customers, a substantial reduction in purchases by such customers or our inability to attract new customers in addition to our existing customers will have a material adverse impact on our business, results of operations and financial condition.*” on page 28. Set out below is a break-up of the revenue contribution of our top 1, 3, 5 and 10 customers to our revenues from operations in the nine months period ended December 31, 2025 and the last three Fiscals:

Particulars	Nine months period ended December 31, 2025		Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations
Top 1	263.97	11.46	620.52	24.09	171.37	10.74	130.56	11.43
Top 3	704.00	30.55	997.59	38.73	481.21	30.16	300.63	26.34
Top 5	991.12	43.01	1,338.48	51.97	659.02	41.31	389.61	34.13
Top 10	1,390.63	60.36	1,796.41	69.75	872.66	54.70	528.27	46.24

Competitive Conditions

We expect to continue to compete with existing and potential competitors. For details, please refer to the discussions on competition in the sections “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on pages 28, 155, and 221 respectively.

Significant Developments after December 31, 2025, that may affect our future results of operations

Except as set out in this Draft Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially or adversely affect or are likely

to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

Recent accounting pronouncements

As on the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which, we believe, would have a material effect on our financial condition or results of operations.

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SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities including notices issued by such authorities; (iii) claims related to direct and indirect taxes; and (iv) any other outstanding litigation as determined to be material pursuant to the Materiality Policy in accordance with the SEBI ICDR Regulations in each case involving our Company, Subsidiary, Promoter, and Directors ("Relevant Parties"). Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against the Promoter in the last five financial years including any outstanding action. Further, as on the date of this Draft Red Herring Prospectus, there are no findings/observations of any inspections by SEBI or any other regulator involving our Company which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision. Furthermore, except as disclosed in this section, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters which are at FIR stage whether cognizance has been taken or not by any court or judicial authority) and (ii) actions including all penalties and show cause notices) by statutory and / or regulatory authorities involving our KMPs and SMPs.

There are no outstanding litigation involving our Group Companies which would have a material impact on our Company. Pursuant to the Materiality Policy adopted by our Board on June 20, 2026, for the purposes of (iv) above, any pending litigation involving the Relevant Parties, has been considered 'material' and accordingly disclosed in this Draft Red Herring Prospectus where:

*(i) the monetary amount of claim/amount in dispute, to the extent quantifiable, involved in any such outstanding litigation or arbitration proceedings exceeds: a) two percent of turnover, for the most recent financial year, as per the Restated Consolidated Financial Information; or (b) two percent of net worth, as at the end of the most recent financial year, as per the Restated Consolidated Financial Information, except in case the arithmetic value of the net worth is negative; or (c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years, as per the Restated Consolidated Financial Information, whichever is lower ("**Materiality Threshold**"). Accordingly, 5% of the average of absolute value of profit or loss after tax, for the last three Financial Years as per the Restated Consolidated Financial Information, amounting to ₹ 6.70 million has been considered as the Materiality Threshold for the Relevant Parties; or*

(ii) where monetary liability is not quantifiable or does not exceed the Materiality Threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects, financial position, or reputation of our Company; or

(iii) any claim/dispute involving the Relevant Parties where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the Materiality Threshold. Pre-litigation notices received by any of the Relevant Parties from third parties (excluding such notices issued by any statutory/ regulatory/ governmental/ taxation authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation until such time that the Relevant Parties are impleaded as defendants or respondents in litigation proceedings before any judicial forum. Additionally, FIRs (whether cognizance has been taken or not) initiated against the Relevant Parties shall be disclosed.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further in terms of the Materiality Policy, a creditor shall be considered "material", if the outstanding dues to such creditor is equal to or exceeds 5 % of total outstanding dues (trade payables) of our Company based on the Restated Consolidated Financial Information. Accordingly, any outstanding dues exceeding ₹ 16.03 million, which is 5 % of the total trade payables of our Company as at December 31, 2025, have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("MSME"), the disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder.

I. Litigation involving our Company

A. Litigation against our Company

a) Criminal proceedings

Nil

b) *Actions taken by regulatory and statutory authorities*

Nil

c) *Material civil proceedings*

Nil

B. *Litigation initiated by our Company*

a) *Criminal proceedings*

Nil

b) *Material civil proceedings*

Nil

C. *Tax proceedings involving our Company*

Particulars	Number of cases	Aggregate amount involved* (in ₹ million)
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Total	Nil	Nil

* To the extent quantifiable.

^ As certified by G. Sathiyar & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026.

Tax litigation involving the Company

Nil

II. *Litigation involving our Subsidiary*

A. *Litigation against our Subsidiary*

a) *Criminal proceedings*

Nil

b) *Actions taken by regulatory and statutory authorities*

Nil

c) *Material civil proceedings*

Nil

B. *Litigation initiated by our Subsidiary*

a) *Criminal proceedings*

Our Subsidiary, M/s. Christy Quality Foods India Private Limited (“**Petitioner**”), filed a Criminal Miscellaneous Petition (CRLMP No. 3618/2019 / Filing No. 3997/2019) dated June 24, 2019, against Ms. Sri Raghavendra Agencies and its Proprietor, S. Senthilkumar (“**Accused**”), before the Fast Track Court No. 1 (Judicial Magistrate), Erode, Tamil Nadu, India under sections 138 and 142 of the Negotiable Instruments Act, 1881, alleging dishonor of cheques amounting to ₹0.18 million by the Accused. It was further alleged that the Accused defaulted on a total business outstanding of ₹0.361 million and issued six checks of ₹0.03 million each which were returned unpaid with the remark "Funds Insufficient". The matter is currently pending.

b) *Material civil proceedings*

Nil

C. Tax proceedings involving our Subsidiary

Particulars	Number of cases	Aggregate amount involved* (in ₹ million)
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Total	Nil	Nil

**To the extent quantifiable.*

III. Litigation involving our Directors (other than Promoter)

A. Litigation against our Directors (other than Promoter)

a) Criminal proceedings

Nil

b) Actions taken by regulatory and statutory authorities

Nil

c) Material civil proceedings

Nil

B. Litigation initiated by our Directors (other than Promoter)

a) Criminal proceedings

Nil

b) Material civil proceedings

Nil

C. Tax proceedings involving our Directors (other than Promoter)

Particulars	Number of cases	Aggregate amount involved* (in ₹ million)
Direct tax	Nil	Nil
Total	Nil	Nil

**To the extent quantifiable.*

IV. Litigation involving our Promoter

A. Litigation against our Promoter

a) Criminal proceedings

Nil

b) Actions taken by regulatory and statutory authorities

Nil

c) Material civil proceedings

Nil

d) Disciplinary actions including penalties imposed by SEBI or stock exchanges in the last five financial years

preceding the date of this Draft Red Herring Prospectus including outstanding actions.

Nil

B. Litigation initiated by our Promoter

a) Criminal proceedings

Nil

b) Material civil proceedings

Nil

C. Tax proceedings involving our Promoter

Particulars	Number of cases	Aggregate amount involved* (in ₹ million)
Direct tax	Nil	Nil
Total	Nil	Nil

*To the extent quantifiable.

V. Litigation involving our Key Managerial Personnel and Senior Management (other than Directors)

A. Litigation against our Key Managerial Personnel and Senior Management (other than Directors)

a) Criminal proceedings

Nil

b) Actions taken by regulatory and statutory authorities

Nil

B. Litigation initiated by our Key Managerial Personnel and Senior Management (other than Directors)

a) Criminal proceedings

Nil

VI. Outstanding dues to creditors

In accordance with the Materiality Policy, a creditor to whom ₹ 16.03 million, which is 5 % of the total trade payables of our Company as at the end of the latest period of the Restated Consolidated Financial Information, is due by our Company, have been considered as material creditors.

Based on the above, the details of outstanding dues (trade payables) owed to micro and small enterprises, material creditors and other creditors, as at December 31, 2025, are set out below:

Type of creditors	Number of creditors	Amount involved (in ₹ million)*
Material creditors	5	117.44
Micro, Small and Medium Enterprises	93	56.43
Other creditors**	262	146.76
Total	360	320.63

* To the extent quantifiable.

^ As certified by G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 30, 2026.

** Also includes outstanding expenses.

The details pertaining to outstanding over dues to the material creditors along with names and amounts involved for creditor have been made available on the website of our Company at www.functionalinnovativefoods.com.

VII. Material developments

Except as stated in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 377, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months from the date of this Draft Red Herring Prospectus.

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GOVERNMENT AND OTHER STATUTORY APPROVALS

Disclosed below is a list of material approvals, licenses and registrations obtained by our Company and Material Subsidiary from the relevant governmental, statutory and regulatory authorities, under various acts, regulations and rules, which are considered material and necessary for the purpose of undertaking our business activities and operations (“**Material Approvals**”) and except as disclosed herein, all consents, licenses, registrations, permissions and approvals have been obtained by our Company and Material Subsidiary from the relevant governmental, statutory and regulatory authorities which are considered material and necessary for the purpose of undertaking our business activities and operations of our Company and Material Subsidiary. In view of such approvals, licenses and registrations, our Company can undertake the Offer and its business activities, as currently conducted, and disclosed in this Draft Red Herring Prospectus. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal, in accordance with applicable procedures and requirements, from time to time. Additionally, unless otherwise stated herein, these approvals are valid as on the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company operates, see “**Key Regulations and Policies in India**” on page 256.

For Offer -related approvals, see “**Other Regulatory and Statutory Disclosures**” on page 423. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see “**Risk Factors – Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.**” on page 51.

I. General Details of our Company and Material Subsidiary

A. Incorporation details

1. Company

- a) Certificate of incorporation dated September 15, 2020, issued to our Company under the name “*Christy Novel & Innovative Foods Private Limited*” by Registrar of Companies, Central Registration Centre.
- b) Fresh certificate of incorporation dated March 26, 2021, issued to our Company pursuant to change in name of our Company from “*Christy Novel & Innovative Foods Private Limited*” to “*Functional & Innovative Foods Private Limited*” by the Registrar of Companies, Coimbatore.
- c) Fresh certificate of incorporation dated February 23, 2026, consequent upon conversion into a public limited company, issued to our Company by the Registrar of Companies, Central Processing Centre.
- d) Our Company has been allotted the corporate identity number U15400TZ2020PLC034564.

For details in relation to the incorporation of our Company, see “**History and Certain Other Corporate Matters**” on page 266.

2. Material Subsidiary

- a) Certificate of incorporation dated April 28, 2008, issued to our material subsidiary under the name “*Christy Quality Foods (India) Private Limited*” by Registrar of Companies, Coimbatore.

B. Offer related approvals

For details of the corporate and authorizations obtained by our Company in relation to the Offer, see “**Other Regulatory and Statutory Disclosures**” – **Authority for the Offer**” on page 423.

C. Tax-related approvals

1. Company

- a) Permanent Account Number being AAICC9720G, issued by Income Tax Department of India, under the Income Tax Act, 1961.[#]

- b) Tax Deduction Account Number being CHEC14544F, issued by the Income Tax Department of India, under the Income Tax Act, 1961.[#]
- c) GST registration number being 33AAICC9720G1ZQ, 33AAICC9720G2ZP and 33AAICC9720G3ZO, issued under the Goods and Services Tax Act, 2017 by the Government of India for the business operations of our Company located within the state of Tamil Nadu.[#]

[#]The above-mentioned approvals are valid until cancelled.

2. Material Subsidiary

- a) Permanent Account Number being AADCC3606Q, issued by Income Tax Department of India, under the Income Tax Act, 1961.[#]
- b) Tax Deduction Account Number being CHEC07303C, issued by the Income Tax Department of India, under the Income Tax Act, 1961.[#]
- c) GST Registration number being 33AADCC3606Q1ZL, issued under the Goods and Services Tax Act, 2017 by the Government of India for the business operation of our Material Subsidiary located within the state of Tamil Nadu.[#]

[#]The above-mentioned approvals are valid until cancelled.

D. Labour and employment related approvals

1. Company

- a) Employee Provident Fund code issued under the Employees' Provident Fund and Miscellaneous Act, 1952, bearing code number CBSLM2188028000, dated September 15, 2020.
- b) Various Employee State Insurance codes issued under Employee State Insurance Act, 1948.
- c) Various registrations under the provisions of the Tamil Nadu Shops and Establishments Act, 1947 have been issued to our Company in respect of its three principal places of business, along with their respective additional places of business.[#]

[#]The above-mentioned registration is valid until cancelled.

2. Material Subsidiary

- a) Our Material Subsidiary has been allotted EPF establishment code number CBSLM0071503000 under the provisions of the Employee's Provident Funds and Miscellaneous Provisions Act, 1952.
- b) Our Material Subsidiary is registered with the relevant regional office of the Employee State Insurance Corporation and has been allotted code number 56000449840000009 under the provisions of the Employees' State Insurance Act, 1948.
- c) Our Material Subsidiary has been allotted registration numbers TNNMKAILTNGSE-6-26-00070 and TNERDAIL4ERDSE-6-26-00103 respectively for its registered office and the manufacturing unit under the provisions of the Tamil Nadu Shops and Establishment Act, 1947.[#]

[#]The above-mentioned approvals are valid until cancelled.

E. Foreign Trade related approvals

1. Company

- a) Importer Exporter Code being AAICC9720G, issued by the Ministry of Commerce and Industry, Government of India.[#]
- b) Registration cum membership certificate bearing registration number 224899, issued by Agricultural and Processed

Food Products Export Development Authority, Delhi. @

@The certification is granted for a specific term period and is subject to renewal.

#The above-mentioned approvals are valid until cancelled.

2. Material Subsidiary

- a) Importer Exporter Code being 3208005261, issued by Ministry of Commerce and Industry, Government of India. #

#The above-mentioned approvals are valid until cancelled.

F. Other Material Approvals

1. Company

- a) Legal Entity Identifier Code being 98450099DI3E5E8R8934, issued by Legal Entity Identifier Limited @.

@The certification is granted for a specific term period and is subject to renewal.

2. Material Subsidiary

- a) Legal Entity Identifier Code being 9845000C1CF9A6770C58, issued by Legal Entity Identifier Limited Material. @

@The certification is granted for a specific term period and is subject to renewal.

G. Material Approvals obtained in relation to business and operations of our Company and Material Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company operates through three principal places of business, classified as Unit 1, Unit 2, and Unit 3, all of which, along with their respective additional places of business, are situated in the State of Tamil Nadu and have been duly declared before the relevant statutory authorities. Unit 1 has four additional places of business, Unit 2 operates solely from its principal place of business without any additional place of business, and Unit 3 has one additional place of business. In addition, our Company's Material Subsidiary operates one manufacturing unit situated in the State of Tamil Nadu and also maintains a registered office in the State of Tamil Nadu. Our Company and our Material Subsidiary require various Material Approvals under several central or state-level acts, rules and regulations to carry on our business and operations. An indicative list of the Material Approvals required by our Company and our Material Subsidiary for the business and operation of our manufacturing units is provided below:

1. Company

- a) Various Factory licenses issued by Directorate of Industrial Safety and Health, Government of Tamil Nadu, in respect of the three principal places of business, along with their respective additional places of business. @
- b) UDYAM registration certificate bearing registration number UDYAM-TN-14-0002335, issued by Ministry of Micro, Small and Medium Enterprises. #
- c) Various FSSAI licenses issued by the Food Safety and Standards Authority of India, in respect of the three principal places of business, along with their respective additional places of business. @
- d) Various Consents to Operate issued under the Air (Prevention and Control of Pollution) Act, 1981, as amended by the Air (Prevention and Control of Pollution) Amendment Act, 1987 (Central Act 14 of 1981) and the Water (Prevention and Control of Pollution) Act, 1974, as amended by the Water (Prevention and Control of Pollution) Amendment Act, 1988 (Central Act 6 of 1974), by the Tamil Nadu Pollution Control Board, in respect of the three principal places of business, along with their respective additional places of business. @*
- e) Various Fire licenses issued by the Tamil Nadu Fire and Rescue Services, in respect of the three principal places of business, along with their respective additional places of business. @
- f) Various Legal Metrology registration certificates issued by the Department of Labour, Office of the Controller of Legal Metrology, Chennai, in respect of the three principal places of business, along with their respective additional places of business. #

- g) Halal registration certificate no. HT-61547/0626, issued by Paramount Quality Certifications.@
- h) Kosher registration certificate no. KT-61548/0626, issued by Paramount Quality Certifications.@
- i) Certificate of stability issued by the registered Chartered Civil Engineer in respect of the three principal places of business, along with their respective additional places of business.@*
- j) Audit recognition certificate bearing reference number F_EI0426_2025, issued by Eurofins Assurance India Private Limited to meet the requirements set out in BRC Global Standard for food safety.@
- k) Audit recognition certificate bearing reference number EI_FA_UC_053, issued by Eurofins Assurance India Private Limited, to meet the requirements of Good Manufacturing Process.@
- l) Certification under ISO 22000:2018 vide certificate no. IND.25.12207/FM/U, issued by Bureau Veritas Certification.@ *
- m) Certificate of registration for U.S. Food and Drug Administration bearing registration number 19564649200, issued by Stelcore Management Services LLC.
- n) Boiler certificate no. T-13933 issued by Public works Department, Directorate of Boilers.@

@The certifications are granted for a specific term period and are subject to renewal.

#The above-mentioned approvals are valid until cancelled.

*Some of the approvals are in the name of the “Functional & Innovative Foods Private Limited”, we have applied for the name change of the said approvals from “Functional & Innovative Foods Private Limited” to “Functional & Innovative Limited”.

2. Material Subsidiary

- a) Factory license bearing registration number ERO02743, issued by Directorate of Industrial Safety and Health, Government of Tamil Nadu.@
- b) UDYAM registration certificate bearing registration number UDYAM-TN-14-0025844, issued by Ministry of Micro, Small and Medium Enterprises.@
- c) Fire license bearing license no. 5649/RFL/NMSB/2025, issued by the District Office of the Fire and Rescue Services, Erode District, Tamil Nadu.@
- d) Registration certificate no. M3/59671/2011, issued by the Department of Labour (Weights & Measures), Government of Tamil Nadu#
- e) Certificate no. CS/55865/931/2025-26, issued by Spices Board, Ministry of Commerce & Industry, Government of India.@
- f) FSSAI license bearing license no. 10017042003498, issued by the Food Safety and Standards Authority of India.@
- g) Certificate of Stability, issued by Zenith Engineering Consultants, Pallipalayam.@
- h) Certificate of registration of captive generating plant bearing registration no. 10729/GEN/EDE/Dt:14/05, issued by Electrical Inspector, Government of Tamil Nadu.@
- i) Consent to Establish bearing consent order no. DEE/ERD/EST/A/4, issued under the Air (Prevention and Control of Pollution) Act, 1981, as amended by the Air (Prevention and Control of Pollution) Amendment Act, 1987 (Central Act 14 of 1981), by the Tamil Nadu Pollution Control Board.
- j) Consent to Establish bearing consent order no. DEE/ERD/EST/W/4, issued under the Water (Prevention and Control of Pollution) Act, 1974, as amended by the Water (Prevention and Control of Pollution) Amendment Act, 1988 (Central Act 6 of 1974), by the Tamil Nadu Pollution Control Board.

- k) Consent to Operate bearing consent order no. 2608274313243, issued under the Air (Prevention and Control of Pollution) Act, 1981, as amended by the Air (Prevention and Control of Pollution) Amendment Act, 1987 (Central Act 14 of 1981), by the Tamil Nadu Pollution Control Board.@
- l) Consent to Operate bearing consent order no. 2605174313243, issued under the Water (Prevention and Control of Pollution) Act, 1974, as amended by the Water (Prevention and Control of Pollution) Amendment Act, 1988 (Central Act 6 of 1974), by the Tamil Nadu Pollution Control Board.@
- m) Certification under ISO 22000:2018 vide certificate no. F-10501/25, issued by QSCert.@"

@The certifications are granted for a specific term period and are subject to renewal.

#The above-mentioned approvals are valid until cancelled.

H. Material Approvals pending in respect of our Company and Material Subsidiary

Material approvals or renewals for which applications are currently pending before relevant authorities.

1. Company

- a) We have applied for Consent to Operate under the Air (Prevention and Control of Pollution) Act, 1981, as amended by the Air (Prevention and Control of Pollution) Amendment Act, 1987 (Central Act 14 of 1981) and the Water (Prevention and Control of Pollution) Act, 1974, as amended by the Water (Prevention and Control of Pollution) Amendment Act, 1988 (Central Act 6 of 1974), issued by the Tamil Nadu Pollution Control Board, in respect of the two additional place of business of Unit -1, which remains pending as on date of this Draft Red Herring Prospectus.
- a) We have applied for the renewal of the Certificate of Registration of our Captive Generating Plant, issued by the Electrical Inspector, Government of Tamil Nadu, in respect of the principal place of business of Unit-1. The application for such renewal remains pending as of the date of this Draft Red Herring Prospectus.

2. Material Subsidiary

Nil

Material approvals yet to be applied for

1. Company

Nil

2. Material Subsidiary

Nil

I. Intellectual Property

1. Company

As on the date of this Draft Red Herring Prospectus, we have four trademark applications in the name of our Company in

India under Classes 29 and 30. The applications comprise two device mark applications bearing the logo  and two word/device mark applications for "**Functional & Innovative Foods REDEFINING NUTRITION**", filed with the Trade Marks Registry, Government of India. All such trademark applications are currently at the "Formalities Chk Pass" stage.

2. Material Subsidiary

As on the date of this Draft Red Herring Prospectus, our Material Subsidiary has four registered trademarks in India under



Classes 29 and 30. These registrations include the trademark "NALAAS" and the device mark , which are registered with the Trade Marks Registry, Government of India. Of these, two registrations pertain to Class 29 and two registrations pertain to Class 30, and are valid up to the years 2029, 2034 and 2035, respectively.

For further information, see "*Our Business– Intellectual Property Rights*" on page 249 and "*Risk Factors – We may be unable to adequately obtain, maintain, protect and enforce our intellectual property rights. We may also be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations*" on page 48.

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OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

Our Board has authorised the Offer by way of its resolution dated June 20, 2026 read with resolution dated and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed on June 21, 2026. Further, our Board has taken on record the consent and the authorization of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on June 20, 2026.

Our Board pursuant to its resolution dated June 30, 2026 have approved this Draft Red Herring Prospectus and the Draft Abridged Prospectus for filing with SEBI and the Stock Exchanges.

Approvals from the Promoter Selling Shareholder

The Promoter Selling Shareholder has confirmed and approved the inclusion of its of the Offered Shares in the Offer for Sale, as set out below:

S. No.	Promoter Selling Shareholder	Number of Offered Shares	Date of consent letter
1	Senthil Kumar Chinnusamy	Up to 2,500,000 Equity Shares bearing face value of ₹ 10 each	June 20, 2026

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to letters each dated [●].

Prohibition by SEBI, RBI or governmental authorities

Our Company, our Promoter, members of the Promoter Group, our Directors and the Promoter Selling Shareholder confirm that they are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any authority or court.

Our Company, Promoter and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Company or our Promoter or Directors are not declared as 'Fraudulent Borrowers' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016 and the SEBI ICDR Regulations

Our Promoter or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

The Promoter Selling Shareholder confirms that they have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

All the Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

There are no outstanding convertible securities or any other right which would entitle any person with any option to receive Equity Shares of our Company.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoter, member of our Promoter Group, and the Promoter Selling Shareholder, severally and not jointly, confirm that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, in relation to equity shares of our Company, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner and there are no outstanding actions initiated by the SEBI against any of our Directors in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- I. Our Company has net tangible assets of at least ₹30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- II. Our Company has an average operating profit of at least ₹150.00 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- III. Our Company has a net worth of at least ₹10.00 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and
- IV. Our Company has not changed its name in the last one year, other than the deletion of the word “Private” from the name of our Company pursuant to our conversion from a private limited company into a public limited company. Our Company has not undertaken any new activity pursuant to such change in name.

Our Promoter Selling Shareholder confirmed that his respective portion of the Equity Shares being offered for sale have been held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI and are accordingly eligible for being offered for sale in the Offer, in terms of Regulations 8 to the extent applicable.

Set forth below are our Company’s net tangible assets, monetary assets as a percentage of the net tangible assets, operating profit, and net worth, derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, as at, and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023:

Derived from the Restated Consolidated Financial Information:

Particulars	Fiscal		
	2025	2024	2023
Net tangible assets, as restated and consolidated (A) ⁽¹⁾ (₹ in million)	266.17	260.09	123.38
Operating profit for the year ended, as restated and consolidated (B) ⁽⁴⁾ (₹ in million)	310.23	183.75	48.01
Average restated pre-tax operating profit for the financial years ended March 31, 2025, 2024 and 2023, as restated and consolidated (C) (₹ in million)	180.66		
Net Worth, as restated and consolidated (D) ⁽³⁾ (₹ in million)	275.53	267.16	129.35
Monetary assets, as restated and consolidated (E) ⁽²⁾ (₹ in million)	60.48	62.92	40.90
Monetary assets, as restated and consolidated as a % of the Net tangible asset, as restated and consolidated (in %) (E)/(A) ⁽²⁾	22.72	24.19	33.15

Source: Restated Consolidated Financial Information as included in “**Summary of Financial Information**” on page 74.

Notes:

⁽¹⁾ Net tangible assets have been defined in Regulation 2(1)gg of the SEBI ICDR Regulations as the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.

⁽²⁾ Monetary assets means cash and cash equivalents, bank balance other than cash and cash equivalents.

⁽³⁾ Considering the accounting treatment prescribed under Appendix C of Ind AS 103, Goodwill created out of Scheme of Arrangement, Capital of subsidiaries has been disclosed as capital reserve in negative, hence not considered in adjustment for computation of Net Worth

⁽⁴⁾ Considering the accounting treatment prescribed under Appendix C of Ind AS 103, Goodwill created out of Scheme of Arrangement, Capital of subsidiaries has been disclosed as capital reserve in negative, hence not considered in adjustment for computation of Net Worth

Our Company has operating profits in each of Fiscal 2025, 2024 and 2023 in terms of our Restated Consolidated Financial Information. Our average operating profit for Fiscals 2025, 2024 and 2023 is ₹ 180.66 million. For further details, please see “**Financial Information-Restated Consolidated Financial Information**” on page 302.

We are currently eligible to undertake the Offer as per rule 19(2)(b) of the SCRR read with regulation 6(1) of the SEBI ICDR Regulations. Accordingly, in terms of Regulation 32(1) of the SEBI ICDR Regulations, we are required to allocate: (i) not more than 50% of the Offer to QIBs, 5% of which shall be allocated to Mutual Funds exclusively; (ii) not less than 15% of the Offer to Non-Institutional Bidders; and (iii) not less than 35% of the Offer to RIIs, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees under the Offer shall be not less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws.

Our Company confirms that it is not ineligible to make the Offer in terms of Regulations 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable. Our Company confirms that it is in compliance with the conditions specified in regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The details of compliance with Regulation 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- I. Our Company, Promoter, members of our Promoter Group, Selling Shareholder and Directors are not debarred from accessing the capital market by SEBI;
- II. None of our Promoter or Directors are promoters or directors of any other company which is debarred from accessing the capital market by SEBI;
- III. Neither our Company nor our Directors or Promoter have been declared as a 'willful defaulter' or a 'fraudulent borrower', as defined under the SEBI ICDR Regulations;
- IV. None of our Promoter or Directors have been declared as fugitive economic offenders, under section 12 of the Fugitive Economic Offenders Act, 2018,
- V. There are no outstanding convertible securities or any other right, which would entitle any person with any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus;
- VI. Our Company, along with the Registrar to the Offer, has entered into tripartite agreements dated June 24, 2026 and June 25, 2026 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;
- VII. The entire shareholding of our Promoter, Promoter Group, Selling Shareholder, Directors and Key Managerial Personnel are in dematerialised form as on the date of this Draft Red Herring Prospectus. Further, our Senior Managerial Personnel and employees do not hold any shares in the Company, as on the date of this Draft Red Herring Prospectus;
- VIII. The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares, as on the date of filing of this Draft Red Herring Prospectus;
- IX. There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.
- X. Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated [●], respectively.
- XI. Our Company has appointed [●] as the Designated Stock Exchange.
- XII. There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in the Offer document.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING

PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER BEING, BEELINE CAPITAL ADVISORS PRIVATE LIMITED (“BRLM”) HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 30, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS SHALL NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act 2013. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act 2013.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholder and the BRLM

Our Company, the Directors, and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information, including our Company’s website www.functionalinnovativefoods.com would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into among the Underwriters, and our Company.

All information shall be made available by our Company, the Promoter Selling Shareholder solely to the extent relating to themselves and their respective portion of the Offered Shares and to the extent required in relation to the Offer for Sale and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares.

The BRLM and their respective associates and affiliates, in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, our Subsidiary, our Group Companies, the Promoter Selling Shareholder and their group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter Selling Shareholder and their group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term ‘affiliate’ means any person or entity that controls or is controlled by

or is under common control with another person or entity.

Disclaimer in respect of jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872), Hindu Undivided Families (“HUFs”), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial companies or trusts under the applicable trust laws, and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, permitted insurance companies registered with IRDAI, and pension funds with minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, systematically important NBFCs registered with the RBI and, to permitted Non-Residents including Eligible NRIs, Alternative Investment Funds (“AIFs”), Foreign Portfolio Investors registered with SEBI (“FPIs”) and QIBs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to or purchase the Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at, Coimbatore, Tamil Nadu, India only.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, 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 in accordance with any applicable U.S. state securities laws.

Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of

Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE

As required, a copy of the Pre-filed Draft Red Herring Prospectus was submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Pre-filed Draft Red Herring Prospectus, is set forth below:

“BSE Limited (“the Exchange”) has given vide its letter dated [●], permission to this Company to use the Exchange’s name in this offer document as one of the stock exchanges on which this company’s securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner :-

- a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or*
- b) warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or*
- c) take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company.*

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquired any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by any reason of any loss which may be suffered by such person consequent to or in connect with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.”

Disclaimer clause of NSE

As required, a copy of the Pre-filed Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Pre-filed Draft Red Herring Prospectus is set forth below:

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●], permission to the Company to use the Exchange’s name in this Offer Document as one of the Stock Exchanges on which this Company’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company.

Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

Listing

The Equity Shares proposed to be Allotted pursuant to the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being offered and transferred in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary

formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI. If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Promoter Selling Shareholder with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholder in proportion to its respective portion of the Offered Shares. For the avoidance of doubt, subject to applicable law, the Promoter Selling Shareholder shall not be responsible to pay and/or reimburse any expenses towards refund or any interest thereon for any delay, unless such failure or default or delay, as the case may be, is by, and is directly attributable to, an act or omission, of the Promoter Selling Shareholder and such liability shall be limited to the extent of its respective portion of the Offered Shares.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of Section 38(1) 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 involving an amount of at least ₹ 1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 1 million or 1% of the turnover of our Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 5 million or with both.

Consents

Consents in writing of: (a) the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, the legal counsel to our Company, the bankers to our Company, lenders to our Company (wherever applicable), Industry Report Provider, Cost Vetting Report Provider, Statutory Auditors, the BRLM and Registrar to the Offer have been obtained; and (b) the Syndicate Member(s), Bankers to the Offer (Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank(s) and Refund Bank) and the Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act 2013, and such consents shall not be withdrawn up to the time of filing of the Red Herring Prospectus with the RoC.

Experts

Our Company has received written consent dated June 30, 2026 from our Statutory Auditors, G Sathiyam & Co, Chartered Accountants to include their name as required under Section 26 of the Companies Act 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent applicable, and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated June 20, 2026 on our Restated Consolidated Financial Information; and (ii) report dated June 30, 2026 on the statement of possible special tax benefits available to (a) our Company and its Shareholders; (b) our Material Subsidiary, being, Christy Quality Foods (India) Private Limited, included in this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U. S. Securities Act.

Our Company has received written consent dated June 30, 2026, from R K Associates, independent chartered engineer to

include their name as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in their capacity as independent chartered engineer in respect of information certified by them, as included in this Draft Red Herring Prospectus; and such consent as not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Our Company has received written consent dated June 30, 2026 from M/s. Mittal V Kothari & Associate , Company Secretaries (having membership number A46731), the practicing company secretary, holding a valid certificate of practice from Institute of Company Secretaries of India, to include their name as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a practicing company secretary, and in respect of certain certificates issued by them and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Particulars regarding public or rights issues during the last five years

Except as disclosed in the section “**Capital Structure**” on page 93, there has been no public issues or rights issues undertaken by our Company, during the five years preceding the date of this Draft Red Herring Prospectus.

Commission or brokerage on previous issues in the last five years

Since this is an initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Capital issues in the preceding three years, our listed group companies, subsidiary and associates of our Company

Except as disclosed in “**Capital Structure**” on page 93, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any associate entities, listed Group Companies or listed Subsidiaries.

Particulars regarding public/rights issue of our Company and performance *vis-à-vis* objects

Except as disclosed in the section “**Capital Structure**” on page 93, there has been no public issues / rights issues undertaken by our Company, during the five years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* objects – Public/rights issue of the listed Promoter / Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiaries and listed promoters.

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Beeline Capital Advisors Private Limited

1. Price information of past issues (during the current Fiscal and two Fiscals preceding the current Fiscal) handled by Beeline Capital Advisors Private Limited

SME IPO:

Sr. No.	Issue name	Issue size (in ₹ Million)	Issue price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Solarium Green Energy Limited	1050.42	191.00	February 13, 2025	202.00	+18.93% [-3.03%]	+50.16% [+6.58%]	+77.82% [+5.86%]
2.	Identixweb Limited	166.32	54.00	April 03, 2025	55.00	+15.70% [+5.51%]	+12.98 [+9.70%]	+29.62% [+5.41%]
3.	Neptune Petrochemicals Limited	732.00	122.00	Jun 04, 2025	132.75	+17.54% [+3.19%]	+14.63% [+0.02%]	+32.54% [+6.42%]
4.	Cryogenic OGS Limited	177.66	47.00	July 10, 2025	89.30	+157.34% [-4.00%]	+253.83% [-1.52%]	+277.66% [+2.70%]
5.	Monarch Surveyors & Engineering Consultants Limited	937.50	250.00	July 29, 2025	421.25	+12.62% [-0.68%]	+3.58% [+3.53%]	-25.7% [+0.24%]
6.	BLT Logistics Limited	97.20	75.00	August 11, 2025	90.95	-22.27% [+0.62%]	-36.00% [+3.24%]	-47.33% [+3.69%]
7.	Connplex Cinemas Limited	902.70	177.00	August 14, 2025	195.00	+11.41% [+1.96%]	+20.99% [+4.31%]	+45.17% [+5.02%]
8.	Jay Ambe Supermarkets Limited	184.45	78.00	September 17, 2025	79.00	+89.17% [+0.93%]	+74.42% [+3.04%]	+156.28% [-9.83%]
9.	Apollo Techno Industries Limited	479.57	130.00	December 31, 2025	145.00	-15.38% [-3.11%]	-37.81 [+15.57%]	-36.92% [-9.53%]
10.	Modern Diagnostic & Research Centre Limited	368.93	90.00	January 07, 2026	99.50	-10.00% [-1.93%]	-30.56 [-12.87%]	N.A.

MAIN BOARD IPO:

Sr. No.	Issue name	Designated Stock Exchange	Issue size (in ₹ Million)	Issue price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Mamata Machinery Limited	BSE	1,793.49 ⁽¹⁾	243.00	December 27, 2024	600.00	+72.74% [-3.19%]	+44.81% [-1.79%]	+74.14% [+4.26%]
2.	Borana Weaves Limited	BSE	1,448.93	216.00	May 27, 2025	243.00	+1.76% [+1.48%]	+0.35% [-0.30%]	+36.89% [+4.51%]
3.	Shreeji Shipping Global Limited	BSE	4107.10	252.00	August 26, 2025	271.85	-0.46% [+1.15%]	+17.64% [5.50%]	+60.97% [+2.51%]
4.	Amanta Healthcare Limited	NSE	1260.00	126.00	September 09, 2025	135.00	+7.12% [+0.71%]	-18.06% [+5.29%]	-20.06% [-1.68%]
5.	Om Power Transmission Limited	BSE	1500.63	175.00	April 17, 2026	181.10	+5.57% [-2.92%]	N.A.	N.A.

(1) A discount of ₹12 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Mamta Machinery Limited IPO.

Source: Price Information www.bseindia.com and www.nseindia.com, Issue Information from respective Prospectus. In case of Main Board IPO, opening price information as disclosed on the website of the Designated Stock Exchange, change in closing price over the issue/offer price as disclosed on Designated Stock Exchange, and for change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.

Note:

1. The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th/ 90th/180th Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th/ 90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30th/ 90th/180th day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

Summary statement of price information of past issues

Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Beeline Capital Advisors Private Limited.

SME IPO:

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ lakhs)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026-27	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-
2025-26	09	4,0463.32	-	-	3	2	-	4	-	2	-	2	3	-
2024-25	24	1,165,44.01	-	-	4	14	-	6	-	5	3	10	2	4

MAIN BOARD IPO:

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ lakhs)	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026-27	01	1,5006.25	-	-	-	-	-	1	-	-	-	-	-	-

Financial Year	Total No. of IPO's	Total Funds Raised	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th calendar days from listing		
2025-26	03	6,8160.28	-	-	1	-	-	2	-	-	1	1	1	-
2024-25	01	1,7934.89	-	-	-	1	-	-	-	-	-	1	-	-

Notes:

1. Listing date is considered for calculation of total number of IPOs in the respective financial year.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.

Source: www.bseindia.com and www.nseindia.com

Track record of past issues handled by the Book Running Lead Manager

For details regarding the track record of the Book Running Lead Manager, as specified in circular (CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Manager, as provided in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	Beeline Capital Advisors Private Limited	www.beelinemb.com

For further details in relation to the BRLM, see “*General Information – Book Running Lead Manager*” on page 87.

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Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLM.

All Offer related grievances, other than those of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders), date of ASBA Form, and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

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

In terms of SEBI ICDR Master Circular and any subsequent circulars, as applicable, issued by SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same within three months of the date of listing of the Equity Shares with the concerned SCSB. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

Separately, pursuant to the SEBI ICDR Master Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for public issues opening on or after May 1, 2021 for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount; and 2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-	₹ 100 per day or 15% per annum of the	Three working days after Bid/Offer Closing Date till the date of actual

Scenario	Compensation amount	Compensation period
Allotted/partially Allotted applications	Bid Amount, whichever is higher	unblock

Further, in the event there is a delay in redressal of the investor grievance, the BRLM shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

In case of any delay in redressal of the investor grievance in relation to unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, the BRLM and the Registrar to the Offer accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

For grievance redressal contact details of the BRLM pursuant to the SEBI ICDR Master Circular, see “**Offer Procedure – General Instructions**” on page 459.

Disposal of Investor Grievances by our Company

We estimate that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be seven to ten Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Karthikeyan as the Company Secretary and Compliance Officer of our Company. For details, see “**General Information – Company Secretary and Compliance Officer**” on page 86.

Our Company shall obtain authentication on the SEBI SCORES platform and will comply with the SEBI Circular No: CIR/OIAE/1/2013 dated April 17, 2013, SEBI Circular No: SEBI/HO/ OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 and the SEBI Circular No: SEBI/HO/OIAE/IGRD/CIR/P/2023/183 dated December 1, 2023, in relation to redressal of investor grievances through SCORES.

Further, our Board has constituted a Stakeholders’ Relationship Committee, which is responsible for redressal of grievances of the security holders of our Company. For details, see “**Our Management – Board Committees**” on page 283.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Offer, except for fees or commission for services rendered in relation to the Offer.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of Draft Red Herring Prospectus, our Company has not sought any exemption from complying with any provisions of securities laws.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered, Allotted and transferred pursuant to the Offer will be subject to the provisions of the Companies Act 2013, the SEBI ICDR Regulations, the Securities Contracts (Regulation) Act, 1956 (“SCRA”), the Securities Contracts (Regulation) Rules, 1957 (“SCRR”), the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice, the Abridged Prospectus and other terms and conditions as may be incorporated in other documents and certificates that may be executed in respect of this Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue, offer for sale, transfer of securities and listing and trading of securities, issued from time to time, by the SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of this Offer and to the extent applicable or such other conditions as maybe prescribed by such governmental and/or regulatory authority while granting approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholder. For details in relation to the sharing of Offer expenses amongst our Company and the Promoter Selling Shareholder, see “*Objects of the Offer –Offer related expenses*” on page 134.

Ranking of Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares being offered, Allotted and transferred pursuant to the Offer will be subject to the applicable laws including provisions of the Companies Act 2013, the SEBI ICDR Regulations, the SCRA, SCRR, the Memorandum of Association and the Articles of Association and will rank *pari-passu* in all respects with the existing Equity Shares, including rights in respect of dividends, voting and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with applicable law, see “*Description of Equity Shares and Terms of Articles of Association*” on page 468 of this Draft Red Herring Prospectus.

Mode of payment of dividend

Our Company shall pay dividend, if declared, to the Shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, the dividend distribution policy of the Company, any guidelines or directives that may be issued by the GoI in this respect and other applicable law. Any dividends declared after the date of Allotment in this Offer will be payable to the Allottees, for the entire year, in accordance with applicable law. For further details in relation to dividends, see “*Dividend Policy*” and “*Description of Equity Shares and Terms of Articles of Association*” on pages 301 and 468, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price is ₹ [●] per Equity Share. The Offer Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM, and shall be published at least two Working Days prior to the Bid/Offer Opening Date, all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all editions of Tamil daily newspaper, [●], Tamil being the regional language of Tamil Nadu, where our Registered Office is located, and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the website of the Stock Exchanges. The Cap Price shall be at least 105% of the Floor Price. The Offer Price shall be determined by our Company in consultation with the BRLM, in compliance with the SEBI ICDR Regulations after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Shareholders will have the

following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting in accordance with the provisions of the Companies Act 2013;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- such other rights as may be available to a shareholder of a listed public company under the Companies Act 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see “*Description of Equity shares and terms of the Articles of Association*” on page 468.

Allotment only in dematerialized form

In terms of Section 29 of the Companies Act 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

In this context, two agreements have been entered into and amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated June 24, 2026, among our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated June 25, 2026, among our Company, CDSL and the Registrar to the Offer.

For details in relation to the Basis of Allotment, see “*Offer Procedure*” on page 448.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Market Lot and Trading Lot

Since trading of our Equity Shares on the Stock Exchanges is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [●] Equity Shares of a face value of ₹ 10 each. For the method of Basis of Allotment, see “*Offer Procedure*” on page 448.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Coimbatore, Tamil Nadu, India.

Joint holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Nomination facility

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest, to the exclusion of all other persons, unless the nomination is verified or cancelled in the prescribed manner. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the

Companies Act 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form available on request at the Registered Office or at the Registrar and Share Transfer Agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/Offer Period

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/OFFER OPENS ON⁽¹⁾	[●]
BID/OFFER CLOSES ON⁽²⁾⁽³⁾	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account [#]	
Credit of Equity Shares to depository accounts	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

(1) Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date i.e. [●].

#In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding Two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding Two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The post-Offer BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular and the SEBI RTA Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

The above timetable other than the Bid/ Offer Opening Date and Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholder or the BRLM.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Subject to applicable law, the Promoter Selling Shareholder confirm that he shall extend such reasonable support and cooperation in relation to their respective portion of the Offered Shares as may be required under applicable laws or requested by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within the time period as may be prescribed by SEBI.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 01, 2023 and mandatory on or after December 01, 2023. Accordingly, the Offer will be made under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI post the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) – For RIBs, other than QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (Bank ASBA through online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹ 0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (Syndicate Non-Retail, Non-Individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (Syndicate Non-Retail, Non-Individual applications of QIBs and Non-Institutional Investors where Bid Amount is more than ₹ 0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST and Syndicate members shall transfer such applications to banks before 1:00 p.m. IST
Modification/Revision/cancellation of Bids	
Modification/Upward revision of Bids by QIBs and Non-Institutional Investors categories [#]	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date
Modification/Upward or downward revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date

Our Company in consultation with the BRLM, may decide to close the Bid/Offer Closing Period for the QIBs one Working Day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulation.

**UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date.*

#QIBs and NIIs can neither revise their bids downwards nor cancel/withdraw their Bids.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- (i) 4:00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5:00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by RIBs after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLM to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, will be rejected.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the Registrar to the Offer not later than the next working day from the finalization of basis of allotment by the Registrar to the Offer, as per the format prescribed in SEBI ICDR Master Circular.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading Bids on the Bid/Offer Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Offer Closing Date and in any case no later than 3.00 p.m. IST on the Bid/Offer Closing Date for electronic applications and 12.00 p.m. IST on the Bid/Offer Closing Date for physical applications. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted on the Stock Exchange platform only during Working Days, during the Bid/Offer Period and revisions shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, provided that: (i) the Cap Price will be less than or equal to 120% of the Floor Price, (ii) the Cap Price will be at least 105% of the Floor Price, and (iii) the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days in compliance with the SEBI ICDR Regulations.

Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a public notice and by indicating the change on the websites of the BRLM and terminals of the Syndicate Members and will also be intimated to the Designated Intermediaries and the Sponsor Bank(s). However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data

for the purpose of Allotment.

Minimum subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond such time period as prescribed under applicable law, as applicable, our Company shall pay interest at the rate of 15% per annum or such other rate as prescribed under applicable law.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, if there remain any valid Bids in the Offer, the Allotment for the balance valid Bids will be made: (a) towards Equity Shares offered by the Promoter Selling Shareholder in proportion to their respective portion of the Offered Shares; (b) only after the sale of all of the Offered Shares, towards the balance Fresh Issue.

In terms of the SEBI ICDR Master Circular, our Company shall within two days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond such time period as prescribed under applicable law, interest at the rate of 15% per annum shall be paid.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) within such timeline as prescribed under applicable laws, our Company and the Promoter Selling Shareholder shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoters' Contribution and the Anchor Investor lock-in will be as provided in "*Capital Structure*" on page 93 and provided under the AoA detailed in "*Description of Equity shares and terms of the Articles of Association*" on page 468, there are no restrictions on transfer and transmission of the Equity Shares, and on their consolidation or splitting.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLM, reserves the right not to proceed with the Offer, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer and price band advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer and price band advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company in consultation with the BRLM withdraw the Offer after the Bid/Offer Closing Date and thereafter

determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/Offer Closing Date or such other time period as prescribed under applicable law; and (ii) the final RoC approval of the Prospectus after it is filed and/ or submitted with the RoC and the Stock Exchanges. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

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OFFER STRUCTURE

The Offer of 8,500,000 Equity Shares bearing face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] million comprising a Fresh Issue of 6,000,000 Equity Shares bearing face value of ₹ 10 each aggregating up to ₹ [●] million by our Company and an Offer for Sale of up to 2,500,000 Equity Shares bearing face value of ₹ 10 each aggregating to ₹ [●] million by the Promoter Selling Shareholder.

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus with the RoC (“**Pre-IPO Placement**”). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Issue and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus

The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process, in compliance with Regulation 6 (1) and Regulation 32 of the SEBI ICDR Regulations.

Particulars of the Offer ⁽²⁾	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares of ₹ 10 each available for Allotment/allocation ⁽²⁾	Not more than [●] Equity Shares bearing face value of ₹ 10 each	Not less than [●] Equity Shares bearing face value of ₹ 10 each available for allocation or Offer less allocation to QIBs and RIBs	Not less than [●] Equity Shares bearing face value of ₹ 10 each available for allocation or Offer less allocation to QIBs and NIBs
Percentage of Offer Size available for Allotment or allocation	Not more than 50% of the Net Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the Net QIB Portion	Not less than 15% of the Offer. (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two subcategories of the Non-Institutional Portion may be allocated to Bidders in the other subcategory of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.	Not less than 35% of the Offer or the Offer less allocation to QIBs and NIBs will be available for allocation

Particulars of the Offer ⁽²⁾	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares bearing face value of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares bearing face value of ₹ 10 each Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) Up to 60% of the QIB Portion (of up to [●] Equity Shares bearing face value of ₹ 10 each) may be allocated on a discretionary basis to Anchor Investors. 33.33% shall be reserved for domestic Mutual Funds and 6.67% shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.	The allotment to each NIBs shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis, subject to: (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Portion.	The allotment to each RIB shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allocated on a proportionate basis. See “Offer Procedure” on page 448.
Mode of Bidding	Through ASBA process only (excluding the UPI Mechanism) except for Anchor Investors	Through ASBA process only (including the UPI Mechanism for an application size of up to ₹ 0.50 million)	Through ASBA process only (including the UPI Mechanism for an application size of up to ₹ 0.50 million)
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity	Such number of Equity Shares in multiples of [●] Equity	[●] Equity Shares bearing face value of ₹ 10 each and

Particulars of the Offer ⁽²⁾	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	Shares bearing face value of ₹ 10 each so that the Bid Amount exceeds ₹ 0.20 million	Shares bearing face value of ₹ 10 each so that the Bid Amount exceeds ₹ 0.20 million. For Non-Institutional Bidders applying under (ii) Two-thirds of the Non-Institutional Category such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 1.00 million	in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares bearing face value of ₹ 10 each so that the Bid does not exceed the Offer size (excluding Anchor Investor portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares bearing face value of ₹ 10 each so that the Bid does not exceed the Offer size (excluding the QIB Portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares bearing face value of ₹ 10 each so that the Bid Amount does not exceed ₹ 0.20 million
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares bearing face value of ₹ 10 each and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares bearing face value of ₹ 10 each and in multiples of one Equity Share thereafter for QIBs, and RIBs. For NIBs allotment shall not be less than the minimum Non-Institutional application size.		
Trading Lot	One Equity Share of face value of ₹ 10		
Who can Apply (2)(3)(4)(5)	Public financial institutions specified in Section 2(72) of the Companies Act 2013, FPIs registered with SEBI (other than individuals, corporate bodies and family offices), scheduled commercial banks, mutual funds registered with SEBI, venture capital funds registered with the SEBI, FVCIs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial development corporations, NBFC-SI, accredited investors as defined in regulation 2(1)(ab) of the SEBI AIF Regulations, for the limited purpose of their investments in angel funds registered with the Board, under the SEBI AIF Regulations, insurance companies registered with the Insurance Regulatory and Development Authority,	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions, societies and trusts and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs

Particulars of the Offer ⁽²⁾	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under section 3 (1) of the Pension Fund Regulatory and Development Authority Act, 2013, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies		
Terms of Payment	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁴⁾ In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form		

[^] Assuming full subscription in the Offer.

* SEBI ICDR Master Circular has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIBs and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

⁽¹⁾ Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors at the price at the Anchor Investor Allocation Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100.00 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹ 50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100.00 million. 40% of the Anchor Investor Portion shall be reserved as (i) 33.33 per cent for domestic Mutual Funds; and (ii) 6.67 per cent for Life Insurance Companies and Pension Funds, subject to valid Bids being received from the domestic Mutual Funds and Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion.

⁽²⁾ This Offer is being made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer will be available for allocation to Non-Institutional Bidders, of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size exceeding ₹0.20 million and up to ₹1 million and two-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer will be available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category (Non-Institutional Portion or Retail Portion), except the QIB Portion, would be met with spill-over from any other category or a combination of categories, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to valid Bids being received at or above the Offer Price and in accordance with applicable laws. Under-

subscription, if any, in the Net QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see “**Terms of the Offer**” and “**Offer Procedure**” on pages 436 and 448, respectively.

- ⁽³⁾ If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all of any multiple Bids, except as otherwise permitted, in any or all categories.
- ⁽⁴⁾ Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.
- ⁽⁵⁾ Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the members of the Syndicate, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire/ subscribe to our Equity Shares.

The Bids by FPIs with certain structures as described under “**Offer Procedure – Bids by Foreign Portfolio Investors**” on page 454 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see “**Terms of the Offer**” on page 436.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

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OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in Allotment or refund; and (xiii) disposal of applications and electronic registration of Bids.

SEBI through the UPI Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (“UPI Phase I”), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds was discontinued and Retail Individual Investors submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) were allowed to only use UPI Mechanism with a timeline of T+6 days pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (“UPI Phase II”). Furthermore, pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose Bid sizes are up to ₹5,000,00 shall use the UPI Mechanism for submitting their Bids. Thereafter, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days (“UPI Phase III”), using the UPI Mechanism for applications by UPI Bidders has become mandatory for public issues opening on or after December 1, 2023. (“T+3 Circular”). Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Circular. Subsequently, SEBI, vide the SEBI RTA Master Circular, read with the SEBI ICDR Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars.

This Draft Red Herring Prospectus has been filed with SEBI and the Stock Exchanges under Chapter IIA of the SEBI ICDR Regulations and in compliance with the other applicable provisions of the SEBI ICDR Regulations. In terms of Regulation 59C(5) of the SEBI ICDR Regulations, our Company shall, after filing this Draft Red Herring Prospectus with SEBI and the Stock Exchanges, publish an advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●], all editions of Tamil daily newspaper [●], Tamil being the regional language of Tamil Nadu, where our Registered Office is located each with wide circulation, disclosing the fact of the filing of this Draft Red Herring Prospectus, within two Working Days of pre-filing the Draft Red Herring Prospectus.

Further, pursuant to the SEBI RTA Master Circular and SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

The BRLM shall be the nodal entity for any issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLM shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI

Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date in accordance with the SEBI ICDR Master Circular the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 (“AV Circular”) has introduced the disclosure of audiovisual presentation of disclosures made in offer documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers. Further, investors are advised to rely only on the information contained in the offer document and Price Band Advertisement for making investment decision. Our Company, each of the Promoter Selling Shareholder, the BRLM, members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable laws and does not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus, when filed. Further, our Company, each of the Promoter Selling Shareholder and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Process

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% of the Anchor Investor Portion shall be available for allocation as follows, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% for life insurance companies and pension funds, subject to valid Bids being received from domestic Mutual Funds, life insurance companies and pension funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020, press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

The Equity shares, on allotment, shall be trade only in dematerialised segment of Stock Exchanges.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office. The Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. UPI Bidders shall Bid in the Offer through UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such detail are liable to be rejected.

UPI Bidders submitting their ASBA Form to any Designated Intermediary (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the ASBA Form. ASBA Forms for such UPI Bidders, that do not contain the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. UPI Bidders, shall submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. UPI Bidders authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders). Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein.

For all initial public offerings opening on or after September 1, 2022, as specified by SEBI, pursuant to its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular is applicable for all ASBA Bidders and also for all modes through which the applications are processed.

UPI Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

The prescribed colours of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form ⁽¹⁾
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis ⁽²⁾	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral development financial institutions ⁽²⁾	[●]
Anchor Investors ⁽³⁾	[●]

⁽¹⁾ Excluding electronic Bid cum Application Forms

⁽²⁾ Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and the BSE (www.bseindia.com)

⁽³⁾ Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLM.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, 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 Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”), for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms (except ASBA Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow collection bank. Pursuant to BSE notice having reference no. 20220803-40 dated August 03, 2022 and NSE circular No: 25/2022 dated August 03, 2022, has mandated that Trading Members, Syndicate Member(s), RTA and Depository Participants shall submit Syndicate ASBA bids above ₹ 0.50 million and NII and QIB bids above ₹ 0.20 million through SCSBs only. For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, send SMS alerts as specified in SEBI ICDR Master Circular. Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from a UPI Bidder who is not Bidding using the UPI Mechanism.

Stock Exchanges shall validate the electronic bids with the records of the depository for DP ID/Client ID and PAN, on a real time basis through API integration and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID (but not both), bank code and location code in the Bid details already uploaded. For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to

NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three- way reconciliation with Banks UPI switch data, CBS data and UPI raw data.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to BSE notice having reference no. 20220803-40 dated August 3, 2022 and NSE circular No: 25/2022, dated August 03, 2022, the following is applicable to all initial public offers opening on or after September 01, 2022:

- a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice;

- b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;
- c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4:00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individual on the initial public offer closure day;
- d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids; and
- e) Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 –Block Request Accepted by Investor/ Client, based on responses/status received from the Sponsor Bank.

Electronic registration of Bids

- (a) The Designated Intermediaries may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for offline electronic registration of Bids, subject to the condition that they may subsequently upload the offline data file into the online facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.
- (b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- (c) Only Bids that are uploaded on the Stock Exchanges platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm IST on the next Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- (d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoter, Promoter Group, the BRLM and the Syndicate Members and associates and/or affiliates of and/or persons related to Promoter/Promoter Group/the Book Running Lead Manager

The BRLM and the Syndicate Members shall not be allowed to purchase/subscribe to the Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLM nor any associate of the BRLM can apply in the Offer under the Anchor Investor Portion:

- a. mutual funds sponsored by entities which are associates of the BRLM;
- b. insurance companies promoted by entities which are associates of the BRLM;
- c. AIFs sponsored by the entities which are associate of the BRLM; or
- d. FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLM; or
- e. Pension funds sponsored by entities which are associates of the BRLM.

Further, the Promoter, and the members of the Promoter Group shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoter(s) and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to the Promoter or Promoter Group of our Company:

- i. rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group of our Company;

- ii. veto rights; or
- iii. right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an “associate of the BRLM” if:

- a. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
- b. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- c. there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme concerned for which the Bid is submitted.

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 sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights. Applications made by an asset management company or a custodian of a Mutual Fund shall clearly indicate the name of the concerned scheme for which the Application is being made.

Bids by Eligible Non-Resident Indians

Eligible NRIs may obtain copies of ASBA Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment under the reserved category. The NRIs who intend to make payment through Non-Resident Ordinary (“NRO”) accounts shall use the form meant for residents. Eligible NRIs applying on a repatriation basis should authorise their respective SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External (“NRE”) accounts, (including UPI ID, if activated) or Foreign Currency Non- Resident (“FCNR”) accounts, and Eligible NRIs Bidding on a non-repatriation basis should authorise their respective SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their NRO accounts for the full Bid amount, at the time of submission of the ASBA Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a ASBA Form.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non- Residents ([●] in colour). Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

In accordance with the FEMA rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall 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 shall 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 warrant. Provided that 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.

Participation of Eligible NRI(s) in the Offer shall be subjected to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

For details of restrictions on investment by NRIs, see “**Restrictions on Foreign Ownership of Indian Securities**” on page 467 of this Draft Red Herring Prospectus.

Bids by Hindu Undivided Families

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs will be considered at par with Bids from individuals.

Bids by Foreign Portfolio Investors

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions specified under the FEMA Rules and as specified by the Government of India from time to time.

In terms of the FEMA Rules and Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2019 (“**SEBI FPI Regulations**”), investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% or common control) shall be below 10% of our post-Offer equity share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up equity 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 issued 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 the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 01, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

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 is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- (a) such off-shore derivative instruments are issued only by persons registered as category I FPIs;
- (b) such off-shore derivative instruments are issued only to persons eligible for registration as category I FPIs;
- (c) such off-shore derivative instruments are issued after compliance with the ‘know your client’ norms as specified by SEBI; and
- (d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that any transfer of an off-shore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)) and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Further, Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November, 2019 to facilitate implementation of SEBI FPI Regulations (such structure “**MIM Structure**”) provided such Bids have been made with

different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected. Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids: (i) FPIs which utilise the MIM Structure, indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments (“ODI”) which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as category I FPIs; and (vii) Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

For details, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 467 of this Draft Red Herring Prospectus.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the “**SEBI AIF Regulations**”) prescribe, amongst others, the investment restrictions on AIFs. The SEBI FVCI Regulations as amended, inter alia, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which

includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations).

In terms of Regulation 20(20) of SEBI AIF Regulations, every AIF, manager of the AIF and key management personnel of the manager and the AIF shall exercise specific due diligence, with respect to investors and investments of the AIF, to prevent facilitation of circumvention of such laws, as may be specified by SEBI from time to time. In this regard, SEBI through its circular dated October 08, 2024 mandates that for every scheme of AIFs having an investor, or investors belonging to the same group, who contribute(s) 50% or more to the corpus of the scheme, necessary due diligence as per the implementation standards formulated by Standard Setting Forum for AIFs (“**SFA**”), shall be carried out prior to availing benefits available to QIBs under SEBI ICDR Regulations and other SEBI regulations.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All NRIs should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company and the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules. For details, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 467 of this Draft Red Herring Prospectus.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified

copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason therefore, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by Self-Certified Syndicate Banks

Self-Certified Syndicate Banks ("SCSBs") participating in the Offer are required to comply with the terms of the circular (CIR/CFD/DIL/12/2012) dated September 13, 2012 and circular (CIR/CFD/DIL/1/2013) dated January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs.

Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024 ("**IRDAI AFIFI Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies are entitled to invest only in other listed insurance companies and insurance companies participating in the Offer are advised to refer to the IRDAI AFIFI Regulations, for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s) and such other approvals as may be required by the NBFC-SI, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3 (1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLM, may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Manager.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million.
3. 40% of the Anchor Investor Portion shall be reserved for domestic mutual funds and life insurance companies and pension funds, out of which 33.33% shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
4. Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.
5. Our Company, in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:(a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and(c) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum allotment of ₹ 50.00 million per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Manager before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price and the difference amount shall not be refunded to the Anchor Investors.
9. 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date

of Allotment.

10. Neither the (a) Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) or pension fund sponsored by entities which are associate of the Book Running Lead Manager nor (b) the Promoter, Promoter Group or any person related to the Promoter or member of the Promoter Group shall apply under the Anchor Investors category.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

Bids by Provident funds/Pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250.00 million, registered with the Pension Fund Regulatory and Development Authority established under sub- section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserve the right to reject any Bid, without assigning any reason therefor.

Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulations and as specified in this Draft Red Herring Prospectus, when filed. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off- shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and price band advertisement, in the form prescribed by the SEBI ICDR Regulations, all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all edition of Tamil daily newspaper, [●], Tamil being the regional language of Tamil Nadu, India, where our Registered Office is located. Our Company shall, in the pre-Offer and price band advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date, if any. This advertisement, subject to the provisions of Section 30 of the Companies Act 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all edition of Tamil daily newspaper, [●], Tamil being the regional language of Tamil Nadu, where our Registered Office is located.

The allotment advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Signing of Underwriting Agreement and filing of Prospectus with the Registrar of Companies

Our Company and the Promoter Selling Shareholder intend to enter into an underwriting agreement with the Underwriters on or immediately after the determination of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the Acknowledgment Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that Equity Shares shall be Allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders) in the Bid cum Application Form (with a maximum length of 45 characters) and such ASBA account belongs to you and no one else. Further, UPI Bidders must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
4. UPI Bidders shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
5. UPI Bidders Bidding through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;
8. Ensure that your PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, press release dated June 25, 2021, September 17, 2021 and CBDT circular no. 7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard;

9. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
10. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;
11. If the first Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be). Bidders (except UPI Bidders) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. UPI Bidders Bidding should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Bid cum Application Form;
12. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
13. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
14. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;
15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
16. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of circular (MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of circular (MRD/DoP/Cir-09/06) dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
20. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., relevant documents, including a copy of the power of attorney, are submitted;
22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA

Account under the ASBA process. UPI Bidders, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilize the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
25. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
26. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
27. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the ASBA Form in his/her ASBA Account;
28. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the ASBA Form;
29. UPI Bidders who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in their account and subsequent debit of funds in case of allotment in a timely manner;
30. The ASBA Bidders shall ensure that bids above ₹ 0.50 million, are uploaded only by the SCSBs;
31. Bids by Eligible NRIs, HUFs and FPIs other than individuals, corporate bodies and family offices, for a Bid Amount of less than ₹ 0.20 million would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 0.20 million would be considered under the Non- Institutional Portion for allocation in the Offer;
32. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM; and
33. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned on the website of the SEBI, is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form, as the case may be after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Anchor Investors should not Bid through the ASBA process;
7. If you are a UPI Bidder, do not submit more than one Form from each UPI ID;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Red Herring Prospectus;
12. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;
13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/Offer Closing Date (for physical applications);
14. Do not Bid for Equity Shares in excess in excess of what is specified for each category;
15. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by Retail Individual Investors;
16. Do not submit the General Index Register number instead of the PAN;
17. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
18. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI-linked bank account where funds for making the Bid are available;
19. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
20. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
21. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders;
22. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable laws or your relevant constitutional documents or otherwise;
23. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
24. Do not submit more than one Bid cum Application Form per ASBA Account;
25. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
26. Do not submit an ASBA Form with third party linked UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders);
27. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Member(s) shall ensure that they do not upload any bids above ₹ 0.50 million;
28. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are

UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

29. Do not submit ASBA Forms to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

Further, for helpline details of the Book Running Lead Manager pursuant to the SEBI ICDR Master Circular, see “**General Information – Book Running Lead Manager**” on page 87 of this Draft Red Herring Prospectus.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));
6. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
7. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
8. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
9. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
10. Bids submitted without the signature of the First Bidder or sole Bidder;
11. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
12. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29,2010;
13. GIR number furnished instead of PAN;
14. Bids by RIIs with Bid Amount of a value of more than ₹ 0.20 million;
15. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
16. Bids accompanied by stock invest, money order, postal order, or cash; and
17. Bids uploaded by QIBs and by Non-Institutional Bidders after 4.00 pm on the Bid/Offer Closing Date and Bids by RIIs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIIs, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see “**General Information**” on pages 86, respectively of this Draft Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding Two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding Two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The post-Offer BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular and the SEBI RTA Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

The BRLM shall be the nodal entity for any issues arising out of public issuance process.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by the Securities and Exchange Board of India from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations.

The Allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis, which shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹ 1.00 million, provided that under- subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Payment into Escrow Account for Anchor Investors

Our Company, in consultation with the BRLM in their absolute discretion, will decide the list of Anchor Investors to whom the

CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT). For Anchor Investors, the payment instruments for payment into the Escrow Accounts should be drawn in favour of:

- (i) in case of resident Anchor Investors: “[●]”; and
- (ii) in case of non-resident Anchor Investors: “[●]”.

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections of Bid Amounts from Anchor Investors.

Undertakings by our Company

Our Company undertakes the following:

- (i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (ii) if Allotment is not made, refunds are not made to the Bidders or listing and trading approvals are not obtained within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked in the ASBA Accounts within such time period as prescribed under applicable law from the Bid/Offer Closing Date or such other time as may be specified by SEBI, failing which our Company shall pay interest prescribed under the Companies Act 2013 and the SEBI ICDR Regulations for the delayed period;
- (iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid/Offer Closing Date or such other timeline as may be prescribed by SEBI;
- (iv) that funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- (v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- (vi) no further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;
- (vii) that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and price band advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- (viii) that if our Company withdraws the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Offer;
- (ix) that the Allotment Advice/refund confirmation to Eligible NRIs shall be dispatched within specified time;
- (x) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Forms from Anchor Investor; and
- (xi) that our Company shall not have recourse to the Gross Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder, severally and not jointly, in relation to itself as a Promoter Selling Shareholder and its respective portion of the Offered Shares, undertake the following that:

- (i) he is the legal and beneficial owner of the Offered Shares and have a valid and marketable title and such Offered Shares have been acquired and are held by the Promoter Selling Shareholder in compliance with Applicable Law;
- (ii) the Offered Shares shall be transferred pursuant to the Offer for Sale, free and clear from any encumbrances;
- (iii) the shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer; and
- (iv) the shall provide such reasonable cooperation to our Company and the BRLM in relation to its respective portion of the Offered Shares for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges;

The Promoter Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of their Offered Shares in the Offer for Sale.

Utilisation of Offer Proceeds

Our Board certifies that:

- (i) all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act 2013;
- (ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- (iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

Impersonation

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

“Any person who –

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations 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 ₹1 million 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 ₹1 million or 1% 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 ₹5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment 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 responsibility of granting approval for foreign investment under the FDI Policy and FEMA has been entrusted to the RBI and concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“DPIIT”) issued the Consolidated Foreign Direct Investment Policy dated October 15, 2020 with effect from October 15, 2020 (the “**FDI Policy**”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the 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 the SEBI/RBI.

As per the FDI policy, FDI in companies in the manufacturing sector is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

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 FDI 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 or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “**Offer Procedure**” on pages 448, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, 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 Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”) pursuant to Section 4(a) of the U.S. Securities Act, or (ii) outside the United States in “offshore transactions” as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

**Adoption of Articles of Association Vide Special Resolution Passed by the Members through Extra-Ordinary General Meeting held on February 12, 2026.*

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION*
OF
FUNCTIONAL & INNOVATIVE FOODS LIMITED
CONSTITUTION OF THE COMPANY

1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

INTERPRETATION CLAUSE

2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:
 - a) 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or re-enactments thereof.'
 - b) 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
 - c) 'The Company' or 'This Company' means **FUNCTIONAL & INNOVATIVE FOODS LIMITED**
 - d) 'Directors' means the Directors for the time being of the Company.
 - e) 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.
 - f) 'Members' means members of the Company holding a share or shares of any class.
 - g) 'Month' shall mean a calendar month.
 - h) 'Paid-up' shall include 'credited as fully paid-up'.
 - i) 'Person' shall include any corporation as well as individual.
 - j) 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.
 - k) 'Section' or 'Sec.' means Section of the Act.
 - l) Words importing the masculine gender shall include the feminine gender.
 - m) Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.
 - n) 'Special Resolution' means special resolution as defined by Section 114 in the Act.
 - o) 'The Office' means the Registered Office for the time being of the Company.
 - p) 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.
 - q) 'Proxy' includes Attorney duly constituted under a Power of Attorney.
3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.
4. The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.

5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be, offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.
7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:
- I.
 - a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
 - b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than statutory timeline mentioned in the Act, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
 - c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.
 - d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.
 - II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.
 - III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:
 - a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and
 - b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.
8. (1) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.

(2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

9. Issue of further shares with disproportionate rights

Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking *pari passu* therewith.

10. Not to issue shares with disproportionate rights

The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

11. Power to pay commission

The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

12. Liability of joint holders of shares

The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share or shares.

13. Trust not recognised

Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

14. Issue other than for cash

- a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.
- b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

15. Acceptance of shares

An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

16. Member' right to share Certificates

1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:
 - a. One certificate for all his shares; or

- b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.
2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.
3. Every certificate shall be under the signature of two Directors and/or the Company Secretary of the Company and shall specify the shares to which it relates and the amount paid-up thereon.
4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the signature of two Directors and/or the Company Secretary of the Company or authorized official(s) of the Company.

17. One Certificate for joint holders

In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

18. Renewal of Certificate

If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.

For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

19. Splitting and consolidation of Share Certificate

The shares of the Company will be split up/consolidated in the following circumstances:

- (i) At the request of the member/s for split up of shares in marketable lot.
- (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

20. Directors may issue new Certificate(s)

Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

21. Person by whom installments are payable

If, by the conditions of allotment of any share, the whole or part of the amount, or issue price thereof shall be payable by installments, every such installment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

LIEN

22. Company's lien on shares

The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

23. As to enforcing lien by sale

For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

24. Authority to transfer

- a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.
- b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

25. Application of proceeds of sale

The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

CALLS ON SHARES

26. Calls

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

27. When call deemed to have been made

A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

28. Length of Notice of call

Not less than thirty days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

29. Sum payable in fixed installments to be deemed calls

If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.

30. When interest on call or installment payable

If the sum payable in respect of any call or, installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly, or in part.

31. Sums payable at fixed times to be treated as calls

The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

32. Payment of call in advance

The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys

uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

33. Partial payment not to preclude forfeiture

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.

FORFEITURE OF SHARES

34. If call or installment not paid, notice may be given

If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

35. Evidence action by Company against shareholders

On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

36. Form of Notice

The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

37. If notice not complied with, shares may be forfeited

If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given May at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

38. Notice after forfeiture

When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

39. Boards' right to dispose of forfeited shares or cancellation of forfeiture

A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

40. Liability after forfeiture

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall,

notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

41. Effect of forfeiture

The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

42. Evidence of forfeiture

A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

43. Non-payment of sums payable at fixed times

The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

44. Validity of such sales

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TRANSFER AND TRANSMISSION OF SHARES

45. Transfer

- a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
- b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.
- c. Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.
- d. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
- e. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.

- f. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

46. Form of transfer

Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

47. Board's right to refuse to register

The Board, May, at its absolute discretion and without assigning any reason, decline to register;

1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or
2. Any transfer or transmission of shares on which the Company has a lien
 - a. Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.
 - b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.
 - c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.
 - d. The provisions of this clause shall apply to transfers of stock also.

48. Further right of Board of Directors to refuse to register

- a. The Board may, at its discretion, decline to recognize or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares. –
- b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.
- c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.
- d. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:
 - i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.
 - ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.
 - iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.
 - iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.
 - v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.
 - vi. Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor notwithstanding that the residual holding shall be below hundred (100).

49. Rights to shares on death of a member for transmission

- a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.
- b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

50. Rights and liabilities of person

1. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either
 - a. to be registered himself as a holder of the share or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
2. The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

51. Notice by such a person of his election

- a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the
- d. registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.

52. No transfer to infant, etc.

No transfer shall be made to an infant or a person of unsound mind.

53. Endorsement of transfer and issue of certificate

Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

54. Custody of transfer

The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

55. Register of members

- a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

Closure of Register of members

- b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

When instruments of transfer to be retained

- c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

56. Company's right to register transfer by apparent legal owner

The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL

57. Alteration and consolidation, sub-division and cancellation of shares

The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:

1. Increase its share capital by such amount as it thinks expedient by issuing new shares;
2. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
3. Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;
4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.
5. (a). Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
(b). The resolution whereby any share is sub-divided may determine that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.
6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

58. Reduction of capital, etc. by Company

The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:

- a. its share capital;
- b. any capital redemption reserve account; or
- c. any share premium account.

SURRENDER OF SHARES

59. Surrender of shares

The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

MODIFICATION OF RIGHTS

60. Power of modify shares

The rights and privileges attached to each class of shares may be modified, commuted, affected, and abrogated in the manner provided in Section 48 of the Act.

SET OFF OF MONEY DUE TO SHAREHOLDERS

61. Set-off of moneys due to shareholders

Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

CONVERSION OF SHARES INTO STOCK

62. Conversion of shares

The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

63. Transfer of stock

The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

64. Right of stockholders

The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

65. Applicability of regulations to stock and stockholders

Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

66. DEMATERIALISATION OF SECURITIES

a) Definitions

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

'Security' means such security as may be specified by SEBI from time to time.

b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to

hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

e) Rights of depositories and beneficial owners:

- i. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- ii. Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.
- iii. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

k) Company to recognize the rights of registered holders as also the beneficial owners in the records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

GENERAL MEETINGS

67. Annual General Meeting

The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

68. Extraordinary General Meeting

1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

Right to summon Extraordinary General Meeting

2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

69. Extraordinary Meeting by requisition

- a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.
- b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionist and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.
- c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.
- d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.
- e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

70. Length of notice for calling meeting

A General Meeting of the Company may be called by giving not less than twenty one days' notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid-up share capital which gives the right to vote on the matters to be considered at the meeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

71. Accidental omission to give notice not to invalidate meeting

The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

72. Special business and statement to be annexed

All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial

Personnel. Where any item of business consists of the according of approval to. any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

73. Quorum

The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of member's upto 1000: 5 members personally present

Number of member's 1000-5000: 15 members personally present

Number of member's more than 5000: 30 members personally present

74. If quorum not present, when meeting to be dissolved and when to be adjourned

If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

75. Chairman of General Meeting

The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

76. When Chairman is absent

If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

77. Adjournment of meeting

The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

78. Questions at General Meeting how decided

At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

79. Casting vote

In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

80. Taking of poll

If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the

Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

81. In what cases poll taken without adjournment

A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

82. Votes

- a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.
- b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.
- c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

83. Business may proceed notwithstanding demand for poll

A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

84. Joint holders

In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

85. Member of unsound mind

A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.

86. No member entitled to vote while call due to Company

No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

87. Proxies permitted on polls

On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

88. Instrument of proxy

- a. The instrument appointing a proxy shall be in writing under the hand of the appointer or of the attorney duly.
- b. authorised in writing, or if the appointer is a Corporation, either under the signature of two Directors and/or the Company Secretary of the Company or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.

- c. A body corporate (whether a company within the meaning of this Act or not) may:
1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;
 2. if it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.
- d. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

89. Instrument of proxy to be deposited at the office

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

90. Validity of vote by proxy

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

91. Form of proxy

Any instrument appointing a proxy may be a two-way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

DIRECTORS

92. Number of Directors

Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

a) Board of Directors at the time of conversion of the company from private limited to public limited

- i. Mr. Senthil Kumar Chinnusamy
- ii. Mr. Karthik Thangaraj
- iii. Mr. Ammapalayam Sengottaian Chenniappan

b) Same individual may be appointed as Chairperson and Managing Director / Chief Executive Officer

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive of the Company.

93. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

94. Qualification of Directors

Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

95. Director's remuneration

- a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full-time employee, drawing remuneration will not be paid any fee for attending Board Meetings.
- b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.
- c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.
- d. Subject to the provisions of section 188 of the companies Act, and subject to such sanction of the Government of India, as may be required under the companies Act, if any director shall be appointed to advise the directors as an expert or be called upon to perform extra services or make special exertions for any of the purpose of the company, the directors may pay to such director such special remuneration as they think fit; such remuneration may be in form of either salary, commission or lumpsum and may either be in addition to or in substitution of remuneration specified in clause (a) of the Article.

96. Directors may act notwithstanding vacancy

The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 121 below:

97. Chairman of the Board

The Board may from time to time appoint any Director to be the Chairman of the Board. The Chairman of the Board shall be subject to the same provisions as to resignation and removal as the other Directors, and he ipso facto, and immediately ceases to be the Chairman if he ceases to hold the office of Director for any cause.

98. Casual vacancy

If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

VACATION OF OFFICE BY DIRECTORS

99. Vacation of office by Directors

The office of a Director shall be vacated if:

- 1. He is found to be unsound mind by a Court of competent jurisdiction;
- 2. He applies to be adjudicated as an insolvent;
- 3. He is an undischarged insolvent;
- 4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;

5. He fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;
6. An order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.
7. He has not complied with Subsection (3) of Section 152
8. He has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.
9. He absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;
10. He acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.
11. He becomes disqualified by an order of a court or the Tribunal
12. He is removed in pursuance of the provisions of the Act,
13. Having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

Notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:

- i. for thirty days from the date of the adjudication, sentence or order;
- ii. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or
- iii. Where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

100. Alternate Directors

- a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause "the Original Director" during his absence for a period of not less than 3 months from India.
- b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

Independent Directors

- (c) (i), The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.
- (ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

Women Director

- (d) The Directors shall appoint at least one women director as per the requirements of section 149 of the Act.

Key Managerial Personnel

- (e) Subject to the provisions of the Act,—
 - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager,

company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

101. Additional Directors

The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting of the Company.

Proportion of retirement by rotation

a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

102. Debenture

Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

103. Corporation/Nominee Director

- a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company to any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or installments, the Corporation shall have right to appoint from time to time any person or persons as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).
- b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the, guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.

The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the

Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

- c. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

104. Disclosure of interest of Directors

- a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

- b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

105. Rights of Directors

Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

106. Directors to comply with Section 184

Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

107. Directors power of contract with Company.

Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

ROTATION OF DIRECTORS

108. Rotation and retirement of Directors

At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

109. Retiring Directors eligible for re-election

A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

110. Which Directors to retire

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

111. Retiring Directors to remain in office till successors are appointed

Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

112. Power of General Meeting to increase or reduce number of Directors

Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

113. Power to remove Directors by ordinary resolution

Subject to provisions of Section 169 the Company, by Ordinary Resolution, May at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

114. Rights of persons other than retiring Directors to stand for Directorships

Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution".

115. Register of Directors and KMP and their shareholding

The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

116. Business to be carried on

The business of the Company shall be carried on by the Board of Directors.

117. Meeting of the Board

The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

118. Director may summon meeting

A Director may at any time request the Secretary to convene a meeting of the Directors and seven days' notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

119. Question how decided

- a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.
- b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

120. Right of continuing Directors when there is no quorum

The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

121. Quorum

The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

122. Election of Chairman to the Board

If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

123. Chairman Emeritus

- (1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.
- (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.
- (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.
- (6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

124. Power to appoint Committees and to delegate

a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

Delegation of powers

b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.

c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

125. Proceedings of Committee

The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.

126. Election of Chairman of the Committee

a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

127. Question how determined

a. A Committee may meet and adjourn as it thinks proper.

b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

128. Acts done by Board or Committee valid, notwithstanding defective appointment, etc.

All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

Resolution by circulation

129. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

POWERS AND DUTIES OF DIRECTORS

130. General Powers of Company vested in Directors

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the

Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

131. Attorney of the Company

The Board may appoint at any time and from time to time by a power of attorney under the signature of two Directors and/or the Company Secretary of the Company, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of anybody or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

132. Power to authorise sub delegation

The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

133. Directors' duty to comply with the provisions of the Act

The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolution and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

134. Special power of Directors

In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

135. To acquire and dispose of property and rights

a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

To pay for property in debentures, etc.

b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To secure contracts by mortgages

c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

To appoint officers, etc.

d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.

e. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

To refer to arbitration

f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

To give receipt

g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

To act in matters of bankrupts and insolvents

h. To act on behalf of the Company in all matters relating to bankrupts and insolvents. To give security by way of indemnity

i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

To give commission

j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

To make contracts etc.

k. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

To make bye-laws

l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the-Company, its officers and servants.

To set aside profits for provided fund

m. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

To make and alter rules

n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

o. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

136. Managing Director

a. Subject to the provisions of Section 196,197, 2(94), 203 of the Act, the following provisions shall apply:

b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.

c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.

d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

137. Whole-time Director

1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

138. Secretary

The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as May, from time to time, be delegated or entrusted to him by the Board.

139. Powers as to Commencement of Business

Subject to the provisions of the Act, and branch or kind of business which by the memorandum of Association of the company or these presents is expressly or by implication authorised to be undertaken by the company, may be undertaken by the board at such time as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the board may deem it expedient not to commence or proceed with such branch or kind of business.

140. Delegation of power

Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

BORROWING

141. Borrowing Powers

a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.

142. Assignment of debentures

Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

143. Terms of debenture issue

a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.

c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the, Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgage lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.

d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.

e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio

Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

144. Charge on uncalled capital

Any uncalled capital of the Company may be included in or charged by mortgage or other security.

145. Subsequent assignees of uncalled capital

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall -not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.

146. Charge in favour of Director of indemnity

If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.

147. Powers to be exercised by Board only at meeting

a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.

- (a) To make calls on shareholders in respect of money unpaid on their shares;
- (b) To authorise buy-back of securities under section 68;
- (c) To issue securities, including debentures, whether in or outside India;
- (d) To borrow monies;
- (e) To invest the funds of the company;
- (f) To grant loans or give guarantee or provide security in respect of loans;
- (g) To approve financial statement and the Board's report;
- (h) To diversify the business of the company;
- (i) To approve amalgamation, merger or reconstruction;
- (j) To take over a company or acquire a controlling or substantial stake in another company;
- (k) To make political contributions;
- (l) To appoint or remove key managerial personnel (KMP);
- (m) To take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
- (n) To appoint internal auditors and secretarial auditor;
- (o) To take note of the disclosure of director's interest and shareholding;
- (p) To buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid-up share capital and free reserves of the investee company;
- (q) To invite or accept or renew public deposits and related matters;

- (r) To review or change the terms and conditions of public deposit;
- (s) To approve quarterly, half yearly and annual financial statements or financial results as the case may be.
- (t) Such other business as may be prescribed by the Act.

b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.

c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.

d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.

e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made and the maximum amount of loans that may be made for each such purpose in individual cases.

148. Register of mortgage to be kept

The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

149. Register of holders of debentures

Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty-five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

150. Inspection of copies of and Register of Mortgages

The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

151. Supplying copies of register of holder of debentures

The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

152. Right of holders of debentures as to Financial Statements

Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

153. Minutes

a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.

b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

154. Managing Director's power to be exercised severally

All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

MANAGER

155. Manager

Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

DIVIDENDS AND RESERVES

156. Rights to Dividend

The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

157. Declaration of Dividends

The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

158. What to be deemed net profits

The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

159. Interim Dividend

The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

160. Dividends to be paid out of profits only

No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

161. Reserve Funds

a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

162. Method of payment of dividend

a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.

b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.

c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

163. Deduction of arrears

The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.

164. Adjustment of dividend against call

Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

165. Payment by cheque or warrant

a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.

b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

166. Retention in certain cases

The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

Receipt of joint holders

(A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:

a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act".

167. Deduction of arrears

Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

168. Notice of Dividends

Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

169. Dividend not to bear interest

No dividend shall bear interest against the Company.

170. Unclaimed Dividend

No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

171. Transfer of share not to pass prior Dividend

Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

172. Capitalisation of Profits

a. The Company in General Meeting, may on the recommendation of the Board, resolve:

1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and

2. That such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:

1. Paying up any amount for the time being unpaid on any share held by such members respectively;

2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or

3. Partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).

c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

173. Powers of Directors for declaration of Bonus

a. whenever such a resolution as aforesaid shall have been passed, the Board shall:

1. Make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and

2. Generally do all acts and things required to give effect thereto.

b. The Board shall have full power:

1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;

2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing (or the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.

c. Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

174. Books of account to be kept

a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.

c. The books of accounts shall be open to inspection by any-Director during business hours.

175. Where books of account to be kept

The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

176. Inspection by members

The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

177. Statement of account to be furnished to General Meeting

The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

178. Financial Statements

Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

179. Authentication of Financial Statements

a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.

b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

180. Auditors Report to be annexed

The Auditor's Report shall be attached to the financial statements.

181. Board's Report to be attached to Financial Statements

a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid. by way of dividend.

b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiary and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.

c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification, adverse remark contained in the Auditor's Report.

d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181. '

e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-

clauses (a) to (e) of this Article are complied with.

182. Right of member to copies of Financial Statements

The Company shall comply with the requirements of Section 136.

ANNUAL RETURNS

183. Annual Returns

The Company shall make the requisite annual return in accordance with Section 92 of the Act.

AUDIT

184. Accounts to be audited

- a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.
- b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.
- c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.
- d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.
- e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.
- f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and

2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.
3. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.
- i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.
- j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

185. Audit of Branch Offices

The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch

Offices of the Company.

186. Remuneration of Auditors

The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

187. Rights and duties of Auditors

a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officer company such information and explanations as may be necessary for the performance of his duty as auditor.

b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:

1. In the case of the Balance Sheet, of the state of affairs as at the end of the financial year and
2. In the case of the Statement of Profit and Loss, of the profit or loss for its financial year.

d. The Auditor's Report shall also state:

(a) Whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;

(b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;

(c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;

(d) Whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;

(e) Whether, in his opinion, the financial statements comply with the accounting standards;

(f) The observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;

(g) Whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;

(h) Any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;

(i) Whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

(j) Whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;

(k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;

(I) Whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.

f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

188. Accounts whether audited and approved to be conclusive

Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

189. Service of documents on the Company

A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

190. How documents to be served to members

a. A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in the address, if any, within India supplied by him to the Company for the giving of notices to him.

b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

c. Where a document is sent by post:

i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;

a. in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the notice is posted, and

b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

191. Members to notify address in India

Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

192. Service on members having no registered address in India

If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

193. Service on persons acquiring shares on death or insolvency of members

A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

194. Notice valid though member deceased

Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

195. Persons entitled to Notice of General Meeting

Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;

- (a) Every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
- (b) The auditor or auditors of the company; and
- (c) Every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

196. Advertisement

- a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of -them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.
- b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

197. Transference, etc. bound by prior notices

Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.

198. How notice to be signed

Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

199. Authentication of document and proceeding

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.

WINDING UP

200. Winding up

Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

201. Division of assets of the Company in specie among members

If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.

INDEMNITY AND RESPONSIBILITY

202. Directors' and others' right to indemnity

a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

203. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

SECRECY CLAUSE

204. a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matt& which is or may be in th6 nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.

b. Every Director, Managing. Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

REGISTERS, INSPECTION AND COPIES THEREOF

205. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days' notice to the company about his intention to do so.

b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

BUY-BACK OF SHARES

206. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL AUTHORITY

207. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

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SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/Prospectus which will be filed with the RoC.

Copies of the 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 at [●] from date of the Red Herring Prospectus until the Bid/Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date.

a. Material contracts to the Offer

1. Offer Agreement dated June 30, 2026 entered into between our Company, the Promoter Selling Shareholder and the Book Running Lead Manager.
2. Registrar Agreement dated June 26, 2026 entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Registrar to the Offer, the Book Running Lead Manager, the Syndicate Members and Bankers to the Offer.
4. Share Escrow Agreement dated [●] entered into among our Company, the Promoter Selling Shareholder and the Share Escrow Agent;
5. Syndicate Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Manager, the Registrar to the Offer and Syndicate Members.
6. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
7. Underwriting Agreement dated [●] amongst our Company, the Promoter Selling Shareholder, and the Underwriters.

b. Material Documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.
2. Certificate of incorporation dated September 15, 2020, issued to our Company under the name “Christy Novel & Innovative Foods Private Limited” by Registrar of Companies, Central Registration Centre.
3. Fresh certificate of incorporation dated March 26, 2021, issued to our Company pursuant to change in name of our Company from “Christy Novel & Innovative Foods Private Limited” to “Functional & Innovative Foods Private Limited” by the Registrar of Companies, Coimbatore.
4. Fresh certificate of incorporation dated February 23, 2026, issued by the Registrar of Companies, CPC, upon conversion of our Company from private limited company to public limited company and consequent change in name from “Functional & Innovative Foods Private Limited to Functional & Innovative Foods Limited”
5. Resolution of our Board dated June 20, 2026 authorising the Offer and other related matters, and the resolution of the Shareholders dated June 21, 2026 approving the Offer.
6. Resolution dated June 30, 2026 passed by the Board approving this Draft Red Herring Prospectus and certain other related matters.
7. Resolution of the Board dated June 30, 2026 approving the Draft Abridged Prospectus.
8. Resolution of the Audit Committee dated June 30, 2026, approving the KPIs disclosed in this Draft Red Herring

Prospectus.

9. Resolution of the Board dated June 20, 2026, taking on record the approval for the Offer for Sale by the Promoter Selling Shareholder.
10. Certificate dated June 30, 2026 from G Sathiyam & Co., Chartered Accountants, our Statutory Auditors, certifying the KPIs of our Company.
11. Resolutions dated May 15, 2026 and May 16, 2026, passed by the Board and Shareholders, respectively, approving the terms of appointment and remuneration of our Managing Director and Whole-time Director.
12. Consent letter from the Promoter Selling Shareholder, authorising their participation in the Offer. For further details, see “*The Offer*” beginning on page 71.
13. Our Company has received written consent dated June 30, 2026, from G Sathiyam & Co., Chartered Accountants (FRN: 028181S), who hold a valid peer review certificate dated March 11, 2026, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of various certificates issued by them including the examination report dated March 27, 2026 on the Restated Consolidated Financial Information and the statement of special tax benefits dated March 31, 2026, included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
14. Our Company has received written consent dated June 30, 2026 from M/s. Mittal V Kothari & Associates, Company Secretaries (having membership number A46731), the practicing company secretary, holding a valid certificate of practice from Institute of Company Secretaries of India, to include their name as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a practicing company secretary, and in respect of certain certificates issued by them and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.
15. Our Company has received written consent dated June 26, 2026 from R K Associate, independent chartered engineer to include their name as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in their capacity as independent chartered engineer in respect of information certified by them, as included in this Draft Red Herring Prospectus; and such consent as not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.
16. The examination report dated June 20, 2026 of our Statutory Auditor on the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.
17. The report dated June 30, 2026 on the statement of special tax benefits from G. Sathiyam & Co., Chartered Accountants, our Statutory Auditors, available to our Company, Material Subsidiary and the Shareholders of our Company, included in this Draft Red Herring Prospectus.
18. Certificate dated June 30, 2026 issued by G Sathiyam & Co., Chartered Accountants with respect to the (a) Basis for Offer Price; and (b) average cost of acquisition of shares by the Promoter (including the Promoter Selling Shareholder) and weighted average price at which Equity Shares of the Company were acquired.
19. Report titled “*Industry report on Food Contract Manufacturing and related food categories*” dated June 29, 2026 prepared and issued by Dun & Bradstreet and commissioned by and paid for by our Company pursuant to an engagement contract dated December 19, 2025, exclusively for the purposes of the Offer.
20. Consent dated June 30, 2026 from Dun & Bradstreet issued for inclusion of their name and to reproduce the industry report titled “*Industry report on Food Contract Manufacturing and related food categories*” dated June 30, 2026 in this Draft Red Herring Prospectus.
21. Cost Vetting Report titled “*Plant & Machinery – Cost Vetting Report*” dated June 29, 2026 issued by Dun & Bradstreet, available on our Company’s website at www.functionalinnovativefoods.com.
22. Consent letter dated June 30, 2026 from Dun & Bradstreet with respect to the Cost Vetting Report.

23. Consents of the BRLM, the Registrar to the Offer, the Syndicate Members, Bankers to the Company, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Underwriter(s), Monitoring Agency, the legal counsel to the Offer, our Directors, the Company Secretary and Compliance Officer and Chief Financial Officer, to act in their respective capacities.
24. Scheme of Amalgamation between Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited with Functional & Innovative Foods Private Limited and their respective shareholders and creditors.
25. Share purchase agreement dated March 31, 2023, entered into between Senthil Kumar Chinnusamy and Karthik Thangaraj.
26. Share Purchase and Subscription Agreement dated April 01, 2024 (the “**Agreement**”) entered by and amongst Functional & Innovative Foods Private Limited (the “**Acquirer**”), Senthil Kumar Chinnusamy (the “**Promoter Selling Shareholder**”), the Persons listed in Schedule I of the Agreement (the “**Non-Promoter Selling Shareholders**”) (collectively with the Promoter Selling Shareholder, the “**Selling Shareholders**”), Christy Quality Foods (India) Private Limited, Christy Super Foods Private Limited and Rebala Nutri Foodee Private Limited (collectively, the “**Target Companies**”)
27. Valuation report dated February 27, 2025 issued by Swetha S V in relation to Preferential Allotment dated April 25, 2025.
28. Copies of annual reports of our Company for Fiscal 2025, Fiscal 2024 and Fiscal 2023.
29. Tripartite agreement dated June 24, 2026, among our Company, NSDL and the Registrar to the Offer.
30. Tripartite agreement dated June 25, 2026, among our Company, CDSL and the Registrar to the Offer.
31. Due diligence certificate dated June 30, 2026, addressed to SEBI from the Book Running Lead Manager.
32. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.
33. SEBI final observation letter, bearing reference number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required in the interest of our Company or if required by the other parties, without notice to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

Senthil Kumar Chinnusamy

(Managing Director)

Date: June 30, 2026

Place: Tiruchengode

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE WHOLE-TIME DIRECTOR OF OUR COMPANY

A S Chenniappan

(Whole-time Director)

Date: June 30, 2026

Place: Tiruchengode

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHAIRMAN AND NON-EXECUTIVE DIRECTOR OF OUR COMPANY

Sudhir Reddy Rebala

(Chairman and Non-Executive Director)

Date: June 30, 2026

Place: Tiruchengode

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE DIRECTOR OF OUR COMPANY

S B Sathyagiri

(Non-Executive Director)

Date: June 30, 2026

Place: Tiruchengode

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Ajay Kumar Bantia

(Independent Director)

Date: June 30, 2026

Place: Tiruchengode

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

R Kaushik Ganesh

(Independent Director)

Date: June 30, 2026

Place: Tiruchengode

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHRIEF FINANCIAL OFFICER OF OUR COMPANY

S Pugalenthiran

(Chief Financial Officer)

Date: June 30, 2026

Place: Tiruchengode

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER OF OUR COMPANY

Senthil Kumar Chinnusamy

(Promoter Selling Shareholder)

Date: June 30, 2026

Place: Tiruchengode