



## HOAC FOODS INDIA LIMITED

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Our Company was originally incorporated with the name as "Hoac MP Atta Spices Manufacture Private Limited" a private limited company on March 12, 2018 under the Companies Act, 2013, with Registrar of Companies, Delhi bearing registration number 330739. Thereafter, the company name was changed to 'Hoac Foods India Private Limited' dated November 03, 2021. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an Extraordinary General Meeting held on October 13, 2023 and consequently the name of our Company was changed to 'Hoac Foods India Limited' and a fresh certificate of incorporation dated 30th October, 2023 was issued by the Registrar of Companies, Delhi at New Delhi. Our Company's Corporate Identity Number is U15120DL2018PLC330739. Further, Post Initial Public offering the Corporate Identity Number is L15120DL2018PLC330739 For further details, please read "General Information" on page 152.

Our Company is issuing 4,97,250 equity shares of face value ₹10/- each (the "Equity Shares") at a price of ₹ 201 per Equity Share (the "Issue Price"), including a premium of ₹ 191 per Equity Share, aggregating ₹ 999.47 Lakhs (the "Issue"). For further details, see "Summary of the Issue" on page 28 of this Placement Document.

THIS ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, EACH AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED ("THE COMPANIES ACT").

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT TO ELIGIBLE QIBs (AS DEFINED BELOW) IS BEING DONE IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER AND CHAPTER VI OF THE SEBI ICDR REGULATIONS. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR ANY OTHER PERSON OR CLASS OR CATEGORY OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN ELIGIBLE QIBs. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES. YOU MAY NOT AND ARE NOT AUTHORIZED TO (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENT OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN VIOLATION OF THE SEBI ICDR REGULATIONS, THE COMPANIES ACT AND THE RULES MADE THEREUNDER OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.

INVESTMENTS IN EQUITY SHARES INVOLVE A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THE SECTION "RISK FACTORS" BEGINNING ON PAGE 35 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES TO BE ISSUED PURSUANT TO THIS PLACEMENT DOCUMENT AND THE PLACEMENT DOCUMENT (AS DEFINED HEREINAFTER). PROSPECTIVE INVESTORS SHALL CONDUCT THEIR OWN DUE DILIGENCE ON THE EQUITY SHARES AND OUR COMPANY. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS PLACEMENT DOCUMENT AND THE PLACEMENT DOCUMENT, YOU SHOULD CONSULT OWN ADVISORS.

The Equity Shares are listed on EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). The closing prices of the outstanding Equity Shares on NSE as on June 27, 2025 was ₹ 221.06 per Equity Share. Our Equity shares are traded in lots. In-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for listing of the Equity Shares to be issued pursuant to the Issue have been received from NSE on June 30, 2025. Our Company shall make applications to the Stock Exchange for obtaining the final listing and trading approvals for the Equity Shares to be issued pursuant to the Issue. The Stock Exchange assume no responsibility for the correctness of any statements made, opinions expressed, or reports contained herein. Admission of the Equity Shares to be issued pursuant to the Issue for trading on the Stock Exchange should not be taken as an indication of the merits of our Company or of the Equity Shares.

A copy of this Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereafter) has been delivered to the Stock Exchange and a copy of the Placement Document (which shall also include disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchange. Our Company shall also make the requisite filings with the Registrar of Companies Delhi at Delhi and Haryana (the "RoC"), within the stipulated period as prescribed under the Companies Act and the PAS Rules. This Placement Document has not been reviewed by the Securities and Exchange Board of India ("SEBI"), the Stock Exchange, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs (as defined hereinafter). This Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

Invitations for subscription, offers and sales of Equity Shares to be issued pursuant to the Issue shall only be made pursuant to this Placement Document together with the Application Form, the Placement Document and the Confirmation of Allocation Note (each as defined hereinafter). For further details, see "Issue Procedure" beginning on page 116 of this Placement Document. The distribution of this Placement Document or the disclosure of its contents without our Company's prior consent to any person, other than Eligible QIBs to whom this Placement Document is specifically addressed, and persons retained by such Eligible QIBs to advise them with respect to their purchase of the Equity Shares is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and to make no copies of this Placement Document or any documents referred to in this Placement Document.

The Equity Shares offered in the Issue have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions", as defined in and in reliance on Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdiction where those offers and sales are made. For the selling restrictions in certain other jurisdictions, please see "Selling Restrictions" on page 130 of this Placement Document. Also see, "Transfer Restrictions" on page 137 of this Placement Document for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

The information on our Company's website or any website directly or indirectly linked to our Company's website or the websites of the BRLM (as defined thereunder) or any of their respective affiliates does not constitute nor form part of this Placement Document and prospective investors should not rely on such information contained in, or available through any such websites for their investment in this Issue.

This Placement Document is dated July 03, 2025



GYR Capital Advisors Private Limited  
Book Running Lead Manager

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## NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for the information contained in this Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Placement Document contains all information with respect to our Company and the Equity Shares, which is material in the context of the Issue. The statements contained in this Placement Document relating to our Company and the Equity Shares are, in all material respects, true and accurate and not misleading, and the opinions and intentions expressed in this Placement Document with regard to our Company and the Equity Shares are honestly held, have been reached after considering all relevant circumstances, are based on reasonable assumptions and information presently available to our Company. There are no other facts in relation to our Company and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. The information contained in this Placement Document has been provided by our Company and other sources identified herein. Unless otherwise stated, all information in this Placement Document is provided as of the date of this Placement Document and neither our Company nor the BRLM has any obligation to update such information to a later date.

This Placement Document is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider subscribing for the particular securities described herein. Distribution of this Placement Document to any person other than the Eligible QIBs specified by the Book Running Lead Manager or its representatives, and those persons, if any, retained to advise such investor with respect thereto, is unauthorized, and any disclosure of its contents, without prior written consent of our Company, is prohibited. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and make no copies of this Placement Document or any offering material in connection with the Equity Shares.

GYR Capital Advisors Private Limited (the "**BRLM**") has not separately verified all of the information contained in this Placement Document (financial, legal or otherwise). Accordingly, neither the BRLM nor any of their respective shareholders, employees, counsel, officers, directors, representatives, agents or affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the BRLM and/or any of their respective shareholders, employees, counsel, officers, directors, representatives, agents or affiliates as to the accuracy or completeness of the information contained in this Placement Document or any other information (financial, legal or otherwise) supplied in connection with our Company and the Equity Shares or distribution of this Placement Document. Each person receiving this Placement Document acknowledges that such person has not relied either on the BRLM or on any of their respective shareholders, employees, counsel, officers, directors, representatives, agents or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorized to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorized by or on behalf of our Company or on behalf of the BRLM. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as at any time subsequent to its date.

The distribution of this Placement Document and the issue of Equity Shares may be restricted in certain jurisdictions by applicable laws. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. In particular, except for India, no action has been taken by our Company and the BRLM that would permit an offering of the Equity Shares or distribution of this Placement Document in any jurisdiction, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering material in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. For a description of the restrictions applicable to the offer of the Equity Shares in the Issue in certain jurisdictions, see "Selling Restrictions" and "Transfer Restrictions" on page 130 and 137, respectively.

**The Equity Shares have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction including the United States Securities and Exchange Commission, any other federal or state authorities in the United States, the securities authorities of any non-United States jurisdiction or any other United States or non-United States regulatory authority. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Placement Document. Any representation to the contrary may be a criminal offence in certain jurisdictions.**

The Equity Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside

the United States in "offshore transactions", as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**") and the applicable laws of the jurisdiction where those offers and sales are made. For the selling restrictions in certain other jurisdictions, please see "Selling Restrictions" on page 130. Also please refer, "Transfer Restrictions" on page 137 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

In making an investment decision, the prospective investors must rely on their own examination of our Company and the Equity Shares and the terms of the Issue, including merits and risks involved. Prospective investors should not construe the contents of this Placement Document as legal, business, tax, accounting or investment advice. Prospective investors should consult their own counsel and advisors as to business, investment, legal, tax, accounting and related matters concerning this Issue. In addition, our Company and the BRLM are not making any representation to any investor, purchaser, offeree or subscriber of the Equity Shares in relation to this Issue regarding the legality of an investment in the Equity Shares by such investor, purchaser, offeree or subscriber under applicable legal, investment or similar laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company. If you do not understand the contents of this Placement Document, you should consult an authorized financial advisor and/or legal advisor.

Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act and other provisions of the Companies Act, and that it is not prohibited by SEBI or any other regulatory, statutory or judicial authority, in India or any other jurisdiction, from buying, selling or dealing in securities including the Equity Shares. Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

The Company does not undertake to update the Placement Document to reflect subsequent events after the date of the Placement Document and thus it should not be relied upon with respect to such subsequent events without first confirming the accuracy or completeness with the Company. Neither the delivery of this Placement Document nor any issue of Equity Shares made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Company since the date hereof.

Our Company and the BRLM are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Placement Document and this Placement Document. Further, QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the Takeover Regulations and the QIBs shall be solely responsible for compliance with the provisions of the Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

This Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such document. The information on our Company's website, viz, [www.hoacfoodsindia.com](http://www.hoacfoodsindia.com), or any website directly or indirectly linked to our Company or on the website of the BRLM or any of their respective affiliates, does not constitute nor form part of this Placement Document. Prospective investors should not rely on such information contained in, or available through, any such websites. The Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchange and, without prejudice to the generality of foregoing, shall furnish to the Stock Exchange all such information as the rules of the Stock Exchange may require in connection with the listing of the Equity Shares on the Stock Exchange.

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## **NOTICE TO INVESTORS IN CERTAIN OTHER JURISDICTIONS**

This Placement Document is not an offer to sell securities and is not soliciting an offer to subscribe to or buy securities in any jurisdiction where such offer, solicitation, sale or subscription is not permitted. For information to investors in certain other jurisdictions, please refer "Selling Restrictions" and "Transfer Restrictions" on page 130 and 137 respectively for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

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## REPRESENTATIONS BY INVESTORS

All references herein to “you” or “your” in this section are to the prospective investors in the Issue. By bidding for and/or subscribing to any Equity Shares under this Issue, you are deemed to have represented, warranted, acknowledged and agreements set forth in the sections “**Notice to Investors**”, “**Selling Restrictions**” and “**Transfer Restrictions**” on pages 3,130 and 137, respectively, and to have represented, warranted, acknowledged to and agreed with our Company and the BRLM, as follows:

- You are a “**Qualified Institutional Buyer**” as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (hereinafter defined) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013, and all other applicable laws; and (ii) comply with all requirements under applicable law in this relation, including reporting obligations, requirements/ making necessary filings, if any, in connection with the Issue or otherwise accessing capital markets;
- You are eligible to invest in India under applicable laws, including the FEMA Rules (as defined hereinafter) and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, statutory authority or otherwise, from buying, selling, or dealing in securities or otherwise accessing capital markets in India;
- If you are not a resident of India, but a QIB, you are an Eligible FPI (and are not an individual, corporate body or a family office), having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and are eligible to invest in India under applicable law, including the SEBI FPI Regulations, FEMA Rules, and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets. You confirm that you are not an FVCI. You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws;
- You are aware that in terms of the SEBI FPI Regulations and the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectorial cap applicable to the sector in which our Company operates. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate investment by FPIs in our Company does not exceed the sectorial cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations;
- You will provide the information as required under the provisions of the Companies Act, the PAS Rules and applicable SEBI ICDR Regulations and rules for record keeping by our Company, including your name, complete address, phone number, e-mail address, permanent account number (if applicable) and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue;
- If you are Allotted Equity Shares, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so acquired except on the floor of the Stock Exchanges;
- You are aware that this Placement Document and the Placement Document has not been and will not be filed as a prospectus with the RoC under the Companies Act, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. This Placement Document (which includes disclosures prescribed under Form PAS-4) has not been reviewed, verified or affirmed by the RBI, SEBI, the Stock Exchange, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs;

- You are aware that this Placement Document has been filed, and the Placement Document will be filed, with the Stock Exchange for record purposes only and this Placement Document and the Placement Document will be displayed on the websites of our Company and the Stock Exchange;
- You are permitted to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions that apply to you and that you have fully observed such laws and you have necessary capacity, have obtained all necessary consents, governmental or otherwise, and authorizations and complied and shall comply with all necessary formalities, to enable you to participate in the Issue and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorizations to agree to the terms set out or referred to in this Placement Document), and will honour such obligations;
- You are aware that, our Company, the BRLM or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates are not making any recommendations to you or advising you regarding the suitability of any transactions that you may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and
- will not, up to the Allotment, be a client of the BRLM. The BRLM or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents, associates or affiliates do not have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not in any way acting in a fiduciary capacity;
- You confirm that, either: (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents (the "**Company Presentations**") with regard to our Company or the Issue; or (ii) if you have participated in or attended any Company Presentations: (a) you understand and acknowledge that the BRLM may not have knowledge of the statements that our Company or its agents may have made at such Company Presentations and is therefore unable to determine whether the information provided to you at such Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the BRLM have advised you not to rely in any way on any information that was provided to you at such Company Presentations, and (b) confirm that you have not been provided any material or price sensitive information relating to our Company and the Issue that was not publicly available;
- Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made on the basis of any information, which is not set forth in this Placement Document;
- You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act;
- You understand that the Equity Shares issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and will rank pari passu in all respects with the existing Equity Shares including the right to receive dividend and other distributions declared;
- All statements other than statements of historical fact included in this Placement Document, including, without limitation, those regarding our Company, or our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our Company's business), are forward-looking statements. You are aware that, such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward looking statements. Such forward-looking statements are based on numerous assumptions regarding our Company present and future business strategies and environment in which our Company will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as at the date of this Placement Document. Neither our Company nor the BRLM or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates assume any responsibility to update any of the forward-looking statements contained in this Placement Document;
- You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public, or any other category other than Eligible QIBs and the Allotment of the same shall be at the sole discretion of our Company, in consultation with the BRLM;

- You are aware that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document, as applicable. However, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the BRLM;
- You are aware that if you are Allotted more than 5% of the Equity Shares in the Issue, our Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchange and the Stock Exchange will make the same available on their website and you consent to such disclosures;
- You have been provided a serially numbered copy of this Placement Document and have read it in its entirety; including, in particular, "Risk Factors" on page no 35;
- In making your investment decision, you have (i) relied on your own examination of the Company, the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) made and will continue to make your own assessment of our Company, the Equity Shares and the terms of the Issue based solely on and in reliance of the information contained in this Placement Document and no other disclosure or representation by our Company or any other party, (iii) consulted your own independent counsel and advisors or otherwise have satisfied yourself concerning, without limitation, the effects of local laws (including tax laws), (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;
- Neither our Company nor the BRLM nor any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates have provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including but not limited to the Issue and the use of the proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the BRLM or any of their shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Issue and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against, our Company, the BRLM or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;
- You are a sophisticated investor and have such knowledge and experience in financial, business and investment matters as to be capable
- of evaluating the merits and risks of an investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in a similar nature of business, similar stage of development and in similar jurisdictions. You and any accounts for which you are subscribing for the Equity Shares (i) are each able to bear the economic risk of your investment in the Equity Shares, (ii) will not look to our Company and/or the BRLM or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its respective obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares; and (vi) are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute. You are aware that investment in Equity Shares involves a high degree of risk and that the Equity Shares are, therefore a speculative investment;
- If you are acquiring the Equity Shares to be issued pursuant to the Issue for one or more managed accounts, you represent and warrant that you are authorized in writing, by each such managed account to acquire such Equity Shares for each managed account and hereby make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to "you" to include such accounts;
- You are not a "promoter" (as defined under the Companies Act and the SEBI ICDR Regulations) of our Company and are not a person related to any of our Promoters, either directly or indirectly and your Bid (hereinafter defined) does not directly or indirectly represent any of our 'Promoters', or members of our 'Promoter Group' (as defined under the SEBI ICDR Regulations) or persons or entities related thereto;

- You have no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on our Board, other than the rights acquired, if any, in the capacity of a lender not holding any Equity Shares;
- You agree that in terms of Section 42(7) of the Companies Act and Rule 14 of the PAS Rules, we shall file the list of Eligible QIBs (to whom this Placement Document will be circulated) along with other particulars including your name, complete address, phone number, e-mail address, permanent account number and bank account details, including such other details as may be prescribed or otherwise required even after the closure of the Issue with the RoC and SEBI within 30 days of circulation of this Placement Document and other filings required under the Companies Act, 2013;
- You will have no right to withdraw your Bid or revise your Bid downwards after the Bid/Issue Closing Date (as defined hereinafter);
- You are eligible to Bid for and hold the Equity Shares so Allotted, together with any Equity Shares held by you prior to the Issue. You further confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible, as per any applicable regulation;
- The Bid made by you would not ultimately result in triggering an open offer under the SEBI Takeover Regulations (as defined hereinafter) and you shall be solely responsible for compliance, if any with all other applicable provisions of the SEBI Takeover Regulations;
- Your aggregate equity shareholding in our Company, together with other Allottees that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50% of the Issue Size. For the purposes of this representation:
  1. Eligible QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary or holding company and any other Eligible QIB; and
  2. 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;
- You shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the final listing and trading approvals for such Equity Shares to be issued pursuant to this Issue, are issued by the Stock Exchange;
- You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares to be issued pursuant to the Issue and for trading on the Stock Exchange, were made and an in-principle approval has been received by our Company from each of the Stock Exchange, and (ii) the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final listing and trading approvals for listing of the Equity Shares will be obtained in time or at all. Neither our Company nor the BRLM nor any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;
- You are aware and understand that the BRLM have entered into a Placement Agreement with our Company whereby the BRLM have, subject to the satisfaction of certain conditions set out therein, undertaken to use their reasonable efforts to procure subscriptions for the Equity Shares on the terms and conditions set forth therein;
- You understand the contents of this Placement Document are exclusively the responsibility of our Company and that neither the BRLM nor any person acting on its behalf or any of the counsel or advisors to the Issue has, or shall have, any liability for any information, representation or statement contained in this Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in this Issue based on any information, representation or statement contained in this Placement Document or otherwise. By accepting a participation in this Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the BRLM or our Company or any other person, and the BRLM or our Company or any of their respective affiliates, including any view, statement, opinion or representation expressed in any research published

or distributed by them, the BRLM and their affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

- You understand that the BRLM or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non-performance by our Company of any of its obligations or any breach of any representations or warranties by us, whether to you or otherwise;
- You are able to purchase the Equity Shares in accordance with the restrictions described in "Selling Restrictions" on page 130 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "Selling Restrictions" on page 130;
- You understand and agree that the Equity Shares are transferable only in accordance with the restrictions described in "Transfer Restrictions" on page 137 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "Transfer Restrictions" on page 137
- You understand that the Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be offered, sold or delivered within the United States, except in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. You are outside the United States and are subscribing to the Equity Shares in an "offshore transaction" as defined in and in reliance on, Regulation S and the applicable laws of the jurisdictions where those offers and sales are made;
- You are not acquiring or subscribing for the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S) and you understand and agree that offers and sales are being made in reliance on an exemption to the registration requirements of the U.S. Securities Act;
- You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Delhi, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Placement Document and the Placement Document;
- Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Equity Shares in the Issue;
- You agree to indemnify and hold our Company, the BRLM and their respective directors, officers, employees, affiliates, associates, controlling persons and representatives harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements and undertakings made by you in this Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;
- You acknowledge that this Placement Document does not, and the Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;
- You will make the payment for subscription to the Equity Shares pursuant to this Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;
- You confirm that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each which case, investment can only be through the Government approval route), and that your investment is in accordance with consolidated FDI Policy and press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and Rule 6 of the FEMA Rules;
- You are aware and understand that you are allowed to place a Bid for Equity Shares. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the BRLM;
- You represent that you are not an affiliate of our Company or the BRLM or a person acting on behalf of such affiliate. However, affiliates of the BRLM, which are Eligible FPIs, may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. For further details, please see "*Offshore Derivative Instruments*" on page 12;

- Our Company, the BRLM, their respective affiliates, directors, officers, employees, shareholders, representatives, agents, controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, and are irrevocable. It is agreed that if any of such representations, warranties, acknowledgements and undertakings are no longer accurate, you will promptly notify our Company and the BRLM; and
- You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws.

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## OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an Eligible FPI including the affiliates of the BRLM, which is registered as a category I FPIs may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "**P-Notes**"), and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned category I FPIs may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to compliance with such other conditions as may be specified from the SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. Such P-Notes can be issued subject to compliance with the KYC norms and such other conditions as specified by SEBI from time to time, including payment of applicable regulatory fee. P-Notes have not been and are not being offered or sold pursuant to this Placement Document. This Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including without limitation any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control,) is not permitted to be 10% or above of our post-Issue Equity Share capital on a fully diluted basis ("**Investment Restrictions**"). The SEBI has, vide a circular dated November 5, 2019, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors (the "**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the Investment Restrictions shall also apply to subscribers of offshore derivative instruments and two or more subscribers of offshore derivative instruments having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the offshore derivative instruments. Further, in the event a prospective investor has investments as an FPI and as a subscriber of offshore derivative instruments, these Investment Restrictions shall apply on the aggregate of the FPI and offshore derivative instruments investments held in the underlying company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, read with Consolidated FDI Policy, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the entity is of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy and FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

Affiliates of the BRLM which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the BRLM do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the BRLM and does not constitute any obligations of or claims on the BRLM.

**Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosure as to the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult with their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations.**

### **DISCLAIMER CLAUSE OF THE STOCK EXCHANGE**

As required, a copy of this Placement Document has been submitted to the Stock Exchange. The Stock Exchange do not in any manner:

1. Warrant, certify or endorse the correctness or completeness of any of the contents of this Placement Document;
2. Warrant that the Equity Shares to be issued pursuant to this Issue will be listed or will continue to be listed on the Stock Exchange; or
3. Take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company;

and it should not for any reason be deemed or construed to mean that this Placement Document has been cleared or approved by the Stock Exchange. Every person who desires to apply for or otherwise acquire any Equity Shares of our Company may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition, whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

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## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

### Certain Conventions

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you', 'your', 'bidder(s)', 'offeree', 'purchaser', 'subscriber', 'recipient', 'investor(s)', 'prospective investor(s)' and 'potential investor(s)' are to the Eligible QIBs who are the prospective investors in the Issue, and references to 'our Company', 'Company', 'the Company' and the 'Issuer', are to HOAC Foods India Limited and references to 'we', 'us' or 'our' are to our Company.

### Currency and units of presentation

In this Placement Document, references to 'US\$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America, references to '₹', 'INR', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of Republic of India. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to "India" are to the Republic of India and its territories and possessions and all references herein to the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable.

All the numbers in this Placement Document have been presented in Lakhs, unless stated otherwise. The amounts derived from financial statements included herein are presented in Rs. Lakhs. Our Audited Financial Statements are presented in Rs. Lakhs.

Certain figures contained in this Placement Document, including financial information, have been subject to rounding adjustments. 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 figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies between the totals and the sum of the amounts listed are due to rounding off adjustments. All figures in decimals have been rounded off to the second decimal.

Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

### Page numbers

Unless stated otherwise, all references to page numbers in this Placement Document are to the page numbers of this Placement Document.

### Financial Data and Other Information

Our Company publishes its financial statements in Indian Rupees. The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise, all references to a particular 'financial year', 'Fiscal Year', 'fiscal' or 'FY' are to the twelve-month period ended on March 31 of that year and references to a particular 'year' are to the calendar year ending on December 31 of that year.

Our Company has published its Audited Financial Statements for the Fiscal 2025, Fiscal 2024 and Fiscal 2023. As required under applicable regulations, and for the convenience of prospective investors, we have included the following in this Placement Document:

- Audited Financial Statements of our Company as at and for the financial years ended Fiscal 2025, Fiscal 2024 and Fiscal 2023, prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended and other accounting principles generally accepted in India and other relevant provisions of the Companies Act (collectively, the "**Audited Financial Statements**");

The Audited Financial Statements for the Fiscals 2025 and 2024 have been audited by our statutory auditors M/s. Krishan Rakesh & Co dated May 29, 2025 and June 06, 2024 respectively and for the Fiscal 2023 have been audited by statutory auditors Nitika Saluja, Chartered Accountants on which they have issued audit reports dated September 05, 2023.

The Audited Financial Statements should be read along with the respective audit reports, and the Unaudited Financial Results should be read along with the corresponding review report. The Unaudited Financial Results have been subjected to review conducted in accordance with Standard on Review Engagement (SRE) 2410 issued by the Institute of Chartered Accountants of India ("ICAI"). Further, our Unaudited Financial Results are not necessarily indicative of results that may be expected for the full financial year or any future reporting period and are not comparable with the annual financials.

Except as specifically indicated otherwise and unless the context requires otherwise, all the financial information included in this

Placement Document have been derived from the Audited Financial Statements.

Our Company prepares its financial statements in accordance with Indian GAAP. Indian GAAP differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("U.S. GAAP") or International Financial Reporting Standards ("IFRS") and the reconciliation of the financial information to other accounting principles has not been provided. No attempt has been made to explain those differences or quantify their impact on the financial data included in this Placement Document and investors should consult their own advisors regarding such differences and their impact on our Company's financial

data. Accordingly, the degree to which the financial information included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Indian GAAP, the Companies

Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Placement Document should accordingly be limited.

All numerical and financial information as set out and presented in this Placement Document, except for the information in the section "Industry Overview", for the sake of consistency and convenience have been rounded off or expressed in two decimal place. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them and the sum or percentage change of such numbers may not conform exactly to the total figure given.

The information on our Company's website shall not form a part of this Placement Document.

#### **Non-GAAP financial measures**

Certain non-GAAP measures and certain other statistical information such as EBITDA, EBITDA Margins, ROE, Debt/Equity, Interest Coverage Ratio, ROCE, RONW, PAT Margins, etc. (together referred as "Non-GAAP Measures") presented in this Placement Document are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. Further, 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 Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance or liquidity. Prospective investors should read this information in conjunction with the financial statements included in "*Financial Statements*" starting on page 154 of this Placement Document.

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## INDUSTRY AND MARKET DATA

Information regarding market size, market share, market position, growth rates and other industry data pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by governmental bodies, professional organizations and / or analysts and on data from other external sources, and on our knowledge of markets in which we compete. The statistical information included in this Placement Document relating to the sector in which we operate has been reproduced from various trade, industry and regulatory/ government publications and websites, more particularly described in “Industry and Market Data” on page 16.

Unless stated otherwise, statistical information, industry and / or market data used throughout this Placement Document has been derived from publicly available sources. While our Company has taken reasonable care in the reproduction of the information from such publicly available sources. None of our Company, the BRLM, any of our Company’s or their respective affiliates or advisors or any other person connected with the Issue has independently verified data and statistics obtained from such publicly available sources. Industry sources and / or publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Therefore, discussions of matters relating to India, its economy and the industry in which we currently operate are subject to the caveat that data and statistics upon which such discussions are based may be inaccurate, incomplete or unreliable. Statements from third-parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Placement Document. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources, and neither we nor the BRLM can assure potential Investors as to their accuracy.

This information is subject to change and cannot be certified with complete certainty due to limits on the availability and reliability of raw data and other limitations and uncertainties inherent in any statistical survey. Neither our Company nor any of the BRLM have independently verified the industry and market data and do not make any representation regarding accuracy or completeness of such data. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so our Company has relied on internally developed estimates. Similarly, while our Company believes its internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither our Company nor any of the BRLM can assure Bidders as to their accuracy.

Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely information contained in this Placement Document.

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## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "can", "could", "estimate", "expect", "intend", "may", "will", "plan", "objective", "potential", "project", "pursue", "seek", "shall", "should", "will", "would", "will likely result", "will continue", "will achieve", "is likely" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, among other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the results of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements and any other projections include statements as to our Company's business strategy, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document regarding matters that are not historical facts. These forward-looking statements contained in this Placement Document (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause the actual results, performances and achievements of our Company to be materially different from any of the forward-looking statements include, among others:

- Absence of long-term raw material supply agreements exposes us to price and availability risks.
- Dependence on processing units makes us vulnerable to operational disruptions.
- Reliance on a franchise model and in-house sales team may lead to execution challenges.
- Past delays in statutory filings under the Companies Act, 2013, may indicate compliance risks.
- Improper handling, spoilage, or contamination of products could trigger regulatory and reputational damage.
- Shutdowns of manufacturing units could significantly affect operations and financial performance.
- Disruptions in funding sources or rising financing costs could affect liquidity and growth.
- Inability to attract and retain skilled personnel may hinder our operations and expansion plans.
- Unforeseen market, competitive, economic, regulatory, or environmental changes may adversely impact our business.
- changes in laws and regulations relating to the industry in which we operate;
- Our failure to keep pace with rapid changes in technology; and
- Changes in government policies and regulatory actions that apply to or affect our business.

Additional factors that could cause actual results, performance or achievements of our Company to differ materially include, but are not limited to, those discussed under the sections "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Industry Overview" and "Our Business" and on pages 35, 62, 71 and 83, respectively.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections.

The forward-looking statements contained in this Placement Document are based on the beliefs of the management, as well as the assumptions made by, and information currently available to, the management of our Company. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document, and neither our Company nor the Book Running Lead Manager undertakes any obligation to update or revise any of them, whether as a result of new information, future events or otherwise, changes in assumptions or changes in factors affecting these forward looking statements or otherwise.

If any of these risks and uncertainties materialize, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

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## ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public company with limited liability incorporated under the laws of India. All the key managerial personnel of our Company named herein are residents of India and all of the assets of our Company are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce judgments obtained against such parties outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A, respectively, of the Civil Procedure Code (as defined below), on a statutory basis. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India.

Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Each of the United Kingdom, United Arab Emirates, Singapore and Hong Kong, amongst others has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be filed in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with public policy of India and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax pursuant to execution of such a judgment in accordance with applicable laws.

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## EXCHANGE RATES INFORMATION

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchange. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information, for the period indicated with respect to the exchange rates between the Rupee and the U.S. dollar (in ₹ per US\$), for the periods indicated. The exchange rates are based on the reference rates released by the RBI and FBIL, which are available on the website of the RBI and FBIL. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

Fiscal Period	Period End <sup>(1)</sup>	Average <sup>(2)</sup>	(₹ per US\$)	
			High <sup>(3)</sup>	Low <sup>(4)</sup>
<b>Fiscal Ended:</b>				
March, 2025	85.58	84.57	87.58	83.07
March, 2024	83.37	82.79	83.40	81.65
March, 2023	82.22	80.38	83.20	75.39
<b>Months ended:</b>				
June 30, 2025	85.54	85.90	86.81	85.44
May, 2025	85.48	85.19	85.67	83.86
April, 2025	85.05	85.56	86.62	85.05
March, 2025	85.58	86.68	87.38	85.58
February, 2025	87.40	87.05	87.59	86.65
January, 2025	86.64	85.23	86.64	85.71
December, 2024	85.62	84.99	85.62	84.66

Source: [www.rbi.org.in](http://www.rbi.org.in), [www.fbil.org.in](http://www.fbil.org.in) and [www.fedai.org.in](http://www.fedai.org.in).

Period end, high, low and average rates are based on the FBIL reference rates and rounded off to two decimal places.

Notes:

1. The price for the period end refers to the price as on the last trading day of the respective fiscal year or monthly periods;
2. Average of the official rate for each Working Day of the relevant period.
3. Maximum of the official rate for each Working Day of the relevant period.
4. Minimum of the official rate for each Working Day of the relevant period.

In case of holidays, the exchange rate on the last traded day of the month has been considered as the rate for the period end.

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## DEFINITIONS AND ABBREVIATIONS

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

Unless otherwise specified, the capitalized terms used in this Placement Document shall have the meaning as defined hereunder. Further, any references to any statute, rules, guidelines, regulations, agreement, document or policies shall include amendments thereto, from time to time.

The words and expressions used in this Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act, or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in the section "Statement of Possible Special Tax Benefits", "Industry Overview", "Financial Statements" and "Legal Proceedings" beginning on page 145, 71, 154 and 148, respectively, shall have the meaning given to such terms in such sections.

### General and Company Related Terms

Term	Description
Our Company / the Company / the Issuer /	HOAC Foods India Limited, a company incorporated in India under the Companies Act, 2013, having its registered office at D-498, 1st Floor Palam Extension Sector-7 Dwarka , South West Delhi, New Delhi, 110077, India.
the Group / us / we / our	Unless the context otherwise indicates or implies, refers to our Company
Articles / Articles of Association / AoA	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board of Directors as disclosed in the section entitled "Board of Directors and Senior Management Personnel" on page 104.
Audited Financial Statements	The audited financial statements of our Company as at, and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with Indian GAAP prescribed under Section 133 of the Companies Act, including the notes thereto
Auditors / Statutory Auditors / Independent Auditors	The current statutory auditors of our Company, namely, M/s Krishan Rakesh & Co, Chartered Accountants
Board of Directors / Board	The Board of Directors of our Company or any duly constituted committee thereof.
Chief Financial Officer	The Chief Financial Officer of our Company, being Mr. Manish Sharma
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company, being Ms. Bhawna Agarwal
Director(s)	Director(s) on the Board of our Company, unless otherwise specified.
Equity Shares	The equity shares of our Company of face value ₹ 10/- each.
Executive Director	Executive directors of our Company. For details, see the section entitled "Board of Directors and Senior Management Personnel" on page 104
Independent Director(s)	The Non-Executive Independent Directors of our Company appointed as per the Companies Act, 2013 and the SEBI Listing Regulations, as disclosed in the section entitled "Board of Directors and Senior Management Personnel" on page104
Key Managerial Personnel / KMP(s)	Key managerial personnel of our Company identified in terms of Regulation 2(bb) of the SEBI ICDR Regulations, as disclosed in the section entitled "Board of Directors and Senior Management Personnel" on page104.
Memorandum/ Memorandum of Association / MoA	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee constituted by our Board of Directors as disclosed in the section entitled "Board of Directors and Senior Management Personnel" on page 104
Non-Executive Director	Non-Executive Directors of our Company. For details, see the section entitled "Board of Directors and Senior Management Personnel" on page 104
Non-Executive Non-Independent Director	Non-Executive Non-Independent Directors of our Company. For details, see the section entitled "Board of Directors and Senior Management Personnel" on page104
Promoter Group	The members of the promoter group of our Company as determined in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations
Promoters	The Promoters of our Company are Mr. Rambabu Thakur, Mrs. Gaytri Thakur and Mr. Yashwant Thakur
Registered Office	D-498, 1st Floor Palam Extension Sector-7 Dwarka , South West Delhi, New Delhi, 110077, India.
RoC / Registrar of Companies	Registrar of Companies, Delhi and Haryana at Delhi
Shareholder(s)	The holders of the Equity Shares of our Company, from time to time

Stakeholders' Relationship Committee	The stakeholders' relationship committee constituted by our Board of Directors as disclosed in the section entitled "Board of Directors and Senior Management Personnel" on page 104.
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### Issue related Terms

Term	Description
Allocated/ Allocation	The allocation of Equity Shares by our Company, following the determination of the Issue Price to Eligible QIBs on the basis of Application Forms submitted by them, in consultation with the BRLM and in compliance with Chapter VI of the SEBI ICDR Regulations.
Allot/ Allotment/ Allotted	Unless, the context otherwise requires, allotment of Equity Shares to be issued pursuant to the Issue
Allottees	Eligible QIBs to whom Equity Shares are issued and Allotted pursuant to the Issue.
Application Amount	The aggregate amount determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the Application Form
Application Form	The form (including any revisions thereof) which will be submitted by an Eligible QIB for registering a Bid in the Issue during the Bid/ Issue Period. An indicative format of such form is set forth in "Sample Application Form" on page 160
Application Lot Size	750 Equity Share and in multiples of 750 Equity Shares thereafter
Bid(s)	Indication of an Eligible QIB's interest, including all revisions and modifications thereto, as provided in the Application Form, to subscribe for the Equity Shares, pursuant to the Issue. The term "Bidding" shall be construed accordingly
Bid/Issue Closing Date	July 03, 2025 the date after which our Company (or BRLM on behalf of our Company) shall cease acceptance of Application Forms and the Application Amount
Bid/Issue Opening Date	June 30, 2025, the date on which our Company (or the BRLM on behalf of our Company) shall commence acceptance of the Application Forms and the Application Amount.
Bid/Issue Period	Period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days during which Eligible QIBs can submit their Bids including any revision and/or modifications thereof.
Bidder(s)	Any prospective investor, being an Eligible QIB, who makes a Bid pursuant to the terms of the Placement Document and the Application Form.
Book Running Lead Manager/ BRLM	GYR Capital Advisors Private Limited
CAN / Confirmation of Allocation Note	Note or advice or intimation to successful Bidders confirming Allocation of Equity Shares to such successful Bidders after determination of the Issue Price and shall include details of amount to be refunded, if any, to such Bidders
Closing Date	The date on which the Allotment of Equity Shares pursuant to the Issue shall be made, i.e. on or about July 03, 2025
Designated Date	The date of credit of Equity Shares, pursuant to the Issue, to the Allottee's demat account, as applicable to the respective Allottee
Eligible FPIs	FPIs that are eligible to participate in the Issue in terms of applicable law, other than individuals, corporate bodies and family offices
Eligible QIBs	QIBs that are eligible to participate in the Issue and which are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations and are not restricted from participating in the Issue under applicable law.  In addition, Eligible QIBs are QIBs who are outside the United States, to whom Equity Shares are being offered in "offshore transactions", as defined in, and in reliance on Regulation S and the applicable laws of the jurisdiction where those offers, and sales are made.
Escrow Agent/ Escrow Bank	ICICI Bank Limited
Escrow Agreement	Agreement dated June 26, 2025 entered into amongst our Company, the Escrow Agent and the BRLM for collection of the Application Amounts and for remitting refunds, if any, of the amounts collected, to the Bidders.
Escrow Account	Special non-interest bearing, no-lien, escrow bank account without any cheques or overdraft facilities, opened with the Escrow Agent by our Company in the name and style of " <b>HOAC FOODS INDIA LIMITED-QIP-ESCROW ACCOUNT</b> " to the terms of the Escrow Agreement, into which the Application Amount shall be deposited by Eligible QIBs and from which refunds, if any, shall be remitted, as set out in the Application Form.
Floor Price	The floor price of ₹ 210.64 per Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company may offer a discount of not more than 5% on the Floor Price in accordance with the approval of the Shareholders of our Company accorded through their special resolution passed EGM (Extra ordinary General Meeting) held on

Term	Description
	Thursday, June 26, 2025 and in terms of Regulation 176(1) of the SEBI ICDR Regulations
Fraudulent Borrower	An entity or person categorized as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations
Issue	The offer, issue and allotment of 4,97,250 Equity Shares at a price of ₹ 201 per Equity Share, including a premium of ₹ 191 per Equity Share, aggregating to ₹ 999.47 Lakhs to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of Companies Act, 2013 and the rules made thereunder.
Issue Price	₹ 201 per Equity Share
Issue Size	The issue of 4,97,250 Equity Shares aggregating ₹ 999.47 Lakhs.
Lot Size	750 Equity Shares and multiples thereof.
Monitoring Agency	The appointment of Monitoring Agency is not applicable to our Company since the Issue Size is below INR 10000.00 Lakhs.
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue.
Placement Agreement	Agreement dated June 26, 2025 entered into amongst our Company and the BRLM.
Preliminary Placement Document	The Preliminary placement document to be issued by our Company in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act, 2013 and rules made thereunder.
Placement Document	This placement document cum application form dated July 03, 2025 issued in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act, 2013 and rules made thereunder.
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIP	Qualified institutions placement, being a private placement to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and other applicable sections of the Companies Act, 2013, read with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Application Amount submitted by such Bidder pursuant to the Issue.
Refund Intimation	The letter from the Company to relevant Bidders intimating them of the Refund Amount, if any, to be refunded to their respective bank accounts.
Relevant Date	June 30, 2025 is the date of the meeting of the Board, a committee duly authorized by our Board, deciding to open the Issue
Stock Exchange	Emerge Platform of National Stock Exchange
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Application Amount along with the Application Form and who will be Allocated Equity Shares pursuant to the Issue.
Wilful Defaulter	An entity or person categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorized or obligated by law to remain closed in Mumbai, India or a trading day of the Stock Exchanges, as applicable.

#### Technical and Industry Related Terms

Terms	Description
ARFF	Airport Rescue and Fire Fighting vehicles
Covid-19	Coronavirus Disease
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
IMF	International Monetary Fund
U.S.	United States of America
US\$	United States Dollar
FMCG	Fast-Moving Consumer Goods
RTE	Ready-to-Eat
RTC	Ready-to-Cook
MoFPI	Ministry of Food Processing Industries
GMO's	Genetically engineered Ingredients

## Conventional and General Terms/Abbreviations

Terms	Description
₹ / Rs. / Re./ Rupees /INR	Indian Rupee
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India, as required under the Companies Act.
BSE	Bombay Stock Exchange
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number of our company being L15120DL2018PLC330739.
Civil Procedure Code	The Code of Civil Procedure, 1908, as amended
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the rules made thereunder
Companies Act / Companies Act, 2013	Companies Act, 2013, as amended and the rules, regulations, circulars, modifications and clarifications thereunder, to the extent notified
Consolidated FDI Policy	The consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate social responsibility.
Depositories Act	The Depositories Act, 1996, as amended
Depository	NSDL and CDSL, depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018, as amended
Depository Participant/ DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
EBIT	Earnings Before Interest and Tax
EGM	Extraordinary General Meeting
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization less Other Income
ESG	Environment, social and governance
EPS	Earnings per share
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999, as amended and the Regulations issued Thereunder
FEMA Non-Debt Rules/ FEMA Rules	The Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and any notifications, circulars or clarifications issued thereunder
Financial Year /Fiscal Year / Fiscal / FY	Unless otherwise stated, the period of 12 months commencing on April 1 of a year and ending on March 31 of the next year
Form PAS-4	Form PAS-4 as prescribed under the PAS Rules, as amended
FPI/ Foreign Portfolio Investor(s)	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations.
FPI Operational Guidelines	SEBI circular dated November 5, 2019 which issued the operational guidelines for FPIs
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
FVCI	Foreign venture capital investors as defined and registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
GAAP	Generally accepted accounting principles
GBP	Great Britain Pound Sterling
GDP	Gross domestic product
GoI / Government	Government of India, unless otherwise specified
GST	Goods and services tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Ind AS	Indian accounting standards as notified by the MCA pursuant to Section 133 of the Companies Act read with the IAS Rules
Indian GAAP	Generally accepted accounting principles in India
Income Tax Act/IT Act	The Income tax Act, 1961

Terms	Description
Lakh/ Lac	Lakhs
MCA	Ministry of Corporate Affairs, G
Mn/ mn	Million
N.A./ NA	Not Applicable
NAV	Net Asset Value
NCLT	National Company Law Tribunal
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
Non-Resident Indian(s) / NRI	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, as amended.
NRO	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit after tax / profit for the respective period / year
PBT	Profit before tax
PAS Rules	Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI ESOP Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity), Regulations 2021.
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SENSEX	Index of 30 stocks traded on the BSE representing a sample of large and liquid listed companies
STT	Securities Transaction Tax
TDS	Tax deducted at source
USA or U.S. or United States	United States of America
U.S. GAAP	Generally accepted accounting principles in the United States of America
\$/ U.S.\$ / USD / U.S. Dollar	United States Dollar, the legal currency of the United States of America
U.S. Securities Act / Securities Act	The United States Securities Act of 1933, as amended
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31.

## SUMMARY OF BUSINESS

### BUSINESS OVERVIEW

The Company is primarily engaged in the business of high-quality natural food products under the brand name “**HARIOM**”, encompassing a varied portfolio that includes Wheat Flour, Organic Herbs and spices. With a strong operational presence in Delhi-NCR the company serves its customer base through a strategically established network of Exclusive Brand Outlets and franchise partners, addressing the increasing demand from health-conscious consumers for pure and authentic daily food products. We procure our raw materials directly from diverse regions across India, meticulously selecting only the finest quality ingredients. Each product undergoes traditional processing methods and is packaged without the inclusion of artificial preservatives or synthetic additives. This approach ensures the preservation of natural flavor, aroma, and nutritional integrity, thereby delivering authentic and wholesome products to households. We’ve successfully introduced a wide array of offerings: from ground and blended spices (like chai masala) to essential staples such as Chakki Atta (with variants like MP Sharbati, MP Lok One, multigrain, and other healthy flours), yellow mustard oil, unpolished pulses, rice and grains.

As of March 31, 2025, a significant portion of our sales is generated from the Delhi-NCR region. Our distribution network consists of 15 Exclusive Brand Outlets (EBOs), comprising 5 company-owned and 10 franchisee-operated stores, all of which exclusively market and sell our brand’s products. This retail presence is supported by a dedicated sales and marketing team of 8 employees. In addition to our physical retail network, we operate a Direct-to-Consumer (D2C) channel through our proprietary mobile application—available on both the Google Play Store and Apple App Store—as well as via our official website.

To streamline operations and ensure consistency across outlets, we have implemented a robust franchisee management system. This platform facilitates effective coordination with franchise owners and store managers, while offering real-time visibility into inventory levels and sales performance across stores. This allows us to optimize our distribution network and significantly reduce the time between production and delivery to customers—typically within the same day or at most one day. Our integrated supply chain approach enables us to maintain the freshness, taste, and nutritional integrity of our products, ensuring a high-quality experience for consumers.

### Our Products

The following sets out of our product under categories:

#### 1. Haldi (Turmeric) Powder

HOAC Foods India Limited presents its premium Haldi (Turmeric) Powder, known for its rich flavor, vibrant colour, and health benefits like anti-inflammatory and antioxidant properties.

It is made from A-grade turmeric sourced directly from key growing regions, our product ensures top quality. Available in 100g, 200g, and 500g packs to suit varying consumer needs.

#### 2. Premium Chilli Powder

HOAC Foods' Chilli Powder blends premium chili peppers for a rich and flavorful taste experience.

Available in 100g, 200g, and 500g packs, it offers the right quantity for every kitchen.

#### 3. Dhaniya Powder (Coriander)

HOAC Foods’ Dhaniya Powder (Coriander) is crafted to elevate the flavour of every dish. Made from carefully selected seeds, it’s cleaned, ground, and packed to ensure lasting freshness and purity.

Available in 100g, 200g, and 500g pack which is useful for every kitchen.

#### 4. HOAC Spices

HOAC other Spices – a collection of the spices like Sambhar masala, Black pepper powder, Aloo masala and other spices available in different sizes.

We offer our spices in convenient quantities of 100g, 200g, and 500g, allowing you to choose the right amount for your cooking needs. Each package is carefully sealed to maintain the freshness and aroma, ensuring that you get the most flavour out of every sprinkle.

## 5. Mustard Oil

HOAC Foods' Yellow Mustard Oil is cold-pressed to preserve its natural pungency, flavour, and nutritional value. Rich in Omega-3 fatty acids, it's a heart-healthy choice ideal for cooking, frying, or salad dressings.

Available in a 1-litre bottle for daily use and a 5-litre container for bulk needs.

## 6. Other Products

HOAC Foods offers a nutritious range of unpolished pulses Tuvar Dal, Lobiya, Rajma Chitra, Rajma Jammu, Chana Dal, Kala Chana and more each rich in natural protein and essential nutrients. Sourced for quality and left unpolished to preserve their goodness, our pulses support a healthy, balanced diet.

**MP Sharbati Flour** is available in 1kg, 5kg, and 10kg packs to suit all kitchen needs. Hermetically sealed for lasting freshness, it delivers superior taste and nutrition in every meal.

At HOAC Foods, our Nutri Blend Multigrain Atta combines **MP Sharbati Wheat, Chana, Soya, Barley, Makka, Ragi, and Als**i bringing together the best of nutrition and taste. Available in 2kg, 5kg, and 10kg packs, it's crafted to meet diverse cooking needs with convenience and quality.

Wide range of nutritious flours **Ragi, Soya, Barley, Missi Roti, Makki, and Besan** crafted for maximum freshness and 100% nutritional value. Available in 500g and 1kg packs, with customization options for your preferred quantity, our flours bring health and versatility to every meal.

### ○ Our Competitive strengths

- Diversified Product Portfolio
- Visionary Management Steering Long-Term Growth
- Tech-Enabled Supply Chain
- End-to-End In-House Manufacturing Capabilities
- Trusted Customer Relationships

### ○ Our Strategies

- Expanding Our Market Presence in Delhi-NCR and Beyond
- Strengthening Our Portfolio and Expanding into High-Growth Categories
- Growing Together with Our Suppliers, Partners, Customers & Team
- Blending Traditional and Digital Channels for Brand Growth
- Strengthening Multi-Channel Distribution and Expanding Market Access

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## SUMMARY OF THE ISSUE

The following is a general summary of this Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information appearing elsewhere in this Placement Document, including under the sections "*Risk Factors*", "*Use of Proceeds*", "*Placement and Lock up*", "*Issue Procedure*" and "*Description of the Equity Shares*" on pages 35,53, 128, 116 and 141, respectively of this Placement Document.

<b>Issuer</b>	HOAC Foods India Limited
<b>Issue Size</b>	4,79,250 Equity Shares aggregating ₹ 999.47 Lakhs.  A minimum of 10% of the Issue Size, or at least 47,925 Equity Shares, shall be available for Allocation to Mutual Funds only, and the balance 4,31,325 Equity Shares shall be available for Allocation to all QIBs, including Mutual Funds.  In case of under-subscription or no subscription in the portion available for Allocation only to Mutual Funds, such portion or part thereof may be Allocated to other QIBs.
<b>Lot Size</b>	750 Equity Shares
<b>Face Value</b>	₹ 10/- per Equity Share
<b>Issue Price</b>	₹ 201 per Equity Share
<b>Date of Board Resolution</b>	May 29, 2025
<b>Date of Shareholders' Resolution</b>	June 26, 2025
<b>Floor Price</b>	The floor price of ₹ 210.64 per Equity Share. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price.  Our Company has provided discount of ₹ 9.64 per equity share i.e. 4.58% to the floor price of ₹ 210.64 per equity share determined according to the formula prescribed under Regulation 176(1) of the SEBI ICDR Regulations. In accordance with the approval of the Shareholders granted at the Extra Ordinary General Meeting held on June 26, 2025
<b>Eligible Investors</b>	Eligible QIBs, to whom this Placement Document and the Application Form are delivered and who are eligible to bid and participate in the Issue.  For further details, see "Issue Procedure", "Selling Restrictions" and "Transfer Restrictions" on pages 116, 130 and 137, respectively. The list of Eligible QIBs to whom this Placement Document and Application Form is delivered has been determined by our Company in consultation with the BRLM.
<b>Issue procedure</b>	This Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act, read with Rule 14 of the PAS Rules, and all other applicable provisions of the Companies Act and Chapter VI of the SEBI ICDR Regulations. For further details, see "Issue Procedure" on page 116.
<b>Equity Shares issued and outstanding immediately prior to this Issue</b>	38,43,210 Equity Shares.
<b>Equity Shares issued and outstanding immediately after this Issue</b>	43,40,460 Equity Shares.
<b>Listing</b>	Our Company has obtained in-principle approvals, dated June 30, 2025 from the NSE, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing of the Equity Shares issued pursuant to the Issue.  Our Company will make applications to the Stock Exchange to obtain final listing and trading approvals for the Equity Shares after Allotment and after the credit of Equity Shares to the beneficiary account with the Depository Participant, respectively.
<b>Lock-up</b>	For details of the lock-up, see " <i>Placement and Lock up</i> " on page 128
<b>Transferability Restrictions</b>	The Equity Shares to be issued pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. Allotments made to VCFs, and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement.  Please refer the " <i>Transfer Restrictions</i> " on page 137 of this Placement Document.
<b>Use of Proceeds</b>	The gross proceeds from this Issue will be approximately ₹ 999.47 Lakhs. The net proceeds

	from this Issue, after deducting fees, commissions and expenses of this Issue, will be approximately ₹ 922.77 Lakhs. Please refer " <i>Use of Proceeds</i> " on page 53 of this Placement Document for information regarding the use of net proceeds from this Issue.	
<b>Risk Factors</b>	Please refer the " <i>Risk Factors</i> " beginning on page 35 of this Placement Document for a discussion of risks that prospective investors should consider before investing in the Equity Shares.	
<b>Taxation</b>	Please refer the section entitled "Statement of Possible Tax Benefits" on page 145.	
<b>Pay-In Date</b>	Last date specified in the CAN sent to the QIBs for payment of application money for Equity Shares issued pursuant to the Issue.	
<b>Closing Date</b>	The Allotment of the Equity Shares, offered pursuant to the Issue is on July 3, 2025.	
<b>Ranking</b>	The Equity Shares to be issued pursuant to this Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank <i>pari passu</i> in all respects with the existing Equity Shares of the Company, including rights in respect of dividends. The shareholders of the Company (who hold Equity Shares as on the record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by the Company after the Closing Date, in compliance with the Companies Act, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in shareholders' meetings in accordance with the provisions of the Companies Act. See " <i>Dividend Policy</i> " and " <i>Description of the Equity Shares</i> " on page 60 and 141, respectively of this Placement Document.	
<b>Voting Rights</b>	See " <i>Description of the Equity Shares – Voting Rights</i> " on page 141	
<b>Security Codes for the Equity Shares</b>	<b>ISIN</b>	INE0S6S01017
	<b>NSE Scrip Code</b>	HOACFOODS

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## SELECTED FINANCIAL INFORMATION

*The following selected financial information is extracted from and should be read in conjunction with the Consolidated audited financial statements for Fiscals ended March 31, 2025 and Standalone audited financial statements for Fiscals ended March 31, 2024 and March 31, 2023, included elsewhere in this Placement Document. Please see the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements", on pages 62 and 154, respectively, for further details.*

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Summary of Audited balance sheet as at March 31, 2025, March 31, 2024 and March 31, 2023.

(₹ In Lakhs)

Particulars		As at	As at	As at
		March 2025 (Consolidated)	March 2024 (Standalone)	March 2023 (Standalone)
		₹	₹	₹
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	Shareholders' funds			
(a)	Share capital	384.32	268.82	21.70
(b)	Reserves and Surplus	754.06	66.44	126.83
	<b>Total Shareholder's Funds</b>	<b>1,138.38</b>	<b>335.26</b>	<b>148.53</b>
(2)	Non-current liabilities			
(a)	Long term Borrowings	56.37	78.47	79.69
(b)	Deferred tax liabilities (net)	3.18	0.43	4.56
(c)	Long term Provisions	5.72	3.69	-
	<b>Total Non-Current Liabilities</b>	<b>65.27</b>	<b>82.59</b>	<b>84.26</b>
(3)	Current liabilities			
(a)	Short Term Borrowings	391.11	147.10	114.61
(b)	Trade payables			
(i)	Total outstanding dues of micro enterprises and small enterprises	244.03	3.03	11.58
(ii)	Total outstanding dues of creditors other than micro enterprises and small enterprises	75.82	166.39	88.13
(c)	Other current liabilities	38.59	24.30	15.93
(d)	Short-term provisions	69.95	37.38	26.31
	<b>Total Current Liabilities</b>	<b>819.50</b>	<b>378.20</b>	<b>256.56</b>
	<b>TOTAL</b>	<b>2,023.15</b>	<b>796.05</b>	<b>489.35</b>
<b>B</b>	<b>ASSETS</b>			
(1)	Non-current assets			
(a)	Property, Plant & Equipment and Intangible Assets			
(i)	Property, Plant & Equipment	375.09	88.39	59.02
(ii)	Intangible Assets	6.31	2.34	1.69
(iii)	Intangible Assets under development or Capital Work-in-Progress	0.00	0.07	-
	Total Property, Plant & Equipment	381.40	90.81	60.71
(e)	Other Non-Current Assets	17.21	5.66	22.87
	<b>Total Non-Current Assets</b>	<b>17.21</b>	<b>5.66</b>	<b>22.87</b>
(2)	Current assets			

	(a)	Inventories	387.68	374.57	219.73
	(b)	Trade receivables	845.31	226.33	102.93
	(c)	Cash and bank balances	331.29	43.75	32.51
	(d)	Short-term loans and advances	60.27	54.93	50.61
		<b>Total Current Assets</b>	<b>1,624.55</b>	<b>699.58</b>	<b>405.77</b>
		<b>TOTAL</b>	<b>2,023.15</b>	<b>796.05</b>	<b>489.35</b>

**Summary of Audited statement of Profit and loss as at financial years ended March 31, 2025, March 31, 2024 and March 31, 2023**

(₹ In Lakhs)

Particulars		For the year ended March 31, 2025 (Consolidated)	For the year ended March 31, 2024 (Standalone)	For the year ended March 31, 2023 (Standalone)
<b>I</b>	Revenue from operations	2,647.66	1,562.94	1,210.09
<b>II</b>	Other income	16.41	-	1.06
<b>III</b>	Total Revenue (I + II)	2,664.07	1,562.94	1,220.65
<b>IV</b>	Expenses:			
	(a) Cost of Material Consumed	1,804.76	1,009.05	928.04
	(b) Changes in inventories	(49.04)	(0.20)	(96.21)
	(c) Employee benefits expense	203.22	159.85	92.78
	(d) Finance costs	49.10	32.50	25.55
	(e) Depreciation and amortization expense	29.47	12.93	18.25
	(f) Other expenses	279.84	212.53	170.71
	Total Expenses	2,317.36	1,426.67	1,139.13
<b>V</b>	Profit before prior-period items and tax (III - IV)	346.71	136.28	81.52
<b>VI</b>	Prior-Period Items	-	-	-
<b>VII</b>	Profit before tax (V - VI)	346.71	136.28	81.52
<b>VIII</b>	Tax expense:			
	(1) Current tax	95.61	37.60	26.31
	(2) Earlier year	-	0.46	2.72
	(3) Deferred Tax	2.74	(4.13)	2.02
	Net tax expense / (benefit)	98.35	33.93	31.05
<b>IX</b>	Profit from continuing operations (VII-VIII)	248.36	102.35	50.47
<b>X</b>	Profit/ (loss) from the year (IX-X)	248.76	102.35	50.47
<b>XI</b>	Earnings per Equity Share: - Face Value of ₹ 1/- each			
	Basic	6.76	3.88	2.74
	Diluted	6.76	3.88	2.74

**Summary of Audited Cash flow statement as at financial years ended March 31, 2025, March 31, 2024 and March 31, 2023**

(₹ In Lakhs)

<b>Particulars</b>	<b>For the year ended 31st March, 2025 (Consolidated)</b>	<b>For the year ended 31st March, 2024 (Standalone)</b>	<b>For the year ended 31st March, 2023 (Standalone)</b>
<b>A. Cash Flow from Operating Activities</b>			
Net Profit before tax and extraordinary items	346.71	136.28	81.52
Adjustment for:			
Depreciation and amortisation expense	29.47	12.93	18.25
Provision for Gratuity	2.92	3.69	-
Finance cost	49.10	32.50	25.55
Profit on Sale of Fixed assets	(0.22)	-	-
Operating Profit before Working Capital Facilities	427.97	185.40	125.32
(Increase)/Decrease in Trade & Other Receivables	(618.97)	(123.40)	(26.42)
(Increase)/Decrease in Inventories	(13.11)	(154.84)	(86.03)
(Increase)/Decrease in Other Current Assets	(16.88)	12.89	(29.28)
Increase/(Decrease) in Trade Payables & Other Payables	151.44	69.71	6.30
Increase/(Decrease) in Other Current Liabilities	13.27	8.37	(28.58)
Cash Generated from Operation	(56.28)	(1.88)	(38.69)
Tax Paid	(63.93)	(26.99)	(12.07)
Net Cash Flows from (Used in) Operating Activities	(120.20)	(28.87)	(50.76)
<b>B. Cash Flow from Investing Activities</b>			
Purchase of Property, Plant and Equipment	(323.21)	(42.96)	(34.20)
Payment for Capital Work in Progress	0.07	(0.07)	-
Sale/Adjustment of Fixed Assets	3.31	-	-
Net Cash Flows from (Used in) Investing Activities	(319.83)	(43.04)	(34.20)
<b>C. Cash Flow from Financing Activities</b>			
Interest Paid	(49.10)	(32.50)	(25.55)
Proceeds from Issuing Shares	115.50	9.93	-
Proceeds from Share Premium	438.90	74.45	-
Minority Interest	0.38	-	-
Proceeds / (Repayments) from Long Term Borrowings	(22.10)	(1.22)	42.31
Proceeds from Short Term Borrowings	244.00	32.50	41.76
Net Cash Flows from (Used in) Financing Activities	727.58	83.14	58.52
Net increase / (decrease) in cash and cash equivalents (A+B+C)	287.55	11.24	(26.44)
Cash and cash equivalents at the beginning of the year	43.75	32.52	58.95
Cash and cash equivalents as at the end of the year	331.30	43.75	32.52

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## RISK FACTORS

*An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Placement Document, including in "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Selected Statistical Information" and "Financial Statements" before making an investment in our Equity Shares.*

*The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of increasing many of the other risks described in this section, such as those relating to non-payment or default by borrowers. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.*

*This Placement Document also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Placement Document.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context otherwise requires, in this section, reference to "we", "us" "our" refers to our Company.*

### Internal Risk Factors

#### Risks relating to our Business

- We do not manufacture some of our products such Pulses, Rice, Raw or Sabut Spices, Grains, Millets, Dry Fruits, Sugar and jaggery etc in our own capacity but procure the same from third party suppliers.***

We source some of our raw materials from third-party suppliers. These materials, once delivered, are considered finished raw materials ready to be processed or blended further to form the final products sold to end-users. However, we do not have direct oversight of the manufacturing or quality control processes followed by our suppliers. While we undertake our own quality checks upon delivery, there is no assurance that all defects particularly latent or non-visible issues will be detected during our inspections.

The use of substandard or defective raw materials in our production process may adversely impact the safety, performance, durability and reliability of our modern building material products. This could lead to product defects or contamination, resulting in consumer complaints and negative publicity. A failure to maintain consistent quality may damage customer trust and perception, as our products may be seen as unreliable or inconsistent in performance. Such quality issues could have a direct impact on our sales and business performance. Its revenue contribution, which stood at 27.89% in FY 2022–23, increased to 31.60% in FY 2023–24, and further rose to 40.47% in FY 2024–25. Given this growing contribution, any adverse impact on quality or consistency could significantly affect our financial performance.

Sr. No.	Products	FY 2025		FY 2024		FY 2023	
		Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
<b>Income from Manufacturing</b>							
1	Wheat Flour	1,275.38	48.17%	890.88	57.00%	758.45	62.68%
2	Spices Powder	91.61	3.46%	64.08	4.10%	49.30	4.07%
3	Mustered oil & other products	209.16	7.90%	114.09	7.30%	64.80	5.35%
<b>Income from Trading</b>							
4	Rice	267.41	10.10%	162.55	10.40%	140.26	11.59%

5	Whole Spices	94.52	3.57%	60.95	3.90%	54.45	4.50%
6	Grains	585.13	22.10%	203.18	13.00%	109.84	9.08%
7	Dry Fruits	18.53	0.70%	-	-	-	-
8	Other products	105.91	4.00%	67.21	4.30%	32.99	2.73%
<b>Total</b>		2,647.66	<b>100%</b>	1,562.94	<b>100%</b>	1,210.09	<b>100%</b>

**2. We have historically derived, and may continue to derive, a significant portion of our income from our top 5 customers.**

Our top 5 customers represented 23.90%, 40.10% and 27.85%, respectively, of our revenue from operations for Fiscals 2025, 2024 and 2023 respectively. We typically have long term relationships with our customers, we have not entered into long terms agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers. The actual sales by our Company may differ from the estimates of our management due to the absence of long term agreements. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future.

**3. We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our manufacturing facility, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.**

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

Additionally, we have applied and are in the process of applying for certain approvals, licenses, registrations and permits, which are necessary for us to continue our business and need to be updated pursuant to conversion from private to public Company. For instance, our Company has applied for: registration of manufacturers/ packers/ importers under Rule 27 of the Legal Metrology (Packaged Commodities) Rules, 2011; for grant of License to manufacture, weights, measures, weighing or measuring instrument under the Legal Metrology Act, 2009; and for Registration Certificate of Shops and Establishment Certificate under the Punjab Shop and Commercial Establishment Act, 1958 for two of our Company Outlets. Further, our Company based on legal opinion, have formed a view that certain intimation/ licenses / approvals are not required. However, in case, the regulatory authorities deem that our Company ought to have obtained such approvals, our Company may have to obtain such licences/approvals and may also be subject to certain penalties or fines, if any.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavor to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty.

Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us 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. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations

**4. Geographic concentration in Delhi-NCR may limit our growth and pose business risks.**

Our operations are currently concentrated in the Delhi-NCR region, with a significant portion of our revenue generated from this area. While this regional focus has supported our growth so far, it also exposes us to geographic concentration risk. The limited presence in other regions may restrict our ability to scale and diversify our revenue base.

Expanding beyond Delhi NCR will require the development of a robust operational and distribution network, along with substantial investment in market awareness and customer relationships. In new markets, we may face challenges such as lower brand recognition and stronger local competition with established customer bases. Our relatively limited exposure outside our current operating region could adversely affect our ability to generate revenue, scale operations, and improve our financial performance in the future.

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

The production quantity and cost of our products largely depend on our ability to procure raw materials and packaging materials at reasonable prices while ensuring a consistent and stable supply of key inputs. Our primary raw materials include pulses, spices such as chillies and coriander powder, as well as other essential ingredients. To preserve the authenticity and natural taste of our food products, we source these materials from diverse regions across the country.

For instance, chillies for our chilli powder are procured from the renowned Gadodia Market in Khari Baoli; Sharbati wheat and MP Lok One wheat are sourced from Ashok Nagar and Ganj Basoda in Madhya Pradesh; while mustard seeds used in our mustard oil are obtained from Jodhpur (Rajasthan) and New Anaj Mandi in Najafgarh, New Delhi. This extensive and region-specific sourcing ensures that each of our products is crafted from premium natural produce, offering consumers an authentic taste and a mark of quality.

However, there is no certainty that we will continue to procure these raw materials at commercially viable rates in the future. If our current suppliers cease operations or we are unable to source comparable quality materials from alternative vendors at competitive prices, it may disrupt our production and impact our ability to meet sales targets. Any interruption or shortage in the supply of raw materials could lead to underutilization or shutdown of our production facilities, resulting in a decline in output and revenue. Additionally, if we are unable to absorb or pass on increased input costs to customers, our operational performance and financial condition could be adversely affected.

**6. Dependence on our processing units may pose operational risks, and any disruption could adversely impact our business, financial condition, and results of operations.**

Our business relies on the efficient functioning of our processing units, particularly for products such as flour (chakki atta), herbs and spices. These facilities are exposed to various operational risks including equipment failure, power outages, underperformance, technological obsolescence, labour disputes, lock-outs, industrial accidents, natural disasters (such as earthquakes) and compliance with directives from regulatory authorities.

While we undertake regular maintenance and implement safety protocols to reduce the likelihood of such disruptions, any unplanned shutdowns or interruptions in operations could materially affect our production capacity, supply chain, and overall performance. Planned shutdowns are scheduled for preventive maintenance, but unforeseen issues may still arise.

**7. Reliance on Franchise Model and In-House Sales Team May Pose Operational Risks**

The efficiency of our sales and marketing network is critical to our Company's success. We operate under a unique franchise-based business model, with a dual focus on B2C channels, including company-owned and franchisee-operated retail stores, and an omni-channel approach that ensures product availability across both online and offline platforms. Our products are sold directly to customers through our in-house mobile application, website, and retail outlets, without involving major intermediaries. This model allows us to pass on greater value to both customers and farmers, offering unadulterated, preservative-free products that retain freshness due to proportionate packaging aligned with shelf life

However, we do not currently rely on a third-party distribution or external marketing network and are therefore heavily dependent on our internal sales and marketing teams. While we are consistently working to enhance the reach of our products through targeted campaigns and penetration strategies, we cannot guarantee the continued effectiveness or scalability of these efforts.

Increased competition may also impact our ability to retain sales personnel and marketing representatives, particularly if more attractive opportunities are offered by competitors. Any failure to retain, recruit, or replace key marketing personnel in a timely manner could lead to a decline in sales volumes, adversely impacting our operations, revenue, and financial stability.

**8. There have been instances of delays of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to RoC.**

In the past, there have been certain instances of delays in filing statutory forms, such as Forms MGT-7/7A , AOC-4 as per the reporting requirements under the Companies Act, 2013 with the RoC, which have been subsequently filed by payment of an additional fee as specified by RoC, the details of the same are as follows:-

Sr. No.	E-Form Name	Date of Event	Date of Filing	Actual Date of Filing	Delay in Days	Amount	Additional fees
1	Form MGT-7A	3.09.2022	05-09-2023	29-11-2022	280	0.005	0.28
2	Form AOC-4	30.09.2022	05-09-2023	29-10-2022	311	0.005	0.31

3	Form AOC-4	25.09.2024	24.10.2024	04-11-2024	11	0.006	0.011
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No show cause notice in respect to the mentioned non-compliance/ delay filing in the said risk factor in prospectus has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

**9. *The improper handling, processing or storage of our raw materials or products, or spoilage of and damage to such raw materials and products, or any real or perceived contamination in our products, could subject us to regulatory action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.***

As all the products we manufacture are intended for human consumption, they are inherently subject to risks such as contamination, adulteration, spoilage, or tampering during production, storage, or transportation. Our raw materials and finished products require careful handling and must be stored and transported under specific temperature and food safety conditions to maintain their quality and compliance with applicable regulatory standards.

Any lapse in these processes whether due to negligence, human error, equipment failure, or unforeseen circumstances can compromise the quality of our products and lead to non-compliance with food safety regulations. Even unsubstantiated allegations regarding contamination or adulteration could significantly damage our brand reputation, negatively impact consumer trust and lead to a decline in sales. Such incidents may also expose us to legal liability and regulatory scrutiny, regardless of whether the claims have factual merit. Improper handling or spoilage of raw materials or finished goods may also result in production losses, recalls, or customer dissatisfaction, all of which could adversely impact our business, results of operations, and financial condition.

**10. *Our continued operations are critical to our business and any shutdown of our manufacturing units may adversely affect our business, results of operations and financial condition.***

Our manufacturing operations are currently concentrated in Gurugram, Haryana, making us vulnerable to region-specific risks such as social unrest, natural disasters, breakdown of essential services, or local disruptions. Any such event, including equipment failure, power or water supply issues, industrial accidents, or non-compliance with regulatory directives, could significantly affect our production. A prolonged shutdown of our units may disrupt operations, impact revenue generation, and adversely affect our financial condition.

Additionally, rising living costs in the region may lead to increased manpower expenses, reducing our margins and cost competitiveness. Past events, such as pandemic-related lockdowns, highlight our exposure to external disruptions. Furthermore, any regulatory non-compliance or labour disputes could result in production halts, impairing our ability to fulfil commitments and adversely impacting our business operations, cash flows, and overall financial performance.

**11. *Any delays and/or defaults in customer payments could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operation and financial condition.***

We are exposed to payment delays and/or defaults by our customers. Our financial position and financial performance are dependent on the creditworthiness of our customers. As per our business network model, we supply our products directly to our customers without taking any advance payment or security deposit against the orders placed by them. Such delays in payments may require our Company to make a working capital investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company's results of operations and financial condition.

There is no guarantee on the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

**12. *Dependence on Information Technology Systems, Including Our Mobile Application, May Pose Operational and Security Risks.***

We are dependent on information technology system in connection with carrying out our business activities and such systems form an integral part of our business. Any failure of our information technology systems could result in business interruptions, including the loss of our customers, loss of reputation and weakening of our competitive position, and could have a material adverse effect on our business, financial condition and results of operations. Additionally, our information technology systems, specifically our software may be vulnerable to computer viruses, piracy, hacking or similar disruptive problems. Computer viruses or problems caused by third parties could lead to disruptions in our business activities. Fixing such problems caused by computer viruses or security breaches may require interruptions, delays or temporary suspension of our business activities, which could adversely affect our operations. Breaches of our information technology systems may result in unauthorized access to confidential information. Such

breaches of our information technology systems may require us to incur further expenditure to put in place advanced security systems to prevent any unauthorized access to our networks. In the event, any breach of our systems or software leads to the leaking of our trade secrets or any inventive techniques devised by our Company, it might lead to loss of our originality in the market and increase the chance of our products being substituted by the products of our competitors.

Our future success depends in part of our ability to respond to technological advancements and emerging standards and practices on a cost-effective and a timely basis. Our failure to successfully adopt such technologies in a cost-effective manner could increase our costs thereby compelling us to bid at lower margins which might lead to loss of bidding opportunities vis-à-vis such competitors. Additionally, the government authorities may require adherence with certain technologies and we cannot assure you that we would be able to implement such technologies in a timely manner or at all. The cost of upgrading or implementing new technologies or upgrading our existing equipment or expanding our capacity could be significant, less cost effective and therefore could negatively impact our profitability, results of operations, financial condition as well as our future prospects.

**13. Inability to Expand Domestically and Internationally May affect Our Growth and Financial Performance**

Our Company aims to grow its market reach within India by exploring untapped regions and customer segments. However, this domestic expansion may face challenges such as inadequate infrastructure, logistical limitations, changing consumer preferences and rapid advancements in food and spice innovation. Additionally, price-sensitive customers and intense competition may limit our ability to establish or expand our market share. If we are unable to effectively penetrate new markets or adapt to evolving consumer demands, our growth prospects, operational performance and financial condition could be adversely impacted.

Similarly, expanding into international markets is vital to our long-term strategy but brings with it additional complexities. Success in these markets requires significant management attention and resource allocation to adapt our products and brand positioning to local preferences and regulatory environments. We may face legal and compliance barriers, cultural and language differences, higher brand-building expenses and foreign exchange fluctuations. Moreover, international markets often demand stringent quality standards and any failure to meet those expectations may hinder brand acceptance. If we are unable to build strong customer relationships or justify the quality of our products in these regions our efforts to expand globally may not yield the desired results, thereby negatively affecting our business, financial performance and growth trajectory.

**15. Our Company has availed certain unsecured loans which may be recalled at any time.**

Our Company has availed certain unsecured loans of which an amount of ₹ 50.69 lakhs is outstanding as of March 31, 2025, which may be recalled at any time. In the event, any of such unsecured lenders seek a repayment of any these loans, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to arrange for any such financing arrangements, we may not have adequate working capital to undertake new projects or complete our ongoing projects. Therefore, any such demand may adversely affect our business, financial condition and results of operations.

**16. We are yet to obtain consents/ no objection certificate from Certain lender banks**

Our Company has entered into agreements for fund based and non-fund-based borrowings with certain Banks. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations which inter-alia include change in capital structure (including this present proposed Issue), formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, which shall require our Company to obtain prior approval. In accordance with the terms of the loan agreements, our Company had applied to Bank for obtaining its consent for undertaking this Issue, however, as of date of this Placement Document, our Company is yet to receive consent from the lender.

**17. Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.**

Our Company has experienced negative net cash flow in operating and investing activities in the past, the details of which are provided below:

(Amount ₹ in lakhs)

Particulars	For the year ended March 31,		
	2025 (Consolidated)	2024 (Standalone)	2023 (Standalone)
Net Cash flow from/(used in) Operating Activities	(120.20)	(28.87)	(50.76)
Net Cash flow from/(used in) Investing Activities	(319.83)	(43.04)	(34.20)
Net Cash flow from/(used in) Financing Activities	727.58	83.14	58.52

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

**18. Any non-compliance or delays in GST Return Filings, TDS EPF Payments may expose us to penalties from the regulators**

As a Company, we are required to file GST returns and make payments in respect of Employee Provident Fund with the respectively authorities. However, there are certain inadvertent delays in relation to filling of GST returns and EPF payments in the past for which the Company have paid the penalties and taken the steps to improve the internal system for payment of GST to mitigate the technical difficulties and the Company has appointed an external consultant to ensure timely payment of towards EPF.

**Instances of noncompliance or delay in payment of statutory dues or fillings:**

Period	Nature of Statutory Due	Type of Default	Amount (Rs.)
2022-23	ESI	Late Deposit of ESI	6,922.00
2022-23	TDS	Interest on Late deposit of TDS	70,874.00
2023-24	ESI	Late Deposit of ESI	45,209.00
2023-24	PF	Late Deposit of PF	2,17,632.00
2023-24	TDS	Interest on Late deposit of TDS	75,790.00
2024-25	ESI	Late Deposit of ESI	1,68,754.00
2024-25	PF	Late Deposit of PF	3,97,293.00
2024-25	TDS	Interest on Late deposit of TDS	2,148.00

However, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by statutory authorities on account of any inadvertent discrepancies in our GST filling or EPF payment in future, which may adversely affect our business, financial condition, and reputation.

**19. We have in past entered into related party transactions and we may continue to do so in the future.**

As of March 31, 2025, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. While we believe that all our related party transactions have been conducted on an arm's length basis, and we confirm that the related party transactions entered into by the company are in compliance with the relevant provisions of Companies Act and other applicable laws, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial

condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

**20. Inability to effectively manage inventory may adversely impact our operations and financial performance.**

Our business model requires us to maintain adequate inventory levels to fulfil both current and anticipated customer orders. Ineffective inventory management poses significant risks. Underestimating demand may lead to inventory shortages, resulting in lost sales opportunities and customer dissatisfaction. On the other hand, overestimating demand can lead to excess inventory, increased holding and storage costs and the risk of spoilage or deterioration especially in the case of perishable or short-shelf-life products.

Accurate demand forecasting and efficient inventory planning are critical to ensuring operational efficiency and minimizing losses. Any failure on our part to maintain optimal inventory levels could disrupt our supply chain, negatively impact working capital, and adversely affect our business operations, profitability, and financial condition.

**21. Our Promoters, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.**

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Director and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please refer to the paragraphs titled chapter titled **“Board of director and senior Management Personnel”**, on page 104.

Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders.

**22. Any non-compliance, default or regulatory action on any person belonging to Promoter Group could adversely affect our business reputation and operations.**

Any penalties or regulatory actions imposed on individuals or entities forming part of our Promoter Group, even if unrelated to the operations of our Company, could have a negative impact on our reputation and credibility. Although such defaults or non-compliances may not directly involve our Company or its Promoters, the association with the Promoter Group may lead to reputational risks, affect stakeholder perception and potentially influence our business operations, customer relationships and regulatory standing.

**23. We may face challenges in successfully implementing our business strategies due to external factors, internal resource limitations, or execution issues**

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

**24. Stringent food safety, consumer goods, health and safety laws and regulations may result in increased liabilities and increased capital expenditures.**

Our operations are subject to stringent health and safety laws as our products are for human consumption and are therefore subject to various industry specific regulations. We may also be subject to additional regulatory requirements due to changes in governmental policies. Further, we may also incur additional costs and liabilities related to compliance with these laws and regulations that are an inherent part of our business. We are subject to various central, state and local food safety, consumer goods, health and safety and other laws and regulations. These laws and regulations are increasingly becoming stringent and may in the future create substantial compliance or remediation liabilities and costs. These laws may impose liability for non-compliance, regardless of fault. Other laws may require us to investigate and remediate contamination at our facilities and production processes. While we intend to comply with applicable regulatory requirements, it is possible that such compliance may prove restrictive, costly and onerous and an inability to comply with such regulatory requirement may attract penalty.

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

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control. For details, see "Use of Proceeds" beginning on page 53 of this Placement Document.

**26. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.**

The proposed fund requirement for our expansion plan, as detailed in the section titled "Use of Proceeds" is to be funded from the proceeds of this issue of QIP. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled "Use of Proceeds" beginning on page 53.

**27. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.**

We maintain insurance coverage that we believe is commercially appropriate, including for our registered office, movable property and employees and covering risks such as fire, explosions, floods, earthquakes and landslides. However, our insurance coverage may not be adequate to cover all potential losses, particularly those that are difficult to quantify or result from severe or unexpected events. Even where we have valid insurance policies, claims may be denied or may not fully compensate us for our losses. Additionally, certain risks may be uninsurable or not covered on commercially acceptable terms. The occurrence of any such uninsured or underinsured event could materially impact our business operations, financial condition, and cash flows.

Furthermore, we may not be able to maintain existing insurance coverage or obtain new coverage in the future at acceptable costs or terms. Any increase in premiums, changes in coverage terms, or large claims exceeding coverage limits could adversely affect our financial performance.

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

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such pre-emptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution. If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

**29. *We will continue to be controlled by our Promoter and Promoter Group after the completion of the Issue, which will allow them to influence the outcome of matters submitted for approval of our shareholders.***

As on the date of this Placement Document, our Promoter and Promoter Group hold 70.10% of the issued and outstanding paid-up share capital of our Company. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

**30. *We may be exposed to risks arising from unionization efforts or labour disputes.***

Currently, none of our employees are represented by a recognized collective bargaining agreement. However, we cannot assure that our employees will not seek to unionize or demand higher wages and enhanced benefits in the future. Any such developments could lead to increased costs, administrative burdens, or disruptions in our operations. Additionally, any disputes with employees or failure to address workforce-related concerns in a timely manner may result in strikes, slowdowns, or other forms of labour unrest. Such events could adversely impact our ability to provide services, increase operating costs, and affect our business, financial condition, and results of operations.

***RISKS RELATING TO THE EQUITY SHARES AND THIS ISSUE***

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

The Government of India has announced the union budget for the Fiscal 2025, pursuant to which the Finance Bill has introduced various amendments. The Finance Bill has received assent from the President of India on August 16, 2024, and has been enacted as the Finance Act (No. 2), 2024 (the "Finance Act"). There is no certainty on the impact of Finance Act on tax laws or other regulations, which may adversely affect the Company's business, financial condition, results of operations or on the industry in which we operate. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

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

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the law of the jurisdiction that you are in, does not permit the exercise of such pre-emptive rights, without us filing an offering document or registration statement with the applicable authority

in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise, available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

**33. *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.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future also.

**34. *Investors will be subject to market risks until the Equity Shares credited to the investor's demat account is listed and permitted to trade. There is no guarantee that the Equity Shares will be listed, or continue to be listed, on the Indian stock exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell the Equity Shares held by them on the Stock Exchange.***

Investors can start trading the Equity Shares allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after the Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of the Equity Shares. Accordingly, there could be a failure or delay in listing the Equity Shares on NSE EMERGE, which would adversely affect your ability to sell the Equity Shares. Since the Equity Shares are currently traded on the EMERGE Platform of NSE, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account in a timely manner or that trading in the Equity Shares will commence in a timely manner.

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. In addition, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing

the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the India n government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

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

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you.

that we will not issue additional Equity Shares. The disposal of Equity Shares by shareholders with significant shareholding or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. There can be no assurance that we will not issue Equity Shares or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

**37. *After this Issue, our Equity Shares may experience price and volume fluctuations.***

The Issue Price has been determined by us in consultation with the Book Running Lead Managers, based on the Bids received in compliance with Chapter VI of the SEBI ICDR Regulations, and may not necessarily be indicative of the market price of the Equity Shares after this Issue is complete.

The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India 's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of our Equity Shares could decline

for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could adversely affect the price of our Equity Shares.

- 38. *An investor will not be able to sell any of our Equity Shares subscribed in this Issue other than on a recognized Indian stock exchange for a period of 12 months from the date of this Issue.***

The Equity Shares in this Issue are subject to restrictions on transfers. Pursuant to the SEBI ICDR Regulations, for a period of 12 months from the date of the issue of Equity Shares in this Issue, QIBs subscribing to the Equity Shares in the Issue may only sell their Equity Shares on the Stock Exchanges and may not enter into any off-market trading in respect of these Equity Shares. We cannot be certain that these restrictions will not have a n effect on the price and liquidity of the Equity Shares.

- 39. *An investment in the Equity Shares is subject to general risks related to investments in Indian Companies***

Our Company is incorporated in India and almost all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

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

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

- 41. *Your ability to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Placement Document and the Placement Document.***

No actions have been taken to permit a public offering of the Equity Shares in any jurisdiction, including India. In particular, the Equity Shares offered in this Issue have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States and are being offered and sold only outside the United States in 'offshore transactions' as defined in and in reliance on Regulation S under the U.S. Securities Act. Furthermore, the Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions, which are set forth in "Selling Restrictions" and "Transfer Restrictions" on page 130 and 137, respectively. Our Company, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth in the Placement Document.

## **EXTERNAL RISK FACTORS**

- 42. *Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***

Our Company prepares its annual financial statements in accordance with Indian GAAP, which differs in certain important aspects from U.S. GAAP, IFRS and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, financial condition and cash flows could be substantially different. Accordingly, the degree to which the financial statements prepared in accordance with Indian GAAP included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian GAAP. Prospective investors should review the accounting policies applied in the preparation of the financial statements included in this Placement Document and consult their own professional advisers for an understanding of the differences between these accounting policies and those with which they may be more familiar. Any reliance by persons not familiar with Indian GAAP on the financial information presented in this Placement Document should accordingly be limited.

- 43. *Recent global economic conditions have been challenging and continue to affect the Indian market which may have an adverse effect on our business and operations.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have

a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Further deterioration in the global economy as a result of global pandemics or epidemics, or fear of spread of contagious diseases, military tensions or acts of terrorism or war or otherwise, or the perception that such deterioration could occur, may continue to adversely affect global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could adversely affect our business, financial condition, cash flows and results of operations and reduce the price of our Equity Shares. Any financial disruption could materially and adversely affect our business, results of operations, and the price of our Equity Shares.

**44. *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 thereby reducing our margins.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business, results of operations, financial condition and cash flows. In particular, we might not be able to reduce our costs or offset any increases in costs with increase in prices of our products. In such case, our business, results of operations, financial condition and cash flows may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates but it is unclear whether these measures will remain in effect. We cannot assure that Indian inflation levels will not worsen in the future

**45. *The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

**46. *After this Issue, the price of the Equity Shares may be volatile.***

The Issue Price will be determined by our Company in consultation with the Book Running Lead Managers, based on the Bids received in compliance with Chapter VI of the SEBI ICDR Regulations, and it may not necessarily be indicative of the market price of the Equity Shares after this Issue is complete. The price of the Equity Shares on the Stock Exchanges may fluctuate after this Issue as a result of several factors, including:

- volatility in the Indian and the global securities market or prospects for our business and the sectors in which we compete;
- the valuation of publicly traded companies that are engaged in business activities similar to us;
- our Company's profitability and performance;
- announcement of significant claims or proceedings against us;
- volatility in the Rupee's value relative to the U.S. dollar, the Euro and other foreign currencies;
- the performance of our Company's competitors;
- adverse media reports about our Company;
- a comparatively less active or illiquid market for the Equity Shares;
- changes in the estimates of our Company's future performance, including financial estimates or recommendations by research analysts or investors;
- significant developments in India's fiscal regulations;
- new laws and regulations that directly or indirectly affect our business; and
- any other political or economic factors

We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. There can be no assurance that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue. As a result, investors may experience a decrease in the value of Equity Shares.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to

developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets

and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could impact our business, our future financial performance and the prices of the Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares 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.

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

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

**50. *Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins.***

Employee compensation in India has historically been significantly lower than employee compensation in the United States and Western Europe for comparably skilled professionals, which has been one of our competitive strengths. However, compensation increases in India may erode some of this competitive advantage and may negatively affect our profit margins. Employee compensation in India is increasing at a faster rate than in the United States and Western Europe, which could result in increased costs relating to scientists and engineers, managers and other mid-level professionals. We may need to continue to increase the

levels of our employee compensation to remain competitive and manage attrition. Compensation increases may have a material adverse effect on our business, results of operation and financial condition.

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

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

**52. *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. 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. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI Takeover Regulations.

**53. *We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.***

The Competition Act, 2002, of India, as amended (“Competition Act”), regulates practices having an appreciable adverse effect on competition in the relevant market in India (“AAEC”). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, results of operations, financial condition and cash flows.

The Competition (Amendment) Act, 2023 (“Competition Amendment Act”) was recently notified. The Competition Amendment Act amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, inter alia, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

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

Our business and financial performance could be materially adversely affected by changes in the laws, rules, regulations or directions applicable to us and our general and microfinance businesses, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations. The Government of India has announced the union budget for the Fiscal 2024, pursuant to which the Finance Bill, 2024 (“Finance Bill”) has introduced various amendments. The Finance Bill has received assent from the President of India on February 15, 2024, and has been enacted as the Finance Act, 2024 (“Finance Act”). We have not fully determined the impact of these recent and proposed laws and regulations on our business. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

The Government has recently introduced (a) the Code on Wages, 2019 (“Wages Code”); (b) the Code on Social Security, 2020 (“Social Security Code”); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020, which consolidate, subsume and replace numerous existing certain labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. In another example, the GoI has made it mandatory for business establishments with turnover above a certain size to offer digital modes of payment from November 2019, with no charges being levied on the consumers or the merchants by banks and payment service providers. Such measures could adversely impact our income streams in the future and adversely affect its financial performance.

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. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

**55. *Investors to the Issue are not allowed to withdraw or revise their Bids downwards after the Issue Closing Date.***

In terms of Regulation 179 (1) of the SEBI ICDR Regulations, investors in the Issue are not allowed to withdraw their Bids or revise their Bids downwards after the Issue Closing Date. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the investors’ demat account with the depository participant could take approximately seven (7) days and up to ten (10) days from

the Issue Closing Date. However, there is no assurance that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in the business, results of operation or financial condition of our Company, or other events affecting the investor's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment of Equity Shares in the Issue. Occurrence of any

such events after the Issue Closing Date could also adversely impact the market price of the Equity Shares. The investors shall not have the right to withdraw their Bids or revise their Bids downwards in the event of any such occurrence. We may complete the

Allotment of the Equity Shares even if such events may limit the investor's ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline.

**56. *Foreign investors are subject to foreign investment restrictions under Indian laws which limit our ability to attract foreign investors, which may adversely affect the market price of the Equity Shares.***

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

**57. *There is no guarantee that our Equity Shares will be listed on the Emerge Platform of National Stock Exchange of India Limited in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

### **MARKET PRICE INFORMATION**

As at the date of this Preliminary Placement Document 38,43,210 Equity Shares are issued, subscribed and fully paid up. The Equity Shares have been listed on Emerge Platform of NSE since May 24, 2024. The Equity Shares are listed and traded on NSE Emerge under the symbol HOACFOODS.

On June 27, 2025 the closing price of the Equity Shares on NSE was ₹ 221.06 per Equity Share. Since the Equity Shares are actively traded on the Stock Exchange, the market price and other information for NSE has been provided separately.

1. The following tables set forth the reported high, low and average prices and the trading volumes of the Equity Shares on the Stock Exchange on the dates on which such high and low prices were recorded for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023: NSE

Fiscal Year	High (₹)	Date of High	Number of Equity Shares Traded on The Date of High	Total Volume of The Equity Shares Traded on The Date of High (₹)	Low (₹)	Date of Low	Number of Equity Shares Traded on The Date of Low	Total Volume of The Equity Shares Traded on The Date of Low	Average Price for the Year (₹)	Total no. of Equity Shares traded in the fiscal	Total Turnover of Equity Shares traded in the fiscal
2025	203	June 18, 2024	96,000	1,87,57,950.00	107.07	November 29, 2024	13,500	14,68,312.50	142.52	49,29750	75,94,46,400
2024*	-	-	-	-	-	-	-	-	-	-	-
2023*	-	-	-	-	-	-	-	-	-	-	-

\*The Equity Shares of the Company commenced trading on the Emerge Platform of National Stock Exchange from May 24, 2024.

Source: [www.nseindia.com](http://www.nseindia.com)

Note:

1. High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods
2. In case of two days with the same closing price, the date with the higher volume has been chosen.
3. In the case of a year, average represents the average of the closing prices of all trading days of each year

2. The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchange on the dates on which such high and low prices were recorded during each of the last six months

**NSE**

Month	High (₹)	Date of High	Number of Equity Shares Traded on The Date of High	Total Volume of The Equity Shares Traded on The Date of High (₹)	Low (₹)	Date of Low	Number of Equity Shares Traded on The Date of Low	Total Volume of The Equity Shares Traded on The Date of Low (₹)	Average Price for the Month (₹)	Total no. of Equity Shares traded in the Month	Total Turnover of Equity Shares traded in the Month
June, 2025	232.85	June 30, 2025	14,250	33,14,287.50	175	June 02, 2025	9,750	16,67,625.00	199.22	2,85,000	5,78,12,775.00
May, 2025	179.50	May 27, 2025	12,750	22,75,950	140.25	May 07, 2025	3,000	4,20,637.50	158.97	1,68,000	2,74,49,175.00
April, 2025	153.50	April 02, 2025	5,250	8,00,400.00	139.40	April 15, 2025	9,000	12,98,962.50	144.30	90,750	1,31,32,762.50
March, 2025	145.80	March 28, 2025	15,750	22,88,812.50	114.90	March 21, 2025	8,250	9,50,512.50	126.62	1,58,250	2,02,42,987.50
February, 2025	139.90	February 05, 2025	2,250	3,14,850.00	116.00	February 28, 2025	3,000	3,45,750.00	125.32	48,000	59,74,875.00
January, 2025	145.90	January 01, 2025	4,500	6,33,975.00	129.20	January 28, 2025	2,250	2,95,800.00	138.05	71,250	98,31,712.50

(Source: [www.nseindia.com](http://www.nseindia.com))

1. *High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.*
2. *In case of two days with the same closing price, the date with the higher volume has been chosen.*
3. *In the case of a month, average represents the average of the closing prices of all trading days of each month.*

3. The following table sets forth the market price on the Stock Exchange on May 30, 2025, the first working day following the approval of our Board of Directors for the Issue:

NSE					
Open	High	Low	Close	Number of Equity Shares traded	Turnover (₹)
176.00	180.00	176.00	179.20	9,000	16,00,125.00

(Source: [www.nseindia.com](http://www.nseindia.com))

## USE OF PROCEEDS

The gross proceeds from the Issue will aggregate ₹ 999.47 Lakhs. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue of ₹ 76.7 Lakhs, shall be ₹ 922.77 Lakhs (“Net Proceeds”).

### Objects of the Issue

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds towards following (“Objects”):

*(in ₹ Lakhs)*

Sr.no	Particulars	Amount
1	Funding working capital requirements of our Company; and	785.00
2	General Corporate Purpose <sup>(1)</sup>	137.77
<b>Total Net Proceeds<sup>(2)</sup></b>		<b>922.77</b>

1. The amount to be utilised for general corporate purposes alone shall not exceed 25% of the gross proceeds of the Issue.

2. To be determined upon finalisation of the Issue Price.

Our main objects and objects incidental or ancillary to the attainment of the main objects of our Memorandum of Association enable us to undertake the Objects contemplated by us in this Issue.

In the event of a change in the final Issue size, the amounts shown in the table above against each of the use of proceeds specified therein shall be modified basis the final Issue size in the Placement Document.

### Proposed schedule of implementation and deployment/utilization of Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule set forth below:

*(in ₹ Lakhs)*

Sr.no	Particulars	Amount funded from the Net Proceeds	Estimated Deployment
			Fiscal 2026
1	Funding working capital requirements of our Company; and	785.00	785.00
2	General Corporate Purpose <sup>(1)</sup>	137.77	137.77
Total Net Proceeds		922.77	922.77

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, market conditions, current and valid quotations and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution or any other independent agency. Given the nature of our business, we may have to revise our funding requirements and intended deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, delay in procuring and operationalizing assets or necessary licenses and approvals, competition, negotiation with vendors, variation in cost estimates on account of factors, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. Our historical capital expenditure may not be reflective of our future capital expenditure plans.

In the event that the estimated utilization of the Net Proceeds and Issue related expenses in a scheduled fiscal year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal year or if required, the amount scheduled for deployment in a specific Fiscal may be utilized in an earlier Fiscal, as may be determined by our Company, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements.

Subject to compliance with applicable laws, in case of any variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed from internal accruals, additional equity and/or debt arrangements or by surplus funds available in respect of the other purposes for which funds are being raised in the Issue (except towards general corporate purposes). For details, see “Risk Factor– “Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control” on page no 35.

Our Company proposes to deploy the entire Net Proceeds towards the Objects stated above. If the Net Proceeds are not utilized (in full or in part) for the Objects for the period stated above due to any reason, including (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods in such manner as may be determined by our Company, in accordance with applicable laws. Further, our Company may also utilize any portion of or the entire the Net Proceeds, towards the aforementioned Objects, ahead of the estimated schedule of deployment specified above.

## Details of the Objects

### 1. Funding working capital requirements of our Company

We propose to utilize ₹ 785.00 lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2026. We have working capital requirements in the ordinary course corresponding to our growing business and revenues, which we typically fund through internal accruals and availing financing facilities from various lenders. As at March 31, 2025, the aggregate amounts outstanding under the fund based working capital facilities of the Company are ₹ 200 lakhs. The investment in the future working capital requirements will help us in meeting the expected growth in demand for our products.

#### Existing Working Capital

The details of our Company's composition, on a standalone basis, of net working capital as of, as at March 31, 2025, March 2024, March 2023 is as set out in the table below:

(Rs. In Lakhs)

Particulars	As at March 31,		
	2023	2024	2025
<b>Current Assets</b>			
Inventories (Stock-in-Trade)	219.73	374.57	387.68
Trade Receivables	102.93	226.33	845.31
Short term loans and advances	50.61	54.93	60.27
<b>Total (A)</b>	<b>373.26</b>	<b>655.83</b>	<b>1293.26</b>
<b>Current Liabilities</b>			
Trade Payables	99.71	169.42	319.85
Other Current Liabilities	15.93	24.30	37.57
Short Term Provision	26.31	37.38	69.95
<b>Total (B)</b>	<b>141.96</b>	<b>231.09</b>	<b>427.37</b>
<b>Total Working Capital (A)-(B)</b>	<b>231.31</b>	<b>424.73</b>	<b>865.89</b>
<b>Funding Pattern</b>			
I) Borrowings for meeting working capital requirements	115.25	147.11	391.11
II) Networth / Internal Accruals	116.06	277.63	474.78

Note: As certified by M/s. Krishan Rakesh & Co, Chartered Accountants, by way of their certificate dated June 26, 2025

#### Holding levels

Provided below are details of the holding levels (days) considered:

Particulars	Holding levels on the basis of	Holding levels		
		As at March 31,		
		2023	2024	2025
		(in Days)	(in Days)	(in Days)
Inventories	Cost of Goods Sold	75	83	66
Trade Receivables	Revenue from operations	27	32	54
Trade Payables	Purchases and Expenses	33	33	27

#### Assumptions for holding levels:

The working capital projections made by the Company on the basis of the Standalone Financial Information and pursuant to the

resolutions mentioned above are based on the following key assumptions:

S. No.	Particulars	Assumptions and Justifications
1	Inventory	Inventory holding days increased from 50 in FY22 to 83 in FY24 and reduced to 66 in FY25. The company manufactures flour, pulses, grains, spices, and mustard oil, which require storage of raw materials and time for processing, drying, extraction, and packaging. Higher days in FY23 and FY24 reflect expansion in product range and stocking requirements to meet growing demand across more regions. Raw materials for these products are often seasonal, so the company needs to maintain sufficient stock to ensure uninterrupted production. Products like spices and pulses also need longer storage under proper conditions, adding to inventory days. The Decrease in to 66 days was due to operational needs and growth in business volume / turnover as compared to previous year.
2	Trade Receivables	Trade receivable days increased from 15 in FY22 to 54 in FY25. Initially, the company sold more to retailers and local customers with quick payments. As the company expanded to institutional buyers, wholesalers, and modern trade outlets, credit periods increased. These buyers usually operate on 30 – 60 day credit cycles. The company extended credit to attract and retain these large customers. The sharp rise in sales from ₹1,562.94 lakhs in FY24 to ₹2,647.66 lakhs in FY25 also contributed to a longer receivable cycle. Higher average trade receivables year after year confirm this shift. The company balances its working capital by monitoring collections and maintaining follow-ups.
3	Trade Payables	Trade payable days went from 24 in FY22 to 33 in FY23 and FY24, and then reduced to 27 in FY25. The company purchases raw materials such as wheat, mustard seeds, pulses, grains, and spices from various suppliers. Earlier, shorter credit terms were used as purchase volumes were lower. As operations grew, the company negotiated longer credit periods due to higher order sizes and better supplier terms. The drop in FY25 happened because more purchases came from small suppliers and farmers who prefer faster payments. Stronger cash flows from higher sales also helped settle dues earlier. Purchases nearly doubled between FY22 and FY25, showing increased procurement activity. Payments are scheduled to ensure timely delivery of raw materials while maintaining good relationships with vendors and managing working capital.

## 2. General corporate purpose

Our Company proposes to deploy ₹ 137.77 lacs out of the Net Proceeds towards general corporate purposes, subject to the amount allocated towards general corporate purpose not exceeding 25% of the Gross Proceeds, in compliance with the circular bearing reference no. NSE/ CML/2022/56 dated December 13, 2022, issued by NSE and circular no. 20221213-47 dated December 13, 2022, issued by BSE.

We will have flexibility in utilizing the Net Proceeds for general corporate purposes, including but not restricted to, meeting fund requirements which our Company may face in the ordinary course of business, any additional capital expenditure over our mentioned objects in this placement document, repayment or pre-payment of our borrowings, strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investment in our Subsidiaries, meeting working capital requirements of our Company incurred in the ordinary course of business, meeting exigencies and expenses, and other expenses in relation to our proposed capital expenditure and expenses incurred by our Company, as may be applicable, funding any shortfall in any of the objects set forth above, or such other purposes as may be determined by the Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act 2013. The quantum of utilization of funds or the deployment towards each of the above purposes will be determined by our Board or a committee thereof, based on the amount actually available under this head and the business requirements of our Company, from time to time.

### Monitoring Utilization of Funds

As the Issue size is less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this placement document and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

#### **Other Confirmations**

The Net Proceeds shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilized as approved by the Board and/ or a duly authorized committee of the Board, from time to time only for such purposes, as permitted under the Companies Act, prescribed objects as disclosed above and other applicable laws. As permissible under applicable laws, our Company's management will have flexibility in deploying the Net Proceeds. The amounts and timing of any expenditure will depend on, among other factors, the amount of cash generated by our operations, competitive and market developments and the availability of acquisition or investment opportunities on terms acceptable to us. Pending utilization of the Net Proceeds, our Company intends to invest the funds in creditworthy instruments, including but not limited to money market, mutual funds and deposits with banks and corporates and other securities. Such investments will be in accordance with the investment policies approved by the Board and/ or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

Our Company shall disclose the utilization of funds raised through the Issue in its annual report every year until such funds are fully utilized and shall file such quarterly or other statements in relation to utilization of funds as may be required under applicable laws.

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and final listing and trading approvals are received from each of the Stock Exchanges and the corresponding return of Allotment is filed with the RoC.

Neither our Promoters or Directors are making any contribution either as part of this Issue or separately in furtherance of the objects of this Issue.

Further, neither our Promoters nor our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, key managerial personnel or Senior Management Personnel are not eligible.

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### CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization and total borrowings as at March 31, 2025 on a Consolidated basis and as adjusted only for the Issue. This table should be read in conjunction with the sections "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" on pages 62 and 154, respectively.

(In Lakhs)

Particulars	Pre Issue As at March 31, 2025 (Refer Note-1 below)	Post Issue Amount after considering the Issue (Refer Note-2 & 3 below)
<b>Short-term Borrowings (A)</b>	391.11	391.11
<b>Long-term Borrowings (B)</b>	56.37	56.37
<b>Total borrowings (C) = (A+B)</b>	<b>447.48</b>	<b>447.48</b>
<b>Shareholders' Funds</b>		
Share capital	384.32	434.05
Reserves & Surplus	754.06	1703.81
<b>Total Equity (E)</b>	<b>1,138.38</b>	<b>2,137.86</b>
<b>Long-term Borrowings/Total Equity (B/E)</b>	0.05	0.03
<b>Total Debt/Total Equity (C/E)</b>	0.39	0.21

Notes:

1. Amounts derived from the Audited Financial Results for the year ended March 31, 2025.
2. The figures included under Post Issue column relating to the shareholder's fund are derived after considering the impact due to the issue of the Equity Shares only through the qualified institutions placement assuming that the Issue will be fully subscribed and does not include any other transactions or movements/ issue related expenses.

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## CAPITAL STRUCTURE

The share capital of our Company as on the date of this Placement Document is set forth below:

*(In lakhs except share data)*

		Aggregate value at face value (except for securities premium account)
<b>A</b>	<b>AUTHORIZED SHARE CAPITAL <sup>(1)</sup></b>	
	60,00,000 Equity Shares of face value of ₹ 10/- each	600.00
	<b>TOTAL</b>	<b>600.00</b>
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>	
	38,43,210 Equity Shares of face value of ₹ 10/- each	384.32
<b>C</b>	<b>PROPOSED ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT</b>	
	Issue of 4,97,250 Equity Shares <sup>(1)</sup>	49.72
<b>D</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE</b>	
	43,40,460 Equity Shares of face value of ₹ 10 each <sup>(2)</sup>	434.04
<b>E</b>	<b>SECURITIES PREMIUM ACCOUNT</b>	
	Before the Issue as on March 31, 2025	438.90
	After the Issue <sup>(3)</sup>	1388.65

1) This Issue has been authorized and approved by our Board of Directors pursuant to its resolution passed on May 29, 2025. The Shareholders of our Company have authorized and approved the Issue by way of a special resolution passed by way of an Extra Ordinary General Meeting dated June 26, 2025.

(2) To be determined upon finalization of the Issue Price.

(3) The securities premium account after the Issue is calculated on the basis of Gross Proceeds

### 1. History of Equity Share Capital of our Company

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price (including Premium if applicable (₹))	Reason/Nature of allotment	Form of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
Upon Incorporation	10,000	10.00	10.00	Subscription to the MOA <sup>(1)</sup>	Cash <sup>(1)</sup>	10,000	1,00,000
December 27, 2019	90,000	10.00	10.00	Cash	Right Issue <sup>(2)</sup>	1,00,000	10,00,000
November 29, 2021	1,17,000	10.00	34.00	Cash	Right Issue <sup>(3)</sup>	2,17,000	21,70,000
September 22, 2023	99,260	10.00	85.00	Upon Conversion of Loan to Equity	Preferential Issue <sup>(4)</sup>	3,16,260	31,62,600
October 05, 2023	23,71,950	10.00	10.00	N.A	Bonus Issue <sup>(5)</sup>	26,88,210	2,68,82,100
May 24, 2025	11,55,000	10.00	48.00	Initial Public Offer	Cash <sup>(6)</sup>	38,43,210	3,84,32,100

Notes:

1. Initial subscription to Memorandum of Association of 5000 Equity Shares by Mr. Rambabu Thakur and 5000 Equity Shares by Mrs. Gaytri Thakur.
2. Allotment of 90,000 Equity Shares of Face value of ₹ 10/- each, i.e. 49,500 Equity Shares to Mrs. Gaytri Thakur and 40,500 Equity Shares to Mr. Rambabu Thakur on Right Issue basis dated December 27, 2019;
3. Allotment of 1,17,000 Equity Shares of Face value of ₹ 10/- each at price of ₹ 34/- (including premium of ₹ 24/-) per Share, 64,350 Equity Shares to Mrs. Gaytri Thakur and 52,650 Equity Shares to Mr. Rambabu Thakur on Right Issue basis dated November 29, 2021;
4. Allotment of 99,260 Equity Shares of Face value of ₹ 10/- each towards conversion of outstanding unsecured loan into

Equity Shares to Mr. Rambabu Thakur ie. 99,260 fully Paid-up Equity Shares at price of ₹ 85/- (including premium of ₹ 75/-) per Share on Preferential Issue basis dated September 22, 2023;

5. Allotment of 23,71,950 Equity Shares of Face value of ₹ 10/- each, 895,125 Equity Shares to Gaytri Thakur and 14,76,825 Equity Shares to Mr. Rambabu Thakur for Consideration other than cash basis dated October 05, 2023.
6. Initial Public offer of 11,55,000 Equity shares

Our Company has not made any allotment of Equity Shares or preference shares in the one year immediately preceding the date of this Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

### Proposed Allottees in the Issue

In compliance with the requirements prescribed under the SEBI ICDR Regulations, allotment shall be made at the sole discretion of our Company in consultation with the BRLM to Eligible QIBs only on discretionary basis. For details of the names of the proposed Allottees and the percentage of the post-Issue Equity Share capital that may be held by them, please refer the section titled “Details of Proposed Allottees” on page 155.

### Pre-Issue and post-Issue Equity Shareholding Pattern

The following table provides the Pre-Issue shareholding pattern as of June 27, 2025 and the post-Issue shareholding pattern:

S. No.	Type of Shareholders	Pre-Issue Equity Share Capital <sup>^</sup>		Post-Issue Equity Share Capital*	
		No. of Equity Shares	% of total Share-holding	No. of Equity Shares	% of total Share-holding
<b>A. Promoters' holding**</b>					
<b>1. Indian</b>					
	Individual/ Hindu undivided family	26,94,010	70.12%	26,94,760	62.08%
	Bodies corporate	-	-	-	-
	<b>Sub-Total</b>	<b>26,94,760</b>	<b>70.12%</b>	<b>26,94,760</b>	<b>62.08%</b>
<b>2. Foreign promoters</b>					
<b>B. Non-Promoter holding</b>					
3.	Institutional investors	-	-	3,73,500	8.61%
4.	Individuals	9,22,700	24.00%	9,22,700	21.26%
5.	Foreign Portfolio Investors	-	-	1,23,750	2.85%
6.	Non-Institutional investors	-	-	-	-
7.	Private Corporate Bodies	1,26,000	3.28%	1,26,000	2.90%
8.	Non-Resident Indians (NRIs)	23,250	0.6%	23,250	0.54%
9.	Any other	-	-	-	-
10.	HUF	76,500	1.99	76,500	1.76%
	<b>Sub-Total</b>	<b>11,48,450</b>	<b>29.88%</b>	<b>16,45,700</b>	<b>37.92</b>
<b>Total Shareholding</b>		<b>38,43,210</b>	<b>100%</b>	<b>4340460</b>	<b>100%</b>

<sup>^</sup>Based on beneficiary position data of our Company as on June 27, 2025

\* The post-Issue shareholding pattern has been intentionally left blank and will be filled in the Placement Document.

\*\* Includes shareholding of our Promoter Group as well.

### Other confirmations

- Our Promoters, Directors and Key Managerial Personnel of our Company do not intend to participate in the Issue.
- There would be no change in control in our Company consequent to the Issue.
- Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of the Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottees for a period of one year from the date of Allotment, except on the Stock Exchanges.
- Our Equity Shares have been listed for a period of at least one year prior to the date of the issuance of the notice of Extra Ordinary General Meeting to our Shareholders, i.e. June 26, 2025 for approving the Issue.
- There are no outstanding options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Placement Document.

## DIVIDENDS

The declaration and payment of dividends by our Company is governed by applicable provisions of the Companies Act, 2013 and the Articles of Association. For further information, see "Description of the Equity Shares" on page 141.

Our Company has not declared any dividend on the Equity Shares for Fiscals 2025, 2024 and 2023. Further there are no dividends that have been declared but are yet to be paid out by our Company until the date of this Placement Document.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by our Shareholders at their discretion. The dividend for any Fiscal, if declared, shall be paid out of our Company's profits for that Fiscal or accumulated profits of any previous Fiscals in accordance with provisions of the Companies Act 2013, the Articles of Association.

The amounts paid as dividends in the past are not necessarily indicative of the dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid in the future or that the amount thereof will not be decreased. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal and external factors and such other factors that the Board may deem relevant in its discretion, subject to the approval of our Shareholders.

The Equity Shares to be issued in connection with this Issue shall qualify for any dividend, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted. For further information, please see the section entitled "*Description of the Equity Shares*" on page 141. For a summary of some of the restrictions that may inhibit our ability to declare or pay dividends, See "*Risk Factors – 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 35

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## RELATED PARTY TRANSACTIONS

For details of the related party transactions during (i) Fiscal 2025; (iii) Fiscal 2024; and (iv) Fiscal 2023 please refer the section entitled "*Financial Statements*" on page 154

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Placement Document. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.*

### BUSINESS OVERVIEW

Our Company was originally incorporated with the name as ‘Hoac MP Atta Spices Manufacture Private Limited’ a private limited company on March 12, 2018 under the Companies Act, 2013, with Registrar of Companies, Delhi bearing registration number 330739. Thereafter, the company name was changed to ‘Hoac Foods India Private Limited’ dated November 03, 2021. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an Extraordinary general meeting held on October 13, 2023 and consequently the name of our Company was changed to ‘Hoac Foods India Limited’ and a fresh certificate of incorporation dated 30th October, 2023 was issued by the Registrar of Companies, Delhi at New Delhi. Our Company’s Corporate Identity Number is U15120DL2018PLC330739. Further, Post Initial Public offering the Corporate Identity Number is L15120DL2018PLC330739.

We are engaged in the manufacturing and distribution of high-quality natural food products under the brand name “**HARIOM**”, offering a diverse range that includes chakki atta (wheat flour), organic herbs and spices, unpolished pulses, grains, and cold-pressed yellow mustard oil. Operating primarily in Delhi-NCR, the company reaches customers through a network of Exclusive Brand Outlets and Franchises, catering to a growing market of health-conscious consumers seeking purity and authenticity in their daily food choices. We source our raw materials directly from various regions across India, carefully selecting only the finest quality ingredients. Each product is processed using traditional methods and packaged without the use of artificial preservatives or synthetic chemicals. This ensures that the natural flavor, aroma and nutritional value of every item are preserved, delivering authentic and wholesome products to households.

Our Company was founded in 2018 by its promoters, Mr. Rambabu Thakur and Mrs. Gaytri Thakur, with a clear vision to manufacture and deliver high-quality flour, spices and other food products. Focused on product quality, affordability, and accessibility, the company operates under a B2C model, reaching consumers through Exclusive Brand Outlets (both company-owned and franchisee-operated) and its mobile application ‘Hariom Atta Spices’. Their next generation, Mr. Yashwant Thakur, has continued the legacy, bringing industry expertise and contributing to the company’s growth. Backed by a skilled senior management team with experience in production, agri-commodity procurement, sales and franchise development.

Presently most of our sales are derived from Delhi-NCR region. Our extensive franchisee network comprised of 5 company-owned outlets and 10 franchisee-owned outlets, totaling 15 Exclusive Brand Outlets which sells and markets only our brand’s products, complemented by our sales and marketing team comprising of 8 employees, as of March 31, 2025. We also rely on D2C platform through our in-house built Mobile Application both on Google Play Store and Apple’s App Store and Company website which is available for sale of our products. We have implemented a franchisee management system that helps us coordinate with our franchise owners, store managers and provides the visibility on our inventory levels and franchisee and store sales, enabling us to optimize our distribution network and reduce the time between the food product manufactured in our facility to consumer’s kitchen which is around within same day to maximum 1 day. This strong approach towards good supply-chain management across different business processes enable us to preserve the freshness, taste and nutritional value of our products.

### Financials of the Company

We have consistently grown in terms of our revenues over the past years. In the recent periods our revenues from operation were Rs. 1,210.09 lacs in F.Y. 2022-23, Rs. 1,562.94 lacs in F.Y. 2023-24 and Rs. 2,647.66 lacs in F.Y. 2024-25. Our Net Profit after tax for the above-mentioned periods were Rs. 50.47 lacs, Rs. 102.34 lacs and Rs. 250.16 lacs respectively.

### FACTORS AFFECTING OUR RESULT OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “**Risk Factor**” beginning on page 35 of this Placement Document. The following important factors which could cause actual results to differ materially from the expectations include, among others:

### ***Regulatory Framework***

We have obtained all regulatory permissions which are necessary to run our business, Further, some of the approvals are granted for fixed periods of time and need renewals, which are obtained in the course of business, however, there may be change in statutory regulations at any time which cannot be predicted by us. There can be no assurance that the change in regulations will not impact our operations in the future.

### ***Ability of Management***

Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of the services of our Promoters could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition.

### ***Market & Economic conditions***

India is one of the largest economies and is growing at a rapid pace. But in this globalized economy, all the businesses face an uncertain level of volatility from unexpected global events which ranges from global pandemics to wars, to weather changes to supply chain disruption, which may change the economic dynamics and the purchasing capability of the end customers. At the time of market slowdown, the demand falls which has adverse impact on our business.

### ***Competition***

We operate in a competitive atmosphere. Our competition varies by market, geographic areas and type of products. Our Company may face stiff competition from domestic as well as global market as the dynamic changes. Some of our competitors may have greater resources than those available to us. While service quality, technical ability, performance records etc. are key factors in client decisions among competitors, however, price & quality are the deciding factor in most cases. Further, this industry is fragmented with many small and medium sized companies and entities, which manufactures some of these products at various levels, which may adversely affect our business operation and financial condition. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Moreover, as we seek to diversify into new geographical areas, new territories, new emerging markets, we face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets. The markets in which we compete and intend to compete are undergoing, and are expected to continue to undergo, rapid and significant change. We expect competition to intensify as technological advances and consolidations continue. These competitive factors may force us to reduce rates, and to pursue new market opportunities. Increased competition could result in reduced demand for our products, increased expenses, reduced margins and loss of market share. Failure to compete successfully against current or future competitors could harm our business, operating cash flows and financial condition.

### **Significant Developments after March 31, 2025 that may affect our Future Results of Operations**

The Directors of your company confirmed that there have been no other events or circumstances since the date of the last financial statements as disclosed in the PPD which materially or adversely affect or is likely to affect the business or profitability of our Company or the value of our assets, or our ability to pay liabilities within next twelve months.

## **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

### **a) Basis of Preparation of Financial Statements**

The financial statements have been prepared under the historical cost convention, on an accrual basis and in accordance with the applicable provisions of the Companies Act, 2013 and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India (ICAI).

### **b) Use of Estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

### **c) Revenue Recognition**

Revenue from sale of goods is recognized when the significant risks and rewards of ownership are transferred to the buyer, usually on dispatch of goods. Sales are recorded net of GST, returns, discounts, and rebates. Export sales are recognized when the shipment is dispatched and customs formalities are completed.

**d) Inventories**

Raw Materials, Packing Materials, and Stores & Spares are valued at cost on FIFO basis. Finished Goods and Work-in-Progress are valued at lower of cost or net realizable value. Cost includes materials, direct labor, and appropriate proportion of manufacturing overheads.

**e) Property, Plant and Equipment**

Fixed Assets are stated at cost less accumulated depreciation. Depreciation is provided on a Written Down Value (WDV) method as per the useful life prescribed in Schedule II of the Companies Act, 2013. Assets individually costing below ₹5,000 are fully depreciated in the year of purchase.

**f) Employee Benefits**

Provident Fund and ESIC are accounted for on an accrual basis. Gratuity, if applicable, is accounted for on the basis of actuarial valuation as per AS-15. Leave encashment is provided based on management estimates.

**g) Borrowing Costs**

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized. Other borrowing costs are recognized as expense in the period in which they are incurred.

**h) Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Foreign currency monetary items are reported using the closing rate. Exchange differences are recognized in the Statement of Profit and Loss.

**i) Taxes on Income**

Current tax is determined as the amount of tax payable as per applicable Income Tax laws. Deferred tax is recognized for all timing differences between accounting income and taxable income, using the tax rates and laws enacted or substantively enacted as of the balance sheet date.

**j) Impairment of Assets**

The Company reviews the carrying amount of assets to determine whether there is any indication that those assets are impaired. If any indication exists, the asset's recoverable amount is estimated, and impairment loss, if any, is recognized.

**k) Provisions and Contingent Liabilities**

A provision is recognized when the Company has a present legal or constructive obligation as a result of past events. Contingent liabilities are disclosed when there is a possible obligation that may arise depending on the outcome of uncertain future events.

**l) Government Grants and Subsidies**

Government grants related to revenue are recognized on receipt basis and are treated as other income. Capital subsidies are deducted from the cost of the asset or treated as deferred income, as applicable.

**m) Export Incentives**

Export incentives such as RoDTEP/MEIS are recognized on accrual basis, when there is reasonable assurance of receipt.

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**RESULTS OF OUR OPERATIONS**
*(Amount ₹ in lakhs)*

Particulars	Consolidated		Standalone		Standalone	
	For the year ended 31st March, 2025 (₹ in lakhs)	% of Total**	For the year ended 31st March, 2024 (₹ in lakhs)	% of Total**	For the year ended 31st March, 2023 (₹ in lakhs)	% of Total**
<b>INCOME</b>						
Revenue from Operations	2,647.66	99.38%	1,562.94	100.00%	1,210.09	99.14%
Other Income	16.41	0.62%	-	0.00%	10.55	0.86%
<b>Total Revenue (A)</b>	<b>2,664.07</b>	<b>100.00%</b>	<b>1,562.94</b>	<b>100.00%</b>	<b>1,220.65</b>	<b>100.00%</b>
<b>EXPENDITURE</b>						
Cost of Materials Consumed	1,804.76	147.85%	1,009.05	82.66%	928.04	76.03%
Changes in Inventories of Work-In-Progress & Finished Goods	(49.04)	(1.84%)	(0.20)	(0.01%)	(96.21)	(7.88%)
Employee Benefits Expenses	203.22	7.63%	159.85	10.23%	92.78	7.60%
Finance Costs	49.10	1.84%	32.50	2.08%	25.55	2.09%
Depreciation & Amortisation Expenses	29.47	1.11%	12.93	0.83%	18.25	1.50%
Other Expenses	279.84	10.50%	212.53	13.60%	170.71	13.98%
<b>Total Expenses (B)</b>	<b>2,317.36</b>	<b>86.99%</b>	<b>1,426.66</b>	<b>91.28%</b>	<b>1,139.13</b>	<b>93.32%</b>
<b>Profit before extraordinary items and tax(A-B)</b>	<b>346.71</b>	<b>13.01%</b>	<b>136.28</b>	<b>8.72%</b>	<b>81.52</b>	<b>6.68%</b>
Extraordinary items	-	0.00%	-	0.00%	-	0.00%
<b>Profit before tax</b>	<b>346.71</b>	<b>13.01%</b>	<b>136.28</b>	<b>8.72%</b>	<b>81.52</b>	<b>6.68%</b>
<b>Tax Expense/ (benefit)</b>						
(a) Current Tax Expense	95.61	3.59%	37.60	2.41%	26.31	2.16%
(b) Earlier Years Tax Adj.	-	0.00%	0.46	0.03%	2.72	0.22%
(c) Deferred Tax	2.74	0.10%	(4.13)	(0.26%)	2.02	0.17%
<b>Net tax expense / (benefit)</b>	<b>98.35</b>	<b>3.69%</b>	<b>33.93</b>	<b>2.17%</b>	<b>31.06</b>	<b>2.54%</b>
<b>Profit/(Loss) for the year</b>	<b>248.36</b>	<b>9.32%</b>	<b>102.35</b>	<b>6.55%</b>	<b>50.47</b>	<b>4.13%</b>

## ***Components of our Profit and Loss Account***

### ***Income***

Our total income comprises of revenue from operations and other income.

### ***Revenue from Operations***

Our revenue from operations as a percentage of our total income was 99.38%, 100.00% and 99.14% for Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively.

### ***Other Income***

Our other income primarily consists of Profit on sale of Fixed assets, Interest Received on FDR, Other Interest Received, Other Income and Franchise Fees.

### ***Expenditure***

Our total expenditure primarily consists of Cost of Material Consumed, Changes in inventories, Employee benefits expense, Finance costs, Depreciation and amortization expense & Other expenses.

### ***Employee Benefit Expenses***

Our employee benefits expense comprises of Directors Sitting Fees, Salaries and Wages Contribution to ESI, Provident Fund and Other Funds and Staff Welfare Expense.

### ***Finance costs***

Our Finance cost expenses comprise of Interest on Long Term Loans, Interest on Short Term Loans, Interest on Others and Other Finance Cost.

### ***Other Expenses***

Other expenses primarily include Packing Material Consumed, Rent Expenses, Repair & Maintenance Expenses, General Office Maintenance & Other Expenses, Electricity Expenses, Legal & Professional Charges, Delivery Expenses and Freight and Forwarding Charges.

### ***Provision for Tax***

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date.

## **Fiscal 2025 compared with fiscal 2024**

### ***Revenue from operations***

The revenue from operations of our company for fiscal year 2025 was ₹ 2,647.66 lacs against ₹ 1,562.94 lacs revenue from operations for Fiscal year 2024. An increase of 69.40% in revenue from operations.

This growth was primarily driven by multiple strategic initiatives, including:

- The launch of Five new franchise & owned stores, enhancing our retail footprint.
- Expansion into the B2B segment, with successful placement of our products across key retail outlets in targeted regions.
- A high-impact sales collaboration with Country Delight, resulting in notable sales uplift.
- Diversification of our product portfolio with the addition of new SKUs under the "Veg-Root" and "Dry Fruits" categories.
- Consistent year-over-year growth from our existing stores, which continue to deliver an average sales increase of 25–30% annually.

### ***Other Income***

The other income of our company for fiscal year 2025 was ₹ 16.41 lacs against Nil in Fiscal year 2024. This was due to income from franchise fees, interest received from bank, other miscellaneous income.

### ***Total Income***

The total income of our company for fiscal year 2025 was ₹ 2,664.07 lacs against ₹ 1,562.94 lacs total income for fiscal year 2024. An increase of 70.45% in total income. The increase was driven by new store launches, B2B expansion, product diversification, along with contributions from franchise fees, bank interest, and miscellaneous receipts.

### ***Expenditure***

#### ***Cost of materials Consumed***

In Fiscal 2025, our cost of material consumed were ₹ 1,804.76 lacs against ₹ 1,009.05 lacs cost of material consumed in fiscal 2024. An increase of 78.86%. An increase was due to increase in the cost of materials consumed was primarily due to a rise in the quantity of raw materials purchased. This was in response to the expansion of new outlets, growth in the B2B segment, and consistent growth in our regular business. To support this increased demand and achieve targeted sales, we procured additional raw materials accordingly the cost of material consumed increased during the year.

#### ***Changes in inventories of Manufactured goods***

In fiscal 2025, Our Changes in inventories were ₹ (49.04) lacs against ₹ (0.20) lacs changes in inventories in fiscal 2024.

#### ***Employee Benefit Expenses***

In fiscal 2025, our Company incurred for employee benefits expense ₹ 203.22 lacs against ₹ 159.85 lacs expenses in fiscal 2024. An increase of 27.14%. This increase was primarily due to the hiring of additional staff to support the expansion of operations, including the opening of new retail stores and a new manufacturing facility. Moreover, with the commencement of B2B operations alongside our existing B2C retail model, additional workforce was required to manage sales, logistics, and support functions

#### ***Finance Costs***

The finance costs for the Fiscal 2025 were ₹ 49.10 lacs while it was ₹ 32.50 lacs for Fiscal 2024. An increase of 51.07% was due to the addition of new secured loans taken for the purchase of commercial vehicles, which resulted in higher interest expenses during the year.

#### ***Other Expenses***

In fiscal 2025, our other expenses were ₹ 279.84 lacs and ₹ 212.53 lacs in fiscal 2024. An increase of 31.67% was due to the addition of new stores resulting in increased rental costs, a 5% increase in rent for existing stores, higher freight charges related to bulk purchases, increased repair and maintenance expenses for machinery, some one-time miscellaneous expenses, some legal and professional fees paid towards IPO-related activities scheduled for May 2024, and some other miscellaneous expenses.

#### ***Profit/ (Loss) before Tax***

Our Company had reported a profit before tax for the Fiscal 2025 of ₹ 346.71 lacs against profit before tax of ₹ 136.28 lacs in Fiscal 2024. An increase of 154.41%.

This remarkable growth in profitability was driven by several strategic and operational improvements:

- **Bulk procurement of raw materials**, enabling us to secure favourable rates and significantly improve gross margins.
- **Installation of an in-house grain cleaning machine (Destoner)**, which replaced outsourcing and directly reduced input costs, improving operational efficiency.

- **Introduction of high-margin SKUs**, particularly in premium product categories, which contributed to stronger overall profit margins.
- **Commissioning of automatic spice processing machinery**, leading to improved production efficiency and enhanced cost savings.

These enhancements in our supply chain, infrastructure, and product mix collectively contributed to the exceptional growth in profit before tax during the fiscal year.

#### ***Profit/ (Loss) after Tax***

Profit after tax for the Fiscal 2025 was at ₹ 248.36 lacs against profit after tax of ₹ 102.35 lacs in fiscal 2024. An increase of 142.65% is consistent with the growth in profit before tax.

#### **Fiscal 2024 compared with fiscal 2023**

##### ***Revenue from operations***

The revenue from operations of our company for fiscal year 2024 was ₹ 1,562.94 lacs against ₹ 1,210.09 lacs revenue from operations for Fiscal year 2023. An increase of 29.16% in revenue from operations.

This increase in revenue was primarily attributed to the following factors:

- Opening of new stores during the year, which significantly contributed to the expansion of our market reach.
- Consistent year-on-year sales growth of 20-25% from our existing stores, driven by sustained customer loyalty and improved store performance.
- Addition of 15+ new SKUs to our product portfolio, which supported higher sales volumes and diversified our offerings.

These growth initiatives collectively resulted in the substantial revenue increase achieved in Fiscal Year 2024.

##### ***Other Income***

The other income of our company for fiscal year 2024 was NIL against ₹ 10.55 lacs other income for Fiscal year 2023. This was due to absence of supplier discounts and freight income that were received in the Fiscal year 2023 but did not materialize in the fiscal year 2024.

##### ***Total Income***

The total income of our company for fiscal year 2024 was ₹ 1,562.94 lacs against ₹ 1,220.65 lacs total income for fiscal year 2023. An increase of 28.04% in total income. The increase was driven by new store launches, New SKUs, along with contributions from franchise fees, bank interest, and miscellaneous receipts.

##### ***Expenditure***

###### ***Cost of Material Consumed***

In fiscal 2024, our cost of material consumed were ₹ 1,009.05 lacs against ₹ 928.04 lacs cost of material consumed in fiscal 2023. An increase of 8.73%. An increase was due to higher sales volume and moderate fluctuations in raw material prices, the cost of material consumed increased during the year.

###### ***Changes in inventories of Manufactured goods***

In fiscal 2024, Our changes in inventories were ₹ (0.20) lacs against ₹ (96.21) lacs changes in inventories in fiscal 2023.

###### ***Employee Benefit Expenses***

In fiscal 2024, our Company incurred for employee benefits expense ₹ 159.85 lacs against ₹ 92.78 lacs expenses in fiscal 2023. An increase of 72.28%. An increase was due to addition of new employees, particularly in management roles, annual salary increments for existing staff, and enhanced employee benefits such as Provident Fund

contributions and other welfare initiatives, the overall employee benefit expenses increased during the year.

### **Finance Costs**

The finance costs for the Fiscal 2024 were ₹ 32.50 lacs while it was ₹ 25.55 lacs for Fiscal 2023. An increase of 27.21% was due to the availing of some new business loans during the year and the closure of certain existing high-interest loans, the overall finance cost increased in the current fiscal.

### **Other Expenses**

In fiscal 2024, our other expenses were ₹ 212.53 lacs and ₹ 170.71 lacs in fiscal 2023. An increase of 24.50% was due increase in other expenses was primarily due to a 5% year-on-year growth in rental costs. Additionally, there was a rise in repair and maintenance expenses for machinery, as well as an increase in legal and professional charges.

### **Profit/ (Loss) before Tax**

Our Company had reported a profit before tax for the Fiscal 2024 of ₹ 136.28 lacs against profit before tax of ₹ 81.52 lacs in Fiscal 2023. An increase of 67.17%. An increase was due to our focused efforts on controlling purchase costs, strategic bulk purchasing of grains during the season at favorable rates, and the addition of high-value SKUs in our product portfolio, the company achieved a significant increase in profitability during the year.

### **Profit/ (Loss) after Tax**

Profit after tax for the Fiscal 2023 was at ₹ 102.35 lacs against profit after tax of ₹ 50.47 lacs in fiscal 2023. An increase of 102.81% is consistent with the growth in profit before tax.

### **Cash Flows**

*(Amount ₹ in lakhs)*

Particulars	For the year ended March 31,		
	2025 (Consolidated)	2024 (Standalone)	2023 (Standalone)
Net Cash flow from/(used in) Operating Activities	(120.20)	(28.87)	(50.76)
Net Cash flow from/(used in) Investing Activities	(319.83)	(43.04)	(34.20)
Net Cash flow from/(used in) Financing Activities	727.58	83.14	58.52

### **Cash Flows from Operating Activities**

1) For fiscal 2025, net cash flow from used in operating activities was ₹ 120.20 lakhs. This comprised a Profit Before Tax of ₹ 346.71 lakhs, primarily adjusted for Finance Costs of ₹ 49.10 lakhs, Depreciation and Amortisation Expense of ₹ 29.47 lakhs, and Provision for Gratuity of ₹ 2.92 lakhs, profit on sale of fixed assets of ₹ (0.22) lakhs. Working capital adjustments included an increase in Inventories by ₹ 13.11 lakhs and Trade Receivables by ₹ 618.97 lakhs. Further adjustments include an increase in Other Current Assets of ₹ 16.88 lakhs, an increase in Trade Payables of ₹ 151.44 lakhs, and an increase in Other Current Liabilities of ₹ 13.27 lakhs.

Cash flows used in operations were ₹ 56.28 Lacs, which was further reduced by Income Tax Paid of ₹ 63.93 Lacs, resulting in a net cash flows used in operating activities of ₹ 120.20 Lacs.

2) For fiscal 2024, net cash flow used in operating activities was ₹ 28.87 lakhs. This comprised a Profit Before Tax of ₹ 136.28 lakhs, primarily adjusted for Finance Cost of ₹ 32.50 lakhs, Depreciation of ₹ 12.93 lakhs, and Provision for Gratuity of ₹ 3.69 lakhs. Working capital adjustments included an increase in Trade Receivables of ₹ 123.40 lakhs, increase in Inventories of ₹ 154.84 lakhs, decrease in Other Current Assets of ₹ 12.89 lakhs, increase in Trade Payables and Other Payables of ₹ 69.71 lakhs and increase in Other Current Liabilities of ₹ 83.65 lakhs.

Cash flows used in operations were ₹ 18.78 Lacs, which was further reduced by Income Tax Paid of ₹ 26.99 Lacs, resulting in a net cash flows used in operating activities of ₹ 28.87 Lacs.

3) For fiscal 2023, net cash flow used in operating activities was ₹ 50.76 lakhs. This comprised a Profit Before Tax of ₹ 81.52 lakhs, primarily adjusted for Finance Cost of ₹ 25.55 lakhs and Depreciation of ₹ 18.25 lakhs. Working capital adjustments included an increase in Trade Receivables of ₹ 26.42 lakhs, Inventories of ₹ 86.03 lakhs, Other Current Assets of ₹ 29.28 lakhs Trade Payables and Other Payables of ₹ 6.30 lakhs and decrease in Other Current Liabilities of ₹ 28.58 lakhs.

Cash flows used in operations were ₹ 38.69 Lacs, which was further reduced by Income Tax Paid of ₹ 12.07 Lacs, resulting in a net cash flows used in operating activities of ₹ 50.76 Lacs.

#### ***Cash Flows from Investment Activities***

- 1) In FY 2025, net cash used in investing activities was ₹ 319.83 lakhs, this primarily comprised the purchase of tangible and intangible assets amounting to ₹ 323.21 lakhs, capital work-in-progress of ₹ 0.07 lakhs and proceeds from sale/adjustment of fixed assets of ₹ 3.31 lakhs.
- 2) In FY 2024, Net cash used in investing activities was ₹ 43.04 lakhs, this primarily comprised the purchase of property, plant, and equipment of ₹ 42.96 lakhs and capital work-in-progress of ₹ 0.07 lakhs.
- 3) In FY 2023, Net cash used in investing activities was ₹ 34.20 lakhs, this comprised the purchase of property, plant, and equipment of ₹ 34.20 lakhs.

#### ***Cash Flows from Financing Activities***

- 1) In FY 2025, net cash generated from financing activities was ₹ 727.58 lakhs. This included proceeds from issuance of shares of ₹ 115.50 lakhs, share premium of ₹ 438.90 lakhs and ₹ 0.38 lakhs for Minority interest. proceeds from short-term borrowings ₹ 244.00 lakhs, repayment of long-term borrowings of ₹ 22.10 lakhs and interest paid of ₹ 49.10 lakhs.
- 2) In FY 2024, net cash generated from financing activities was ₹ 83.14 lakhs. This included proceeds from issuance of shares of ₹ 9.93 lakhs, share premium of ₹ 74.45 lakhs, proceeds from short-term borrowings ₹ 32.50 lakhs, repayment of long-term borrowings of ₹ 1.22 lakhs and interest paid of ₹ 32.50 lakhs.
- 3) In FY 2023, net cash generated from financing activities was ₹ 58.52 lakhs. This included proceeds from short-term borrowings of ₹ 41.76 lakhs, proceeds from long-term borrowings of ₹ 42.31 lakhs and interest paid of ₹ 25.55 lakhs.

### **OTHER MATTERS**

#### **1. Unusual or infrequent events or transactions**

Except as described in this Placement Document, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the Section titled “Financial Information” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, beginning on Page 154 and 62 respectively of this Placement Document, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

#### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the chapter titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Conditions and Result of Operations”, beginning on Page 35 and 62 respectively of this Placement Document, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

#### **4. Future relationship between Costs and Income**

Other than as described in the chapter titled “Risk Factors” beginning on Page 35 of this Placement Document, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

#### **5. Competition Conditions**

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitors who have been discussed in section titles “Business Overview” beginning on page no. 83 of this Placement Document.

## INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the Issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information, our company does not take report form any agency about industry overview hence no such report are available in material Documents.

## GLOBAL ECONOMY

### *Macroeconomic Environment*

Following an unprecedented series of shocks in the preceding years, global growth was stable yet underwhelming through 2024 and was projected to remain so in the January 2025 *World Economic Outlook (WEO) Update*. However, the landscape has changed as governments around the world reorder policy priorities. Since the release of the January 2025 *WEO Update*, a series of new tariff measures by the United States and countermeasures by its trading partners have been announced and implemented, ending up in near-universal US tariffs on April 2 and bringing effective tariff rates to levels not seen in a century.

This on its own is a major negative shock to growth. The unpredictability with which these measures have been unfolding also has a negative impact on economic activity and the outlook and, at the same time, makes it more difficult than usual to make assumptions that would constitute a basis for an internally consistent and timely set of projections.

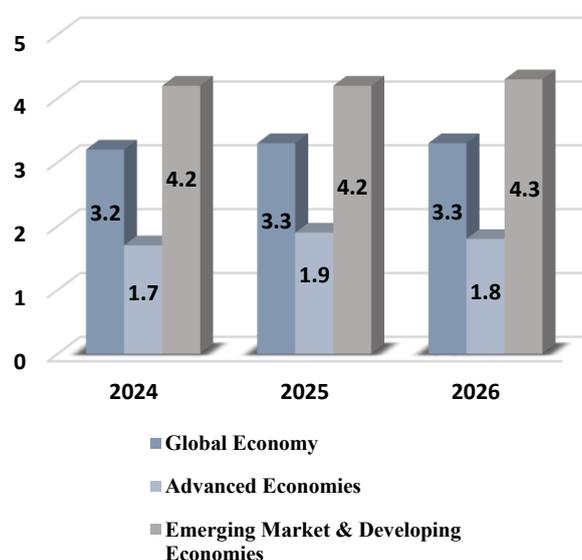
Given the complexity and fluidity of the current moment, this report presents a “reference forecast” based on information available as of April 4, 2025 (including the April 2 tariffs and initial responses), in lieu of the usual baseline. This is complemented with a range of global growth forecasts, primarily under different trade policy assumptions.

The swift escalation of trade tensions and extremely high levels of policy uncertainty are expected to have a significant impact on global economic activity. Under the reference forecast that incorporates information as of April 4, global growth is projected to drop to 2.8% in 2025 and 3% in 2026—down from 3.3% for both years in the January 2025 *WEO Update*, corresponding to a cumulative downgrade of 0.8% point, and much below the historical (2000–19) average of 3.7%.

Global growth is projected at 3.3 percent both in 2025 and 2026, below the historical (2000–19) average of 3.7 percent. The forecast for 2025 is broadly unchanged from that in the October 2024 World Economic Outlook (WEO), primarily on account of an upward revision in the United States offsetting downward revisions in other major economies. Global headline inflation is expected to decline to 4.2 percent in 2025 and to 3.5 percent in 2026, converging back to target earlier in advanced economies than in emerging market and developing economies. Medium-term risks to the baseline are tilted to the downside, while the near-term outlook is characterized by divergent risks. Upside risks could lift already-robust growth in the United States in the short run, whereas risks in other countries are on the downside amid elevated policy uncertainty. Policy-generated disruptions to the ongoing disinflation process could interrupt the pivot to easing monetary policy, with implications for fiscal sustainability and financial stability. Managing these risks requires a keen policy focus on balancing trade-offs between inflation and real activity, rebuilding buffers, and lifting medium-term growth prospects through stepped-up structural reforms as well as stronger multilateral rules and cooperation.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025>)

## GROWTH PROJECTIONS



In the Euro area, growth is expected to pick up but at a more gradual pace than anticipated in October, 2024, with geopolitical tensions continuing to weigh on sentiment. Weaker-than-expected momentum at the end of 2024, especially in manufacturing, and heightened political and policy uncertainty explain a downward revision of 0.2% point to 1.0% in 2025. In 2026, growth is set to 1.4%, helped by stronger domestic demand, as financial conditions loosen, confidence improves, and uncertainty recedes somewhat.

In other Advanced Economies, two offsetting forces keep growth forecasts relatively stable. On the one hand, recovering real incomes are expected to support the cyclical recovery in consumption. On the other hand, trade headwinds-including the sharp uptick in trade policy uncertainty are expected to keep investment subdued.

In Emerging Market and Developing Economies, growth performance in 2025 and 2026 is expected to broadly match that in 2024. With respect to the projection in October, growth in 2025 for China is marginally revised upward by 0.1% point to 4.6%. This revision reflects carryover from 2024 and the fiscal package announced in November largely offsetting the negative effect on investment from heightened trade policy uncertainty property market drag. In 2026, growth is projected mostly to remain stable at 4.5%, as the effects of trade policy uncertainty dissipate and the retirement age increase slows down the decline in the labor supply. In India, growth is projected to be solid at 6.5% in 2025 and 2026, as projected in October and in line with potential.

### **World Economic Outlook Growth Projection**

(Real GDP, annual percent change)	ESTIMATE	PROJECTION	
	2024	2025	2026
World Output	3.2	3.3	3.3
Advanced Economies	1.7	1.9	1.8
United States	2.8	2.7	2.1
Euro Area	0.8	1.0	1.4
Germany	-0.2	0,3	1.1
France	1.1	0,8	1.1
Italy	0.6	07	0.9
Spain	3.1	2.3	1.8
Japan	-0.2	1.1	0.8
United Kingdom	0.9	1.6	1.5
Canada	1.3	2.0	2.0
Other Advanced Economies	2.0	2.1	2,3
Emerging Market and Developing Economies	4.2	4.2	4.3
Emerging and Developing Asia	5.2	5.1	5.1
China	4.8	4.6	4.5
India	6.5	6.5	6.5
Emerging and Developing Europe	3.2	2.2	2.4
Russia	3.8	1.4	1.2
Latin America and The Caribbean	2.4	2.5	2.7
Brazil	3.7	2.2	2.2
Mexico	1.8	1.4	2.0
Middle East and Central Asia	2.4	3.6	3.9
Saudi Arabia	1.4	3.3	4.1
Sub-Saharam Africa	3.8	4.2	4.2
Nigeria	3.1	3.2	3.0
South Africa	0.8	1.5	1.6
Memorandum			
Emerging Market and Middle-Income Economies	4.2	4.2	4.2
Low-Income Developing Countries	4.1	4.6	5.4

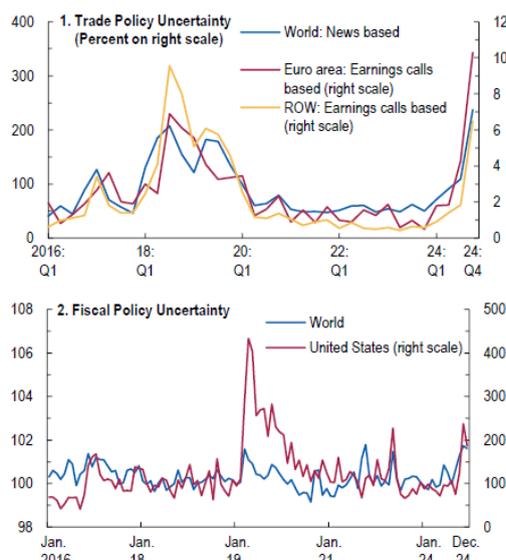
## WORLD ECONOMIC OUTLOOK

Where inflation is proving more sticky, central banks are moving more cautiously in the easing cycle while keeping a close eye on activity and labour market indicators as well as exchange rate movements. A few central banks are raising rates, marking a point of divergence in monetary policy. Global financial conditions remain largely accommodative, again with some differentiation across jurisdictions.

Equities in advanced economies have rallied on expectations of more business-friendly policies in the United States. In emerging market and developing economies, equity valuations have been more subdued, and a broad-based strengthening of the US dollar, driven primarily by expectations of new tariffs and higher interest rates in the United States, has kept financial conditions tighter.

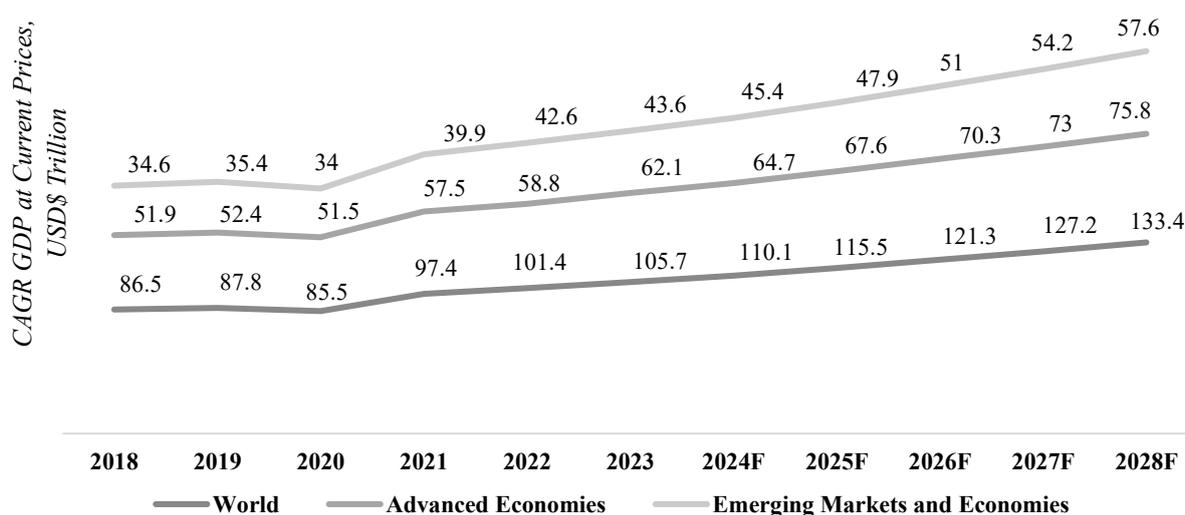
Economic policy uncertainty has increased sharply, especially on the trade and fiscal fronts, with some differentiation across countries. Expectations of policy shifts under newly elected governments in 2024 have shaped financial market pricing in recent months. Bouts of political instability in some Asian and European countries have rattled markets and injected additional uncertainty regarding stalled progress on fiscal and structural policies. Geopolitical tensions, including those in the Middle East, and global trade frictions remain elevated.

In the Middle East and Central Asia, growth is projected to pick up, but less than expected in October. This mainly reflects a 1.3%-point downward revision to 2025 growth in Saudi Arabia, mostly driven by the extension of OPEC+ production cuts. In Latin America and Caribbean, overall growth is projected to accelerate slightly in 2025 to 2.5%, despite an expected slowdown in the largest economies of the region. Growth in sub-Saharan Africa is expected to pick up in 2025, while it is forecast to slow down in emerging and developing Europe.



Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025>

### GDP at Current Prices, Global, 2018-2028F



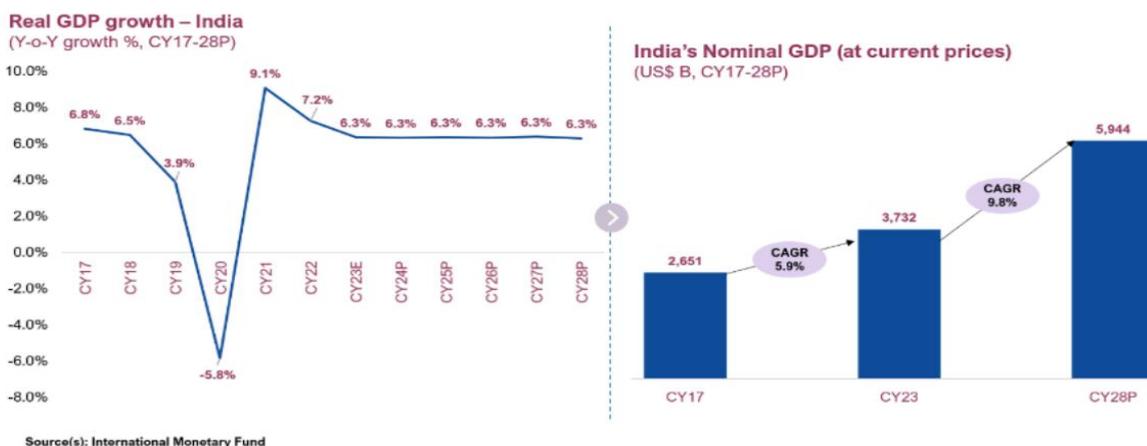
(Source: World Economic Outlook-October 2024)

Conversely, Advanced Economies are anticipated to record a comparatively more modest CAGR of 4.0%. Nevertheless, this marks an improvement from past figures, driven by positive employment prospects in the United States and rising consumption trends in Europe. This optimistic long-term economic outlook is poised to stimulate global investments and bolster demand in vital sectors, such as healthcare.

## INDIA ECONOMIC OVERVIEW

**India's GDP was at US\$ 3,732b In CY23 and is estimated to reach US\$ 5,944b in CY28, growing at a CAGR of 9.8% from CY23 To CY28**

India is the fifth largest economy in CY23 and is expected to be the third largest by CY30. India's GDP (at current prices) grew from US\$ 2,651B to US\$ 3,732B between CY17 and CY23. The increase can be attributed to the robust reforms like GST, corporate tax revision, revised FDI limit, and growth across sectors. The real GDP growth is expected to reach 5.9% Y-o-Y growth in CY23, and eventually stabilize and maintain a growth rate of 6% till CY28.



Over the next 10-15 years, India is anticipated to be among the top economies of the world on the back of rising demand, robust growth in various manufacturing and infrastructure sectors, and an increase in private consumption. India's manufacturing sector is on a robust growth trajectory, with output surging to its highest levels in nearly three years, with the Manufacturing Purchasing Managers' Index reaching an impressive 58.6 in August CY23. Key economic indicators such as steel production, cement production, and vehicle sales continue to show strong growth, indicating positive momentum in the manufacturing sector.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025>)

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's Current Account Deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at Rs. 96,790 crore (US\$ 11.2 billion) for Q2 of FY25 from Rs. 97,655 crore (US\$ 11.3 billion) in Q2 of FY24 or 1.3% of GDP. This was largely due to decrease in merchandise trade deficit.

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

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

India's economy in 2025 is poised for substantial growth, supported by strategic policy reforms, strong domestic demand, and increasing foreign investment. The Union Budget 2025-26, presented by Finance Minister Nirmala Sitharaman, introduced significant reforms, including a new Income Tax Bill aimed at simplifying compliance and providing relief to middle-class taxpayers. Additionally, the budget focused on boosting manufacturing, consumption, and the startup ecosystem, with enhanced credit access for MSMEs and incentives for innovation.

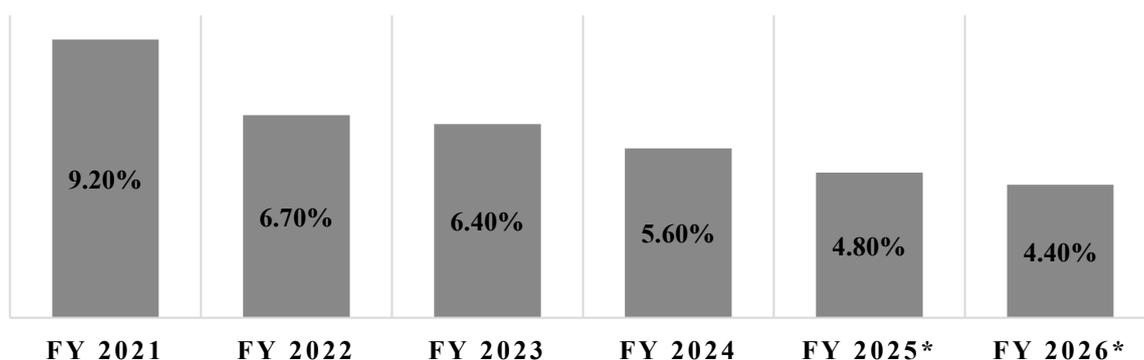
Economic growth projections remain optimistic, with the International Monetary Fund (IMF) forecasting a 6.5% GDP growth rate for both 2025 and 2026, while the United Nations expects a 6.6% expansion. Deloitte estimates growth between 6.5% and 6.8%, driven by rising domestic demand and increased government spending. Meanwhile, India's retail inflation eased to a five-month low of 4.31% in January 2025, primarily due to declining food prices, potentially allowing the Reserve Bank of India (RBI) to implement rate cuts to further stimulate the economy.

Corporate performance in the December quarter showed mixed results. A sample of 3,400 companies reported an aggregate revenue increase of 6.9%, while net profit grew by 12.6% year-on-year. Sectors such as banking, finance, IT, healthcare, and real estate witnessed positive earnings growth, whereas the automobile, cement, consumer goods, and oil and gas industries experienced declines.

India is also taking significant steps in energy and international trade. The government is pushing for nuclear energy expansion by amending liability laws to attract private and foreign investment, with long-term plans to scale up nuclear power production. On the global stage, Prime Minister Narendra Modi recently met with U.S. President Donald Trump to discuss strengthening military and trade ties, including potential defense deals and efforts to double bilateral trade to \$500 billion by 2030.

### FISCAL DEFICIT IN RELATION TO GDP(%)

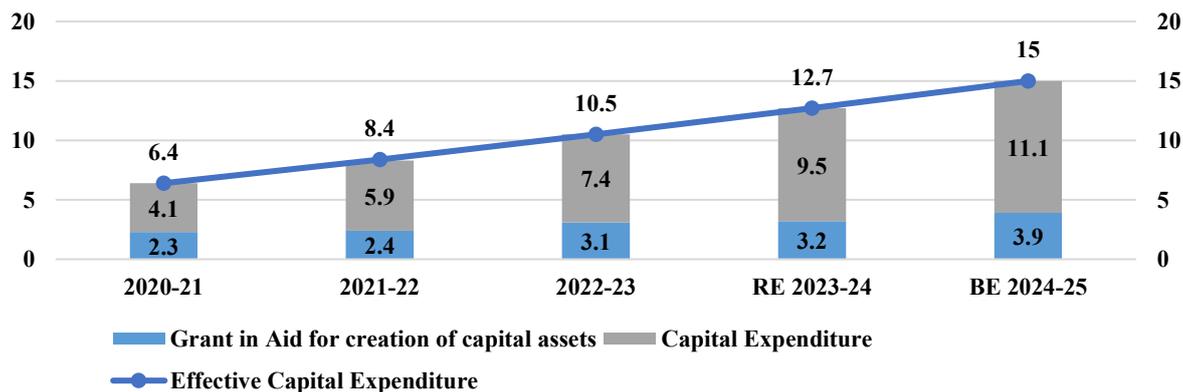
■ Fiscal deficit in relation to GDP



(Source: <https://www.statista.com/statistics/802020/india-gross-fiscal-deficit-in-relation-to-gdp/>)

Despite these positive developments, Indian stock markets have faced recent downturns due to high valuations, modest corporate earnings, and global trade uncertainties. Both the Nifty 50 and BSE Sensex indices experienced declines, and market analysts project a cautious outlook for the near future. Nonetheless, India's overall economic trajectory remains strong, with continued policy support and structural reforms expected to sustain growth momentum in the coming years.

### TREND IN CAPITAL EXPENDITURE



(Source: <https://www.financialexpress.com/policy/economy-indias-capex-sees-sharp-boost-budget-estimates-at-15-for-fy25-3539513>)

These figures indicate a consistent increase in capital expenditure relative to GDP, reflecting the government's focus on infrastructure development and economic growth.

Additionally, the Financial Express reports that the government's capital expenditure has seen a significant boost, with the budget allocation for FY25 around Rs 15 lakh crore, approximately 3.4% of GDP.

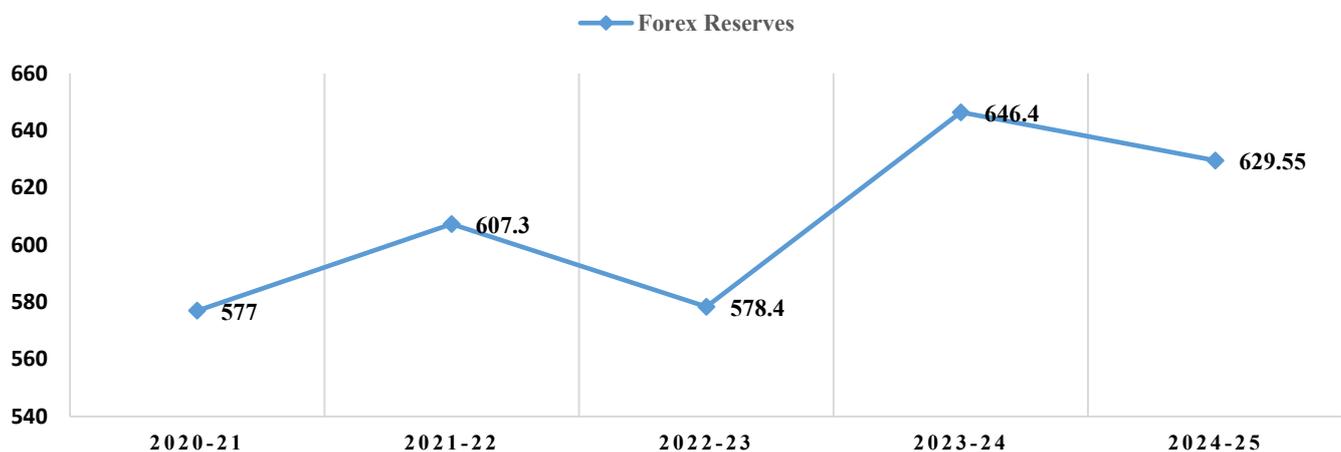
Forex reserves as of the end of March 2024 were sufficient to cover 11 months of projected imports. The Survey underscores that the Indian Rupee has also been one of the least volatile currencies among its emerging market peers in FY24. India's external debt vulnerability indicators also continued to be benign. External debt as a ratio to GDP stood at a low level of 18.7 per cent as of end-March 2024.

The ratio of foreign exchange reserves to total debt stood at 97.4 per cent as of March 2024 as per the Economic Survey 2023- 24. The Direct Benefit Transfer (DBT) scheme and Jan Dhan Yojana-Aadhaar-Mobile trinity have been boosters of fiscal efficiency and minimization of leakages, with ₹36.9 lakh crore having been transferred via DBT since its inception in 2013.

The Survey underscores that the Indian Rupee has also been one of the least volatile currencies among its emerging market peers in FY24. India's external debt vulnerability indicators also continued to be benign. External debt as a ratio to GDP stood at a low level of 18.7 per cent as of end-March 2024. The ratio of foreign exchange reserves to total debt stood at 97.4 per cent as of March 2024 as per the Economic Survey 2023- 24.

(Source: <https://pib.gov.in/PressReleasePage.aspx?PRID=2034973#:~:text=India's%20real%20GDP%20is%20projected,pr e%2DCOVID%2C%20FY20%20levels.>)

### FOREX RESERVES (IN US \$ BILLION)



#### Road ahead for the Indian Economy

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

India's economic story during the first half of FY24 highlighted the unwavering support the government gave to its capital expenditure, which, in FY24, stood 37.4% higher than the same period last year. In the Union Budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs. 11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

The outlook for 2025 depends on how effectively India addresses its economic challenges.

#### Key priorities include:

- **Boosting Consumption:** Wage growth, employment initiatives, and targeted welfare programs are essential to reviving domestic demand.
- **Encouraging Private Investment:** Streamlined policies, reduced tariffs, and greater ease of doing business can attract both domestic and foreign investors.
- **Expanding Global Trade:** Lowering trade barriers and enhancing export competitiveness are crucial to capturing a larger share of global markets.

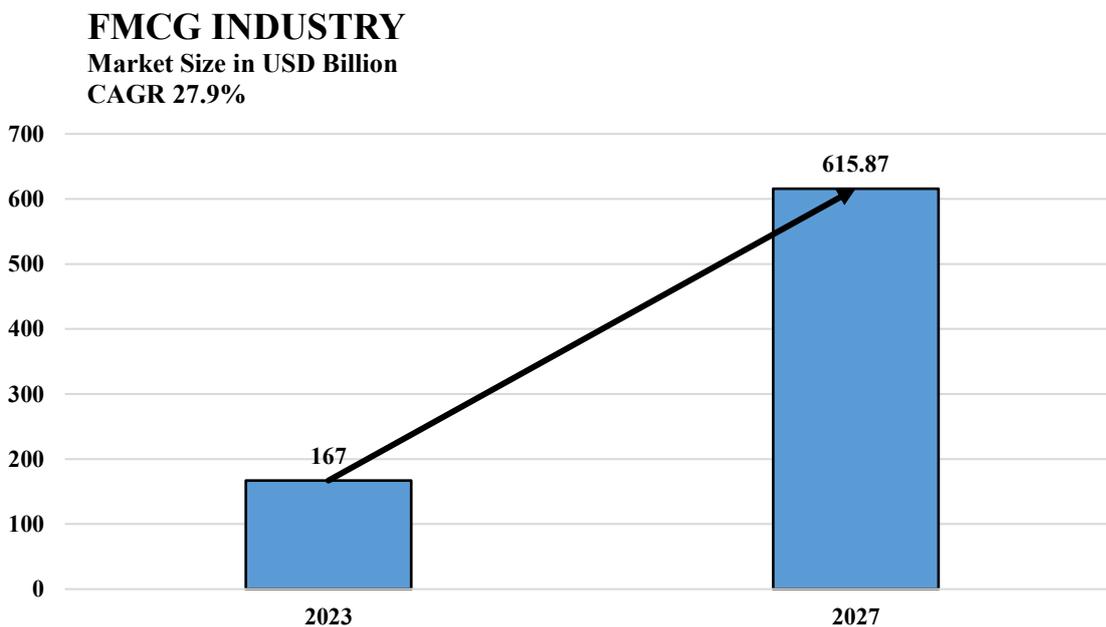
- Sustaining Reforms: Addressing inefficiencies in the informal sector, agriculture, and traditional industries will ensure more balanced growth.
- Monetary Policy Adjustments: While rate cuts may provide short-term relief, they must be complemented by structural measures to stimulate demand and investment.

(Source: <https://www.ibef.org/economy/indian-economy-overview> & <https://www.angelone.in/news/indian-economy-2025-outlook-challenges-opportunities?msockid=338bd1eb19bb6b1e3662c470186e6a52>)

## INDIAN FMCG INDUSTRY

The FMCG sector in India expanded due to consumer-driven growth and higher product prices, especially for essential goods. FMCG market reached Rs. 14,50,896 crore (US\$ 167 billion) as of 2023. The total revenue of the FMCG market is expected to grow at a CAGR of 27.9% from 2021-27, reaching nearly Rs. 53,43,120 crore (US\$ 615.87 billion).

In 2022, the urban segment contributed 65% whereas rural India contributed more than 35% to the overall annual FMCG sales. Good harvest, government spending expected to aid rural demand recovery in FY24. India’s Fast-Moving Consumer Goods (FMCG) sector grew 6.4% by volumes in the October-December 2023 quarter, led by positive consumption across the country.



The sector had grown 8.5% in revenues and 2.5% in volumes in FY23. In the January-June period of 2022, the sector witnessed value growth of about 8.4% on account of price hikes due to inflationary pressures. In the second quarter of 2022, the FMCG sector clocked a value growth of 10.9% YoY — higher than the 6% YoY value growth seen in the first quarter. India includes 780 million internet users, where an average Indian person spends around 7.3 hours per day on their smartphone, one of the highest in the world. Resilience needs to be the key factor in the manufacturing process, daily operations, retail and logistic channels, consumer insights and communication that will help FMCG companies to withstand the test of time and create more value for consumers in the long run.

The FMCG sector employs around three million people accounting for approximately 5% of the total factory employment in India. FMCG sales in the country were expected to grow 7-9% by revenues in 2022-23. The key growth drivers for the sector include favourable Government initiatives & policies, a growing rural market and youth population, new branded products, and the growth of e-commerce platforms. In 2022, India’s consumer spending was US\$ 2,049.57 billion. Indian villages, which contribute more than 35% to overall annual FMCG sales, are crucial for the overall revival of the sector. E-commerce now accounts for 17% of the overall FMCG consumption among evolved buyers, who are affluent and make average spending of about Rs. 5,620 (US\$ 68).

The market has grown exponentially over the past five years due to the surge in internet and smartphone users, improved policy reforms, and an increase in disposable income. Mobile wallets, Internet banking, and debit/credit cards have become popular among customers for making transactions on E-commerce platforms. India includes 780 million internet users, where an average Indian person spends around 7.3 hours per day on their smartphone, one of the highest in the world. As of 2021, there were 1.2 million daily E-commerce transactions. The total value of digital transactions stood at US\$ 300 billion in 2021 and is projected to reach US\$ 1 trillion by 2026. The India online grocery market size has been projected to grow from US\$ 4,540 million in 2022 to US\$ 76,761.0 million by 2032, at a CAGR of 32.7% through 2032. Zepto saw the highest increase in both Daily Active Users (DAUs) & Monthly Active Users (MAUs) in November 2023 at 8% & 10% respectively. India’s

beauty and personal care market, presently valued at US\$ 16.8 billion, is poised to grow at a compound annual rate of 11%, with cosmetics and perfumes categories growing at a faster clip.

India's economy continues to grow at the highest rate in the world, outpacing that of emerging and developing Asia and economic expectations for China. India has been ranked as the fifth-largest economy in terms of exchange rate and the third-largest economy in terms of purchasing power parity. In the fiscal year 2023, the Indian economy is expected to grow at 6.5% against 7% in 2022 and 8.7% in 2021. India's GDP growth was projected in a range of 6-6.8% for the fiscal year 2023-24. India's GDP per Capita reached US\$ 2,850 in 2024, compared with US\$ 2,610 in 2023. India's GDP Per Capita data is updated yearly, available from March 1958 to March 2022, with an average number of US\$ 323.24. India's GDP can grow from the current US\$ 3 trillion to US\$ 9 trillion by 2030, and US\$ 40 trillion by 2047, if the country's working-age population — which is expected to increase by over 100 million people between 2020-30, is productively employed.

Fast-Moving Consumer Goods (FMCG) is the fourth-largest sector in the Indian economy. There are three main segments in the sector — food and beverages, which accounts for 19% of the sector; healthcare, which accounts for 31% of the share; and household and personal care, which accounts for the remaining 50% share. The urban segment contributes to about 65% of the revenue share, while the rural segment accounts for 35%. The rise in rural consumption will drive the FMCG market. The Indian processed food market is projected to expand to US\$ 470 billion by 2025.

The outlook of the FMCG sector looks on track with the pandemic easing out. Rural consumption has increased, led by a combination of increasing income and higher aspiration levels. There is an increased demand for branded products in rural India. On the other hand, with the share of the unorganized market in the FMCG sector falling, the organised sector growth is expected to rise with an increased level of brand consciousness, augmented by the growth in modern retail. The FMCG market in India is expected to increase at a CAGR of 14.9% to reach US\$ 220 billion by 2025, from US\$ 110 billion in 2020.

(Source: <https://www.ibef.org/industry/fmccg-presentation>)

## FOOD PROCESSING SECTOR

### *Overview*

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

Additionally, India is the largest producer of spices in the world, with 11.26 million tonnes of major spices produced in 2022-23, as per the third advanced estimate by spices board of India. As of 2024, the Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth.

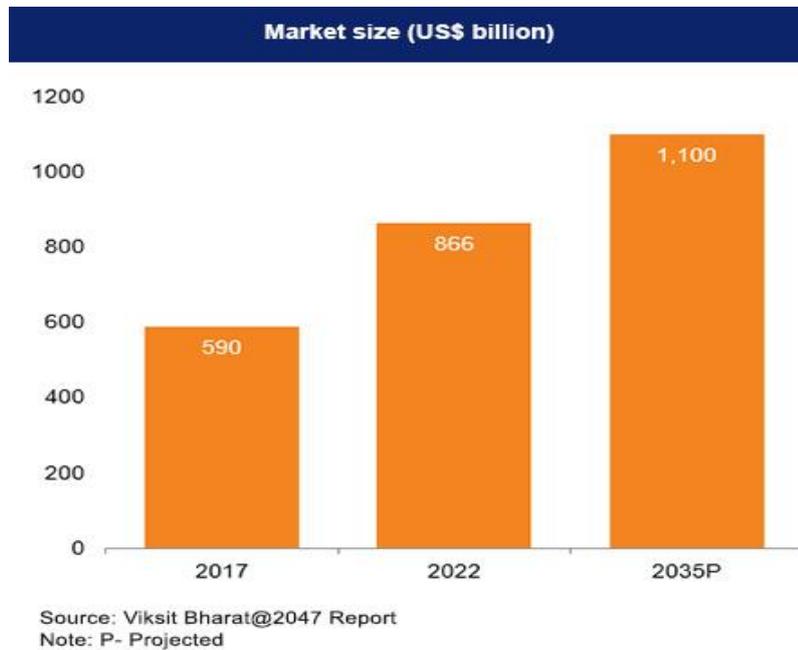
A strong food processing industry is essential for our nation to tackle food and nutritional security issues. Processed food offers convenience, extended shelf life, easy transport to remote areas, and improved accessibility, serving as a valuable source of nourishment. Additionally, it offers our farmers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

### *Market Size*

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

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

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



Food processing industry contributes 32% to this food market and is also one of the largest industries in the country, contributing 13% to total export and 6% of industrial investment. The food processing industry, within the registered factory sector, employs about 1.93 million people while the unregistered sector also employs approximately 5.1 million workers.

The employment in Food Processing Industries has increased from 17.73 lakh in 2014-15 to 20.68 lakh in 2021-22 as per the latest Annual Survey of Industries (ASI) report.

### ***Recent Development/Investments***

The food processing sector has seen some major developments and investments in the recent past.

- In a major boost to the dairy industry, India's iconic dairy brand, Amul has announced setting up the world's largest curd (dahi) manufacturing facility in Kolkata. This new integrated dairy plant, backed by Rs. 600 crore (US\$ 69.1 million) investment, will significantly expand Amul's footprint in West Bengal.
- The Ministry of Food Processing Industries (MoFPI) was allocated Rs. 4,364 crore (US\$ 505.70 million) in the Union Budget 2025-26.
- In the Interim Budget 2024-25, the Ministry of Food Processing Industries was allocated a total Budget of Rs. 3,290 crores (~US\$ 396 million), an increase of ~13% over revised estimates for fiscal year 2024.
- Of the total budget, Rs. 2,173.02 crore (~US\$ 261.5 million) was allocated towards central sector schemes and projects, including the Pradhan Mantri Kisan Sampada Yojana (PMKSY) and Production-Linked Incentive Scheme for Food Processing Industry (PLISFPI).
- The Production Linked Incentive Scheme for Food Processing Industry (PLISFPI) was approved in March 2021, with a budget of US\$ 1.3 billion (Rs. 10,900 crore) to be implemented from 2021-22 to 2026-27. It is aimed at incentivizing manufacturing, promoting innovative/organic SME products, and endorsing Indian brands internationally. Additionally, a PLI Scheme for Millet-based Products (PLISMBP) was launched in FY23 with an outlay of ~US\$ 96 million (Rs. 800 crore).

### ***Government Initiatives***

- The Government of India (GOI) introduced the Pradhan Mantri Kisan SAMPADA Yojana (PMKSY), administered by the Ministry of Food Processing Industries (MoFPI). The scheme aims to establish modern infrastructure and streamline supply chain management from farm to retail, fostering growth in the food processing sector. It aims to enhance farmer returns, double farmers' incomes, generate employment opportunities in rural areas, reduce agricultural wastage, increase processing levels, and boost processed food exports.
- The Agro Processing Cluster Scheme under PMKSY is aimed at developing modern infrastructure and common facilities to facilitate the establishment of food processing units based on a cluster approach. This involves connecting groups of producers/farmers with processors and markets through a well-equipped supply chain. Each agro-processing cluster

includes Basic Enabling Infrastructure (such as roads, water supply, power supply, drainage, ETP) and Core Infrastructure/Common facilities (including warehouses, cold storages, IQF, tetra pack, sorting, grading) along with at least 5 food processing units requiring a minimum investment of Rs. 25 crore (US\$ 3 million). The units are established simultaneously with the creation of common infrastructure, requiring at least 10 acres of land arranged either through purchase or lease for a minimum of 50 years.

- The cold chain infrastructure created by 372 completed cold chain projects under this scheme until October 2023 involve 10.3 lakh MT of Cold Storage, Controlled Atmosphere (CA)/Modified Atmosphere (MA) Storage and Deep Freezer, 335 MT per hour of Individual Quick Freezing (IQF), 175.8 Lakh Litres Per Day (LLPD) Milk Processing/Storage, and 1860 reefer vehicles. Milk processing capacity is expected to double from 53.5 MMT to 108 MMT by 2025.
- The One District One Product (ODOP) scheme under PMFME was launched to reap the benefit of scale in terms of procurement of inputs, availing common services and marketing of products. It aims to provide the framework for value chain development and alignment of support infrastructure. ODOP approved for 713 districts in 35 States/UTs with 137 unique products.
- Loans to food and agro-based processing units and cold chain have been classified under agriculture activities for Priority Sector Lending (PSL).
- Government allows 100% FDI in the food processing sector under the automatic route, facilitating a straightforward and efficient investment process.

### **Road Ahead**

The Indian food processing sector offers a promising growth journey ahead and presents several opportunities with the sector being recognized as a key priority industry under the “Make in India” initiative. The MoFPI has undertaken several initiatives aimed at enhancing infrastructure and fostering food processing industries to stimulate investment in this domain. The Indian Government has sought to involve multiple stakeholders to improve interactions between farmers, processors, distributors, and retailers to establish strong supply chains linking farmers to processing and marketing to empower them with nearby grading and storage facilities which will enhance the value of their products.

There are substantial investment prospects totaling US\$ 2.36 billion across 31 projects under Common Infrastructure for Industrial Parks which includes facilities such as specialized processing units, effluent treatment plants, testing laboratories, common warehouses, and logistics support. Foreign investment opportunities in India's food processing sector are also promising due to favourable policies, a vast consumer market, and government initiatives focused on improving the sector's competitiveness and sustainability.

(Source: <https://www.ibef.org/industry/food-processing>)

## **INDIAN SPICE & FLOUR INDUSTRY**

### ***Overview of Spice Industry***

India is the world's largest spice producer. It is also the largest consumer and exporter of spices. The production of different spices has been growing rapidly over the last few years. The production of spices in FY24 was estimated at 12 million metric tonnes. Whereas production in FY23 stood at 11.14 million tonnes compared to 11.12 million tonnes in FY22. During FY23, the export of spices from India stood at US\$ 3.73 billion from US\$ 3.46 billion in FY22.

India produces about 75 of the 109 varieties which are listed by the International Organization for Standardization (ISO). The most produced and exported spices are pepper, cardamom, chilli, ginger, turmeric, coriander, cumin, celery, fennel, fenugreek, garlic, nutmeg & mace, curry powder, spice oils and oleoresins. Out of these spices, chilli, cumin, turmeric, ginger and coriander makeup about 76% of the total production.

The largest spices-producing states in India are Madhya Pradesh, Gujarat, Andhra Pradesh, Rajasthan, Gujarat, Telangana, Karnataka, Maharashtra, Orissa, Uttar Pradesh, Assam, West Bengal, Tamil Nadu and Kerala.

### ***Exports Trend***

India is the largest exporter of spice and spice items. During FY24 the country exported spices worth US\$ 4.46 billion. In FY25 (until December 2024) India exported spices worth Rs. 29,016 crore (US\$ 3.36 billion).

**India spice exports trend (Million US\$)**



Note: \* Provisional, \*\* Until February 2025  
Source: DGCI&S, RBI, NIRYAT

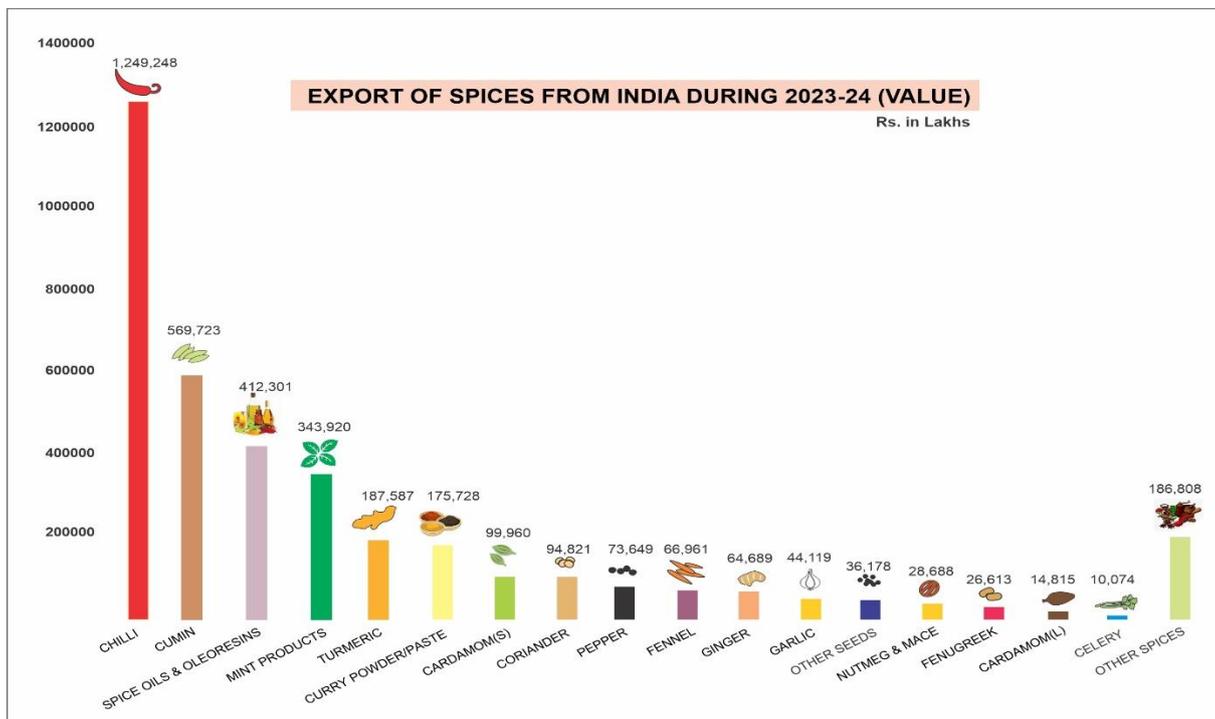
For FY23, the country exported spices worth US\$ 3.73 billion. In July 2023, the exports of spices from India increased to US\$ 298.77 million from US\$ 293.84 million in June 2023. From FY17 to FY23, the total exported quantity from India grew at a CAGR of 5.85%.

For FY23, total volumes of chilli, cumin, turmeric, and ginger exports were 0.51, 0.18, 0.17 and 0.05 million tonnes.

During FY23, the export of turmeric, coriander, garlic, curry powder, other spices such as asafoetida, tamarind, etc., expanded both in value and volume as compared to FY22.

### Major Export Destinations

India exported spices and spice products to 200 destinations worldwide as of FY25 (until December 2024). The top destinations among them were China, the USA, the UAE, Bangladesh, Thailand, Malaysia, UK, Saudi Arabia, Indonesia, and Germany. These 10 destinations comprised more than 60% of the total export earnings in FY25 (until February 2025).



(Source: <https://www.indianspices.com/>)

China imported spices valued at Rs. 5,268 crore (US\$ 610.05 million) from India, while the USA imported spices worth Rs. 5,136 crore (US\$ 594.82 million). UAE imported spices amounting to Rs. 2,766 crore (US\$ 320.36 million). Additionally, Bangladesh imported spices worth Rs. 2,639 crore (US\$ 305.60 million) from India during FY25 (up to February 2025). Chilli was the most exported spice from India. During FY23, China imported US\$ 409.44 million in chilli. During the same period, the USA imported US\$ 96.38 million in chilli.

The main products imported by the USA are celery, cumin, curry powder, fennel, fenugreek, garlic, chilli, and mint products.

### Government Initiatives

#### Export Development and Promotion of Spices

This initiative by the Spices Board of India aims to support the exporter to adopt high-tech processing technologies and upgrade the existing level of technology for the development of industry and to meet the changing food safety standards of the importing countries. The initiative provides benefits of infrastructure development, promoting Indian spice brands abroad, setting up infrastructure in the major spice growing centres, promoting organic spices and special programmes for north-eastern entrepreneurs.

### ***Setting up and maintenance of infrastructure for common processing (Spices Parks)***

Spices Board has launched eight crop-specific Spices Parks in key production/market centres intending to facilitate the farmers to get an improved price realization and wider reach for their produce. The purpose of the park is to have an integrated operation for cultivation, post-harvesting, processing, value-addition, packaging and storage of spices and spice products. The common processing facilities for cleaning, grading, packing, and steam sterilization will help the farmers to enhance the quality of the produce, resulting in better price realization.

### ***Spice Complex Sikkim***

Spices Board submitted a project proposal to the state's cell for setting up a Spice Complex in Sikkim seeking financial assistance for facilitating and demonstrating common processing and value addition in spices to help farmers and other stakeholders in the state.

### ***Indian Flour Industry***

India would expand at a compound annual growth rate (CAGR) of over 21% between 2016 and 2027. In 2022, the worldwide wheat flour industry was worth US\$ 241.0 billion. If the market continues to expand at its current rate, it might reach a new peak of Rs 25,000 Cr by the conclusion of the current fiscal year (2022-23).

A combination of positive micro and macroeconomic elements has created favorable conditions for market expansion. Despite this, more than 90% of the market for packaged wheat flour is concentrated in metropolitan areas. The demand for packaged wheat flour in India has been growing steadily, and this trend is expected to continue, especially as the top market players expand their reach into the country's rural market.

India's major shopping centers, supermarkets, and grocery/Kirana shops are the primary retail outlets for wheat flour packaging. On the other hand, the rise of E-Commerce, or online shopping, is having a major impact as a result of expanding internet access and improved computer technology. Demand for pre-packaged wheat flour in India by wheat flour manufacturers is expected to rise in the future due to rising employment rates among women and their preference for time-saving food options. IKON predicts that the market for packaged wheat flour would more than double in size between FYs 2019–20 and 2024–25 if current trends continue.

### ***Trends***

Organic food has become increasingly popular since it is grown without the use of harmful chemicals like pesticides and synthetic fertilizers or genetically engineered ingredients (GMOs). Increases in the rates of various chronic diseases, such as diabetes, cancer, and heart ailments, have a direct impact on the demand for organic wheat flour from consumers all over the world.

(Source: <https://www.ibef.org/exports/spice-industry-india>).

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## OUR BUSINESS

To obtain a complete understanding of our Company and its business, prospective investors should read this section in conjunction with “Risk Factors”, “Industry Overview”, and “Management’s Discussions and Analysis of Financial Condition and Results of Operations” as well as the financial, statistical and other information contained in this PPD.

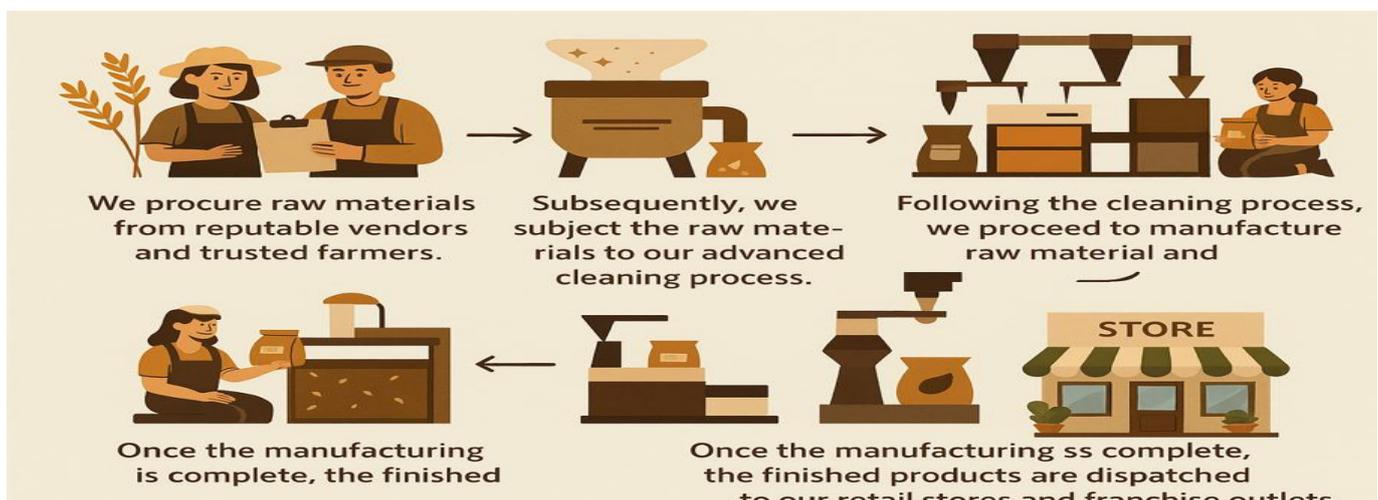
Our fiscal year ends on March 31 of each year, so all references to a particular “fiscal year”, “Fiscal” and “Fiscal Year” are to the 12-months period ended March 31 of that fiscal year. All references to a year are to that Fiscal Year, unless otherwise noted. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this PPD. For further information, see “Financial Statements” on page 154. We have, in this PPD, included various operational performance indicators, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditor. The manner in which such operational performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies in same business as of our Company in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this PPD.

## OVERVIEW

We are engaged in the manufacturing and distribution of high-quality natural food products under the brand name “HARIOM”, offering a diverse range that includes chakki atta (wheat flour), organic herbs and spices, unpolished pulses, grains, and cold-pressed yellow mustard oil. Operating primarily in Delhi-NCR, the company reaches customers through a network of Exclusive Brand Outlets and Franchises, catering to a growing market of health-conscious consumers seeking purity and authenticity in their daily food choices. We source our raw materials directly from various regions across India, carefully selecting only the finest quality ingredients. Each product is processed using traditional methods and packaged without the use of artificial preservatives or synthetic chemicals. This ensures that the natural flavor, aroma and nutritional value of every item are preserved, delivering authentic and wholesome products to households.

Our Company was founded in 2018 by its promoters, Mr. Rambabu Thakur and Mrs. Gaytri Thakur, with a clear vision to manufacture and deliver high-quality flour, spices and other food products. Focused on product quality, affordability, and accessibility, the company operates under a B2C model, reaching consumers through Exclusive Brand Outlets (both company-owned and franchisee-operated) and its mobile application ‘Hariom Atta Spices’. Their next generation, Mr. Yashwant Thakur, has continued the legacy, bringing industry expertise and contributing to the company’s growth. Backed by a skilled senior management team with experience in production, agri-commodity procurement, sales and franchise development.

Presently most of our sales are derived from Delhi-NCR region. Our extensive franchisee network comprised of 5 company-owned outlets and 10 franchisee-owned outlets, totaling 15 Exclusive Brand Outlets which sells and markets only our brand’s products, complemented by our sales and marketing team comprising of 8 employees, as of March 31, 2025. We also rely on D2C platform through our in-house built Mobile Application both on Google Play Store and Apple’s App Store and Company website which is available for sale of our products. We have implemented a franchisee management system that helps us coordinate with our franchise owners, store managers and provides the visibility on our inventory levels and franchisee and store sales, enabling us to optimize our distribution network and reduce the time between the food product manufactured in our facility to consumer’s kitchen which is around within same day to maximum 1 day. This strong approach towards good supply-chain management across different business processes enable us to preserve the freshness, taste and nutritional value of our products.



The key financial performance of our Company for Fiscals 2025, 2024 and 2023 is as follows:

(₹ in lakhs, except for percentage)

Particulars	Fiscal 2025 (Consolidated)	Fiscal 2024 (Standalone)	Fiscal 2023 (Standalone)
Revenue from operations	2647.66	1,562.94	1,210.09
EBITDA <sup>(1)</sup>	407.72	176.60	125.32
EBITDA margin (%) <sup>(2)</sup>	15.30%	11.30%	10.27%
PAT	248.74	102.35	50.46
PAT Margin (%)	9.39%	6.55%	4.17%
Net Debt <sup>(3)</sup>	316.18	181.83	161.79
Total Equity	1138.38	335.26	148.53
ROE (%) <sup>(4)</sup>	33.76%	42.31%	40.93%
ROCE (%) <sup>(5)</sup>	23.90%	29.11%	31.39%
EPS (Basic & Diluted) <sup>(6)</sup>	6.79	3.88	2.74

<sup>(1)</sup> EBITDA = Profit before tax + depreciation & amortization expense + finance cost.

<sup>(2)</sup> EBITDA Margin = EBITDA/ revenue from operations.

<sup>(3)</sup> Net debt = non-current borrowing + current borrowing - Cash and Cash Equivalent, Bank Balance, and Investment in Mutual Funds.

<sup>(4)</sup> ROE = Net profit after tax /Total equity.

<sup>(5)</sup> ROCE = Earnings before interest and taxes (EBIT) / Capital employed\*

\*Net worth = Equity +non-current borrowing + current Borrowing + Deferred Tax Liabilities – Intangible Assets

<sup>(6)</sup> EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period.

## Our Strengths:

### Diversified Product Portfolio capable of capturing growing Indian Flour, Spice & food market

We offer a diversified and deeply consumer aligned product portfolio which is capable of capturing India's rapidly expanding flour, spice and food market by combining insights into culinary tastes with strong product-development capabilities, we've successfully introduced a wide array of offerings: from ground and blended spices (like chai masala) to essential staples such as Chakki Atta (with variants like MP Sharbati, MP Lok One, multigrain, and other healthy flours), yellow mustard oil, unpolished pulses, rice and grains. Over the years, our "Hariom" brand has consistently sustained growth through continuous innovation launching new spice blends, healthy flour variants, and value-added staple while maintaining strict sourcing, processing and quality standards sourced from our Manufacturing facility.

In addition to our strong product development capabilities, we have established a robust retail and distribution network that caters to both B2C and B2B segments. We operate through 15 exclusive brand outlets (5 company-owned and 10 franchisee-owned) across Delhi-NCR, while also actively supplying to local retail shops, ensuring widespread market availability. Our reach is further strengthened by a growing Direct-to-Consumer (D2C) presence through our official website and mobile application, allowing us to connect directly with a diverse and customer base. Moreover, in line with our growth strategy and vision to take Indian flavors global, we have recently expanded our footprint internationally. In 2025, we incorporated a dedicated export-focused subsidiary, HOAC Exports Private Limited, which is committed to exploring global markets and promoting Indian staples and spices across international borders.

### Visionary Management Steering Long-Term Growth

We are guided by a strong and stable management team with a clear long-term vision and a proven track record of driving consistent growth. Our promoters Mr. Rambabu Thakur, Mrs. Gaytri Thakur and Mr. Yashwant Thakur bring extensive experience in the food processing industry, with deep domain expertise specifically in the flour and spice segments. Their industry insights, strategic direction and hands-on involvement have been key drivers of our business performance and expansion. We believe our sustained growth is a direct result of the rich experience and leadership strength of our promoters and management team. Their knowledge continues to be a valuable asset as we scale operations and explore new market opportunities, both domestically and internationally. For further details please see "Board of Directors and Senior Management Personnel" on page 104

### Streamlined and Tech-Enabled Supply Chain for Consistent Delivery

We recognize that robust supply chain management is a key differentiator in the competitive FMCG industry especially in segments like wheat flour and spices. To build a loyal and recurring customer base, we have adopted a supply chain strategy

that goes beyond the industry norm, placing strong emphasis on customer satisfaction, speed and quality control. Our supply chain is strengthened by the integration of technology and automation, which streamlines critical functions like inventory management, order processing and shipment tracking. This ensures faster turnarounds and fewer errors across operations. We follow a demand-driven inventory model, using forecasting tools to maintain optimal stock level enough to meet customer orders promptly while avoiding overstocking and wastage. Our strategically located retail outlets and dedicated sales team coordinate closely with reliable logistics partners, ensuring seamless last-mile delivery to both stores and customer doorstep typically Same day. With this efficient structure, we are able to procure raw materials easily, produce high-quality goods, and deliver them quickly consistently meeting or exceeding customer expectations.

***End-to-End In-House Manufacturing Capabilities***

We have in-house manufacturing facility located at Village Bhondsi, Near Geeta Nand Ashram, Tehsil Sohna, Gurugram – 122012, enables us to maintain complete control over the processing, grading and packaging of our spice products. The unit is fully equipped with modern plant and machinery and operates under a valid FSSAI license, ensuring compliance with all standards under the Food Safety and Standards Act, 2006.

To further enhance our product quality, we have installed advanced cleaning equipment and dedicated grinding systems tailored for each variety of spice such as chili, turmeric, cumin and coriander. This allows us to retain the natural aroma, colour, and potency of the spices.



While the majority of our manufacturing processes are mechanized to reduce manual labour, we rely on a team of skilled and experienced personnel to manage critical operations like cleaning, sorting, packing and hygienic storage. Every batch undergoes a strict quality check by our trained staff to ensure product purity. Additionally, our spices are stored in sanitized, pest-free warehouses where preservation practices are strictly followed to prevent contamination and maintain freshness.

***Long-Standing Customer Relationships Built on Trust and Consistency***

We have been in the business of manufacturing the spices since more than a decade and have successfully developed and supplied quality products to our customers. We believe that our understanding of the Indian palate complements our product development capabilities and has allowed us to develop a long-standing relationship with our customers. Our past experience in the supply of our products, ability to meet specific taste requirements of our customers, reputation for quality of our products and the price competitiveness of our offerings has enabled us to establish and maintain relationships with our customers. Our sales & distribution network of retail outlets is aided by our in-house sales and marketing team, which liaise with our customers on a regular basis for customer inputs, market demands as well as positioning of our products vis-a’-vis products of our competitors.

**Strategies:**

***Expanding Our Market Presence in Delhi-NCR and Beyond***

We aim to further strengthen our presence in our core market of Delhi-NCR by deepening penetration and increasing market share through an expanded distribution network. Our strategy includes leveraging retail outlets and supermarket stores while adding new franchise outlets across the region to reach a wider customer base. As a result of these efforts, we have successfully made significant sales in Delhi-NCR. Additionally, we have begun expanding into new territories, including Madhya Pradesh, where we have already made initial sales, marking the early success of our broader growth strategy.

Geographical expansion of our distribution network.



### Strengthening Our Portfolio and Expanding into High-Growth Categories

Our product portfolio under the brand “HARIOM” currently includes spices, chakki atta, pulses, and mustard oil. As of March 31, 2025, we have consistently focused on enhancing and diversifying our offerings to cater to the evolving culinary needs of Indian households. With urbanization and changing consumer lifestyles, traditional methods like grinding spices at home have given way to the convenience of ready-made blends. This shift, coupled with the growth of organized retail, has transformed consumer buying behaviour and increased demand for packaged food products. Recognizing these trends, we aim to develop innovative food products aligned with emerging consumer preferences and enter new high-potential categories that promise both growth and profitability. Our focus remains on creating value through quality, convenience, and variety for every Indian kitchen.



Additionally, our exclusive range of nutritious flours including Ragi Atta, Soya Atta, Barley Atta, Missi Roti Atta, Makki Atta, and Besan is crafted to provide 100% nutritional value with unmatched freshness. As convenience becomes a key factor in food choices, particularly among urban consumers in metropolitan cities, our offerings are tailored to meet their lifestyle needs while ensuring health and taste.

we will remain committed to diversifying our product range by introducing innovative, healthy, and convenient food solutions that align with modern consumer trends. Our focus will continue to be on combining traditional Indian nutrition with contemporary convenience to serve a broader, more health-conscious market.

## Growing Together with Our Suppliers, Partners, Customers & Team

Our company places strong emphasis on building and nurturing collaborative relationships with its suppliers, franchisee partners, customers and employees. By following a structured procurement process, they consistently source quality raw materials at competitive prices. Over the years, their commitment to reliable service and customer satisfaction has fostered loyalty. Transparent communication and trust-based engagement with franchise owners and employees strengthen their internal ecosystem. Additionally, long-term partnerships with strategic suppliers enhance supply chain efficiency and cost management. These stakeholder relationships collectively drive the company's sustained growth.

## Blending Traditional and Digital Channels for Brand Growth

Given that our products are intended for human consumption, we place strong emphasis on consistent branding and promotional efforts to enhance visibility, trust, and credibility in the spice market. Our marketing strategy is focused on building long-term consumer relationships through engaging and impactful campaigns. We actively participate in exhibitions and residential community promotions to increase local reach and awareness. Additionally, we are investing in digital marketing to connect with a wider audience and strengthen our presence across online platforms. These efforts aim to reinforce brand recall and support our growth in an increasingly competitive market.



## Strengthening Multi-Channel Distribution and Expanding Market Access

We follow a robust multi-channel distribution strategy that enables us to serve both B2C and B2B segments effectively. Our network includes company-owned and company-operated retail stores, as well as franchisee outlets, ensuring strong market penetration and direct consumer engagement. To further strengthen our B2C reach, we have launched our own mobile application, allowing customers to conveniently access our full product range. On the B2B front, we supply to small business owners and retailers, supporting their operational needs. Additionally, we have incorporated our wholly owned subsidiary, HOAC Exports Private Limited, with a dedicated focus on tapping into international markets and expanding our export footprint globally.

### Our Business Operations:

Factory Outlets:

We presently have two (2) manufacturing units in operation situated near Valsad.

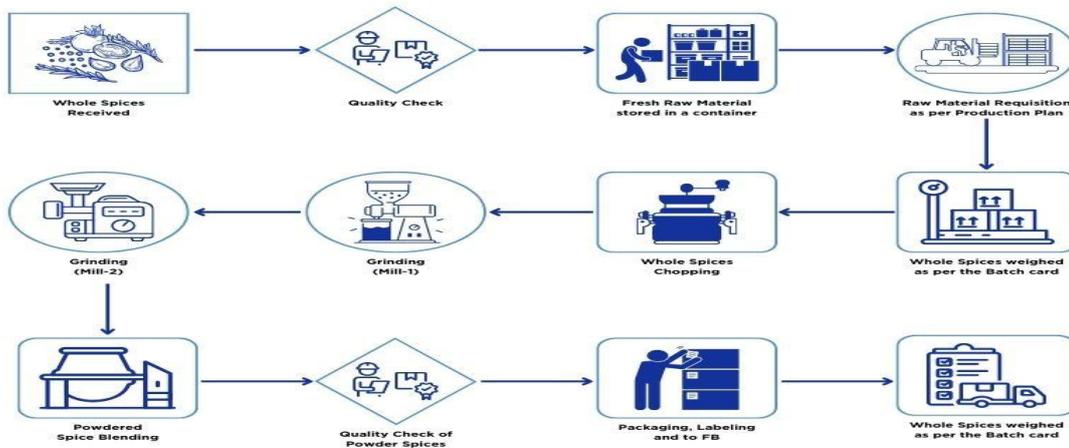
Factory I - is located at Village Bhondsi Near Geeta Nand Ashram Sohana Gurugram. Haryana-122012

Our Company established Factory I for the Flour and Other Healthy Flour. The current installed capacity at this factory is 5868000

Factory II - Village Mahinderwara, Permit Line Road, Tehsil Sohna, Distic Gurugrama, Haryana 122102

Our Company established Factory II for the Oil/ Yellow Mustered Oil and Blend Spices/ Haldi Powder / Mirchi Powder The current installed capacity at this factory is 4825320

## Manufacturing Process –



## Spice Manufacturing Process

### Raw Material Reception & Initial Check

- Whole spices are received and go through an initial quality check to ensure they meet defined standards.

### Storage & Planning

- Approved spices are stored in containers, organized for easy access.
- Raw material requisition is done based on the production plan.

### Batch Preparation

- Whole spices are weighed accurately as per batch cards to maintain consistency.
- The spices are then chopped as per processing requirements.

### Grinding Process

- Grinding is done in two stages (Mill-1 and Mill-2) to achieve the desired texture and fineness.

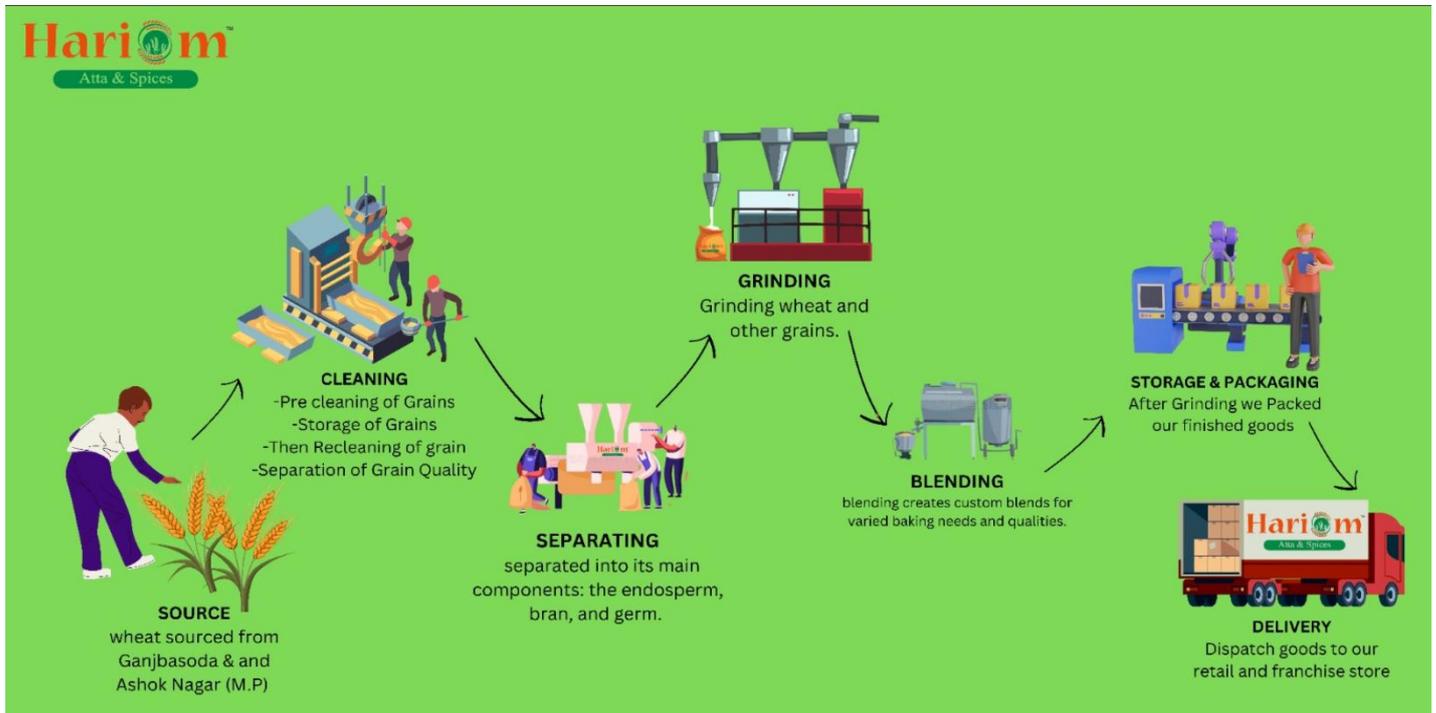
### Spice Blending & Quality Control

- The powdered spices are blended carefully for uniformity.
- A quality check is conducted on the final blended spice powders.

### Packaging & Labelling

- After passing the quality check, spices are weighed, packaged, labelled, and prepared for dispatch.

## Manufacturing Process – Wheat Flour



### Source

- The wheat used in our products is carefully sourced from the fertile agricultural regions of Ganjbasoda and Ashok Nagar in Madhya Pradesh (M.P.). These regions are known for their superior grain quality, which forms the base of our premium flour and grain products.

### Cleaning

Once sourced, the wheat undergoes a thorough multi-stage cleaning process to ensure purity and quality:

- Pre-cleaning removes large impurities such as stones, dust and straw.
- The grains are then safely stored in a controlled environment to maintain freshness.
- Re-cleaning is done to eliminate finer dust particles and other contaminants.
- Finally, the grains are sorted by quality to ensure only the best are selected for grinding.

### Grinding

- The cleaned and sorted grains are then transferred to our automated grinding units. Here, the wheat and other grains are ground into flour with the desired texture and consistency. This process ensures the nutritional value is preserved while achieving the perfect grind.

### Packaging

- After grinding, the flour and other finished goods are immediately sent for packaging. Our hygienic and efficient packing systems ensure that the freshness, aroma, and quality of the products are maintained until they reach the consumer.

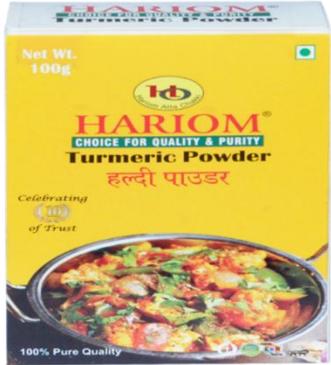
### Delivery

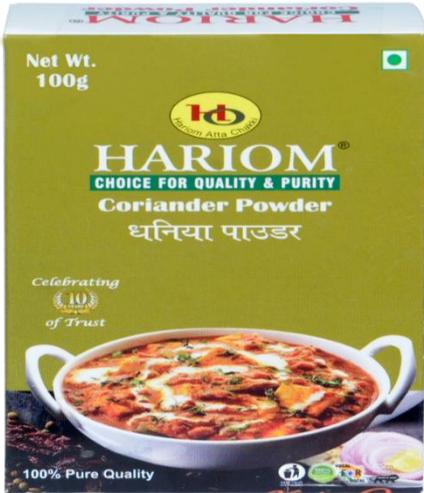
- Once packed, the products are dispatched via our logistics network to various retail and franchise stores under the Hariom Atta & Spices brand. This ensures timely delivery and availability of fresh products to our customers across

different regions.

## Our Products

The following sets out of our product under categories:

Product	Description
	<p>HOAC Foods India Limited has introduced our, Haldi (Turmeric) Powder. This spice is widely used in Indian cuisine for its distinct flavour and vibrant colour. Apart from its culinary uses, turmeric is also known for its potential health benefits, such as anti-inflammatory properties and antioxidant effects.</p> <p>At HOAC, we use A-grade quality raw materials for our Haldi (Turmeric) Powder.</p> <p>By procuring directly from the hubs, we ensure that our customers receive a product of the highest quality.</p> <p>Customers can choose from three available quantities: 100g, 200g, and 500g. These options provide flexibility for consumers based on their usage needs and preferences.</p>
	<p>Introducing our Premium Chilli Powder by HOAC Foods. Sourced from trusted chili hubs, our Chilli Powder brings together the finest selection of chili peppers to deliver a good taste experience.</p> <p>At HOAC Foods, our Chilli Powder package options of 100g, 200g, and 500g, you can choose the quantity that suits your culinary needs.</p>

Product	Description
	<p>Introducing our Dhaniya Powder (Coriander), crafted to enhance the Flavors of your culinary creations. Made with care and precision, our Dhaniya Powder is a must-have in every kitchen.</p> <p>At HOAC Foods, Our Dhaniya Powder is made from selected coriander seeds that undergo a thorough cleaning and grinding process to ensure purity and freshness.</p> <p>We offer our Dhaniya Powder in convenient quantities of 100g, 200g, and 500g, allowing you to choose the right amount for your cooking needs. Each package is carefully sealed to maintain the freshness and aroma, ensuring that you get the most flavour out of every sprinkle.</p>
	<p>HOAC Spices – a collection of the species available in different sizes.</p> <p>We offer our spices in convenient quantities of 100g, 200g, and 500g, allowing you to choose the right amount for your cooking needs. Each package is carefully sealed to maintain the freshness and aroma, ensuring that you get the most flavour out of every sprinkle.</p>
	<p>At HOAC FOODS, our MP Sharbati Flour available in convenient packaging sizes of 1kg, 1kg, 5kg, and 10kg our MP Sharbati Flour caters to your specific cooking needs. Each package is hermetically sealed to preserve the flour's freshness and nutritional integrity, ensuring that every meal prepared with our flour is a celebration of quality and taste.</p>

Product	Description
	<p>At HOAC FOODS, our combination of MP Sharbati Wheat, Chana (chickpeas), Soya, Barley, Makka (corn), Ragi (finger millet), and Alsi (flaxseeds) is a testament to that philosophy.</p> <p>Multigrain atta is a fusion of the finest ingredients sourced from trusted available in user-friendly packaging sizes of 2kg, 5kg, and 10kg, our Nutri Blend Multigrain Atta accommodates your varied cooking needs.</p>
	<p>Our exclusive range of nutritious flours, including Ragi Atta, Soya Atta, Barley Atta, Missi Roti Atta, Makki Atta, and Besan, is meticulously crafted to deliver 100% nutritional value and unparalleled freshness.</p> <p>Elevate your meals with the nutritional benefits of Ragi, Soya, Barley, Missi Roti, Makki, and Besan. With our commitment to freshness, customization, and quality.</p> <p>Indulge in the goodness of our flours, available in convenient packaging sizes of 500gm and 1kg. For those seeking a more personalized touch, we offer customization options, allowing you to choose the weight that best suits your needs.</p>
	<p>Our diverse selection includes Tuvar Dal, Lobiya, Rajma Chitra, Rajma Jammu, Chana Dal, Kala Chana, and more – each a powerhouse of unpolished, high-protein goodness.</p> <p>We source only the finest pulses, ensuring they are unpolished to retain their natural nutritional value. Packed with high protein, these pulses are a vital addition to a balanced and healthy diet.</p>
	<p>Our Yellow Mustard Oil is extracted using a meticulous cold-press process, ensuring that the natural properties and distinct pungency of mustard seeds are preserved. This method results in an oil that not only enhances the flavour of your dishes but also retains its</p>

Product	Description
	<p>nutritional integrity.</p> <p>A heart-healthy choice, our Yellow Mustard Oil is known for its high content of Omega-3 fatty acids, promoting cardiovascular well-being. The oil is a versatile addition to your kitchen, whether for cooking, frying, or as a zesty dressing for salads.</p> <p>Our Yellow Mustard Oil is available for 1-litre bottle for everyday use or the economic 5-litre container for larger culinary ventures. Our thoughtfully designed</p>

## REVENUE BREAK-UP

A revenue breakup of the revenue earned from the sale of spices and wheat flour for the period preceding three fiscals has been provided below:

(In Rs. Lakhs)

Sr. No.	Products	FY 2025		FY 2024		FY 2023	
		Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
<b>Income from Manufacturing</b>							
1	Wheat Flour	1,275.38	48.17%	890.88	57.00%	758.45	62.68%
2	Mustered oil & other products	91.61	3.46%	64.08	4.10%	49.30	4.07%
3	Spices	209.16	7.90%	114.09	7.30%	64.80	5.35%
<b>Income from Trading</b>							
4	Rice	267.41	10.10%	162.55	10.40%	140.26	11.59%
5	Whole Spices	94.52	3.57%	60.95	3.90%	54.45	4.50%
6	Grains	585.13	22.10%	203.18	13.00%	109.84	9.08%
7	Dry Fruits	18.53	0.70%	-	-	-	-
8	Other products	105.91	4.00%	67.21	4.30%	32.99	2.73%
<b>Total</b>		<b>2,647.66</b>	<b>100%</b>	<b>1,562.94</b>	<b>100%</b>	<b>1,210.09</b>	<b>100%</b>

## BRAND OUTLETS

### I. COMPANY OWNED AND COMPANY OPERATED (COCO) STORES

Sr.no	Stores	Location	Store type	Rent/Lease period
1.	HARIOM ATTA & SPICES	Dwarka: G- 4, Ground Floor Vardhman Prashad Plaza, MLU Pocket – 6 sector 12 Dwarka, New Delhi	Company-Owned	Commenced from August 01, 2024 for a period of 3 years
2.	HARIOM ATTA & SPICES	Dwarka: G-11, Manish Global	Company-	Commenced

		mall, LSC -1 Plot no -2 Sector 22, Dwarka, New Delhi 110077	Owned	from March 01, 2025 for a period of 11 months
3.	HARIOM ATTA & SPICES	Shop no 1, Ground floor C4A/42-A, Janak Puri, new Delhi, 110058	Company-Owned	Commenced from May 29, 2024 for a period of 60 months
4.	HARIOM ATTA & SPICES	Shop no. 93, First Floor, Paras Trade center, Sector 2, Gwal Pahari, Gurgoan Haryana - 122003	Company-Owned	Commenced from July 10, 2024 for a period of 36 months
5.	HARIOM ATTA & SPICES	Plot No D-1, Palam Kunj, Near Ramphal Chowk, Palam Extn, Sector-7, Dwarka, New delhi - 110077	Company-Owned	Commenced from May 1, 2025 for a period of 11 months

## II. THIRD-PARTY FRANCHISE STORES

Sr.no	Stores	Location	Store type
1.	HARIOM ATTA & SPICES (Neelam enterprises)	Gurugram: Shop No. 66, Ameya the Sapphire Mall, Sector-49, Gurugram-122018	Franchisee Owned
2.	HARIOM ATTA & SPICES (Neelam enterprises)	Gurugram: Shop No. G-11, Spaze Corporate Park, Tulip Chowk, Sector-69, Gurugram-122101	Franchisee Owned
3.	HARIOM ATTA & SPICES (Sayna foods)	Gurugram: Shop No.97, Huda Market, Sector-23, Gurugram-122017	Franchisee Owned
4.	HARIOM ATTA & SPICES (Farm2home)	Gurugram: Shop No.51, Ground Floor, Sapphire Eighty-Three, Sector-83, Gurugram-122004	Franchisee Owned
5.	HARIOM ATTA & SPICES (Yuvraj Enterprises)	GB-102, Conscient One Mall, Sector-109, Gurugram-122001	Franchisee Owned
6.	HARIOM ATTA & SPICES (Ashok Flour Mill)	Faridabad: Shop No. 38, Huda Market, Sector-16, Faridabad-121002	Franchisee Owned
7.	HARIOM ATTA & SPICES (Rakesh Spices and Flour Haven)	Gurugram: Booth No. 132, Ground Floor, Sector-15 Part-2, Huda Market, Gurugram, HR-01	Franchisee Owned
8.	HARIOM ATTA & SPICES (Birasinimaa Enterprises)	G06 Satya the hive sector 102 Gurugram 122505	Franchisee Owned
9.	HARIOM ATTA & SPICES (M&H Enterprises)	GF 171 Vyapar kendra market block C, ushant Lok 1 Gurugram 122009	Franchisee Owned
10.	HARIOM ATTA & SPICES (Hariom Enterprises)	Rz-3 B, gali No.2, khasra No-1/25, Rohtash Nagar, New Delhi, West Delhi, 110059	Franchisee Owned

### Revenue Model of Franchisee:

In our franchise model, we begin by charging a franchise fee of ₹ 50,000 units, which is:

### Initial Enrolment Fee:

The initial enrollment fee is a one-time payment made by the franchisee to the franchisor upon signing the franchise agreement.

### This fee serves multiple purposes:

**Commitment and Seriousness:** The payment of the enrollment fee demonstrates the franchisee's commitment and seriousness about joining the franchise system. It indicates their willingness to invest time, effort, and resources into the business.

**Access to Brand and Business Model:** By paying the fee, the franchisee gains the right to use the franchisor's established brand name, trademarks, business processes, and operational systems.

**Covering Initial Setup Costs:** The enrollment fee may also contribute to covering the initial setup costs associated with joining the franchise system, such as administrative expenses, initial training, and legal fees.

**Filtering Out Non-Serious Candidates:** Charging an enrollment fee helps filter out non-serious candidates who may not be genuinely interested or committed to operating a franchise. It ensures that only qualified and dedicated individuals become franchisees.

Later we will adjust this payment to the outstandings balance of the franchisee.

Once the location is identified, the franchisee takes charge of setting up the outlet, covering all associated costs such as leasing or purchasing the space, interior design, equipment procurement, and any other necessary installations. We, as the company, do not impose any additional fees or charges on the franchisee beyond the initial franchise fee. Instead, we provide them with all third-party bills related to setup and installation, enabling the franchisee to directly handle the financial aspects of launching their outlet.

After the installation and setup are completed to our specifications and standards, we initiate the billing process for goods and raw materials. Our billing process is designed to be straightforward and transparent. We have established fixed selling prices for all products across both franchise and company-owned retail outlets. However, to support the profitability of our franchise partners, we introduce a discount scheme.

Our total margin on product billing is 30%. We allocate on an average 20% of this margin to the franchisee in the form of discount on billing, ensuring they have a substantial share in the profitability of their outlet. After providing the franchisee with their portion, the company retains the remaining 10% margin as revenue. This arrangement allows for a fair distribution of profits between the franchisee and the company, fostering a balanced and mutually beneficial partnership.

we provide category-wise discounts (margin) to franchisees to optimize their profitability. These discounts vary depending on the product category, with flour and spices enjoying a 25% discount, while oil and pulses receive a 15% discount. Similarly, rice and sweet grains are discounted by 15%. So the total on an average margin of franchise is 20%

For example, if a product is selling priced at ₹100, we may offer a discount of 20% selling price, resulting in a final franchise product cost of ₹80. Despite this discount, franchisees are sell the product at its original selling price of ₹100, allowing them to maintain healthy profit margins.

Overall, our goal is to ensure that franchisees have the necessary support and resources to succeed while maintaining a mutually beneficial relationship. By offering discounts and facilitating transparent billing processes, we strive to empower franchisees to thrive in their respective markets while contributing to the overall growth and success of our brand.

#### **Type Of Franchise Model:**

Our franchise model primarily operates on single-unit franchises, following the business format franchise structure. This means that each franchisee operates a single outlet under our established brand name and business model. By focusing on single-unit franchises, we ensure a cohesive and consistent brand experience across all our outlets while providing franchisees with the opportunity to fully immerse themselves in the operations of their individual establishments.

This approach allows franchisees to concentrate their efforts on managing and growing their respective outlets, leveraging our well-established business model and support systems to achieve success in their local markets. Additionally, it fosters a strong sense of ownership and commitment among franchisees, as they take personal responsibility for the performance and profitability of their businesses.

Overall, this model, combined with our transparent billing processes and commitment to providing support and resources, forms the foundation of a mutually beneficial relationship between the company and our franchise partners. Through this approach, we aim to empower franchisees to thrive in their respective markets while contributing to the overall growth and success of our brand.

#### **The Level of Involvement of The Company in The Franchisee Operations:**

is characterized by providing guidance and support rather than direct management. While we do not engage in the day-to-day operations of the franchisees, we offer strategic guidance to help them navigate their business journey effectively. This includes providing recommendations on steps to enhance growth and sales, ensuring adherence to brand standards to protect our brand reputation, and maintaining hygiene standards to uphold customer satisfaction.

Additionally, we focus on fostering strong relationships between franchisees and their customers. We provide advice on customer engagement strategies and offer support in building lasting connections with their clientele. Our goal is to empower franchisees with the tools and knowledge they need to succeed in their business endeavors.

While we regularly monitor the performance and growth of franchise sales, we do not directly involve ourselves in the franchisees' profit and loss management. Instead, we offer support and guidance to help them achieve profitability and sustainable growth over time.

Overall, our level of involvement in franchisee operations is centered on providing guidance, support, and oversight to ensure the success of both individual franchisees and the overall franchise network. By offering strategic direction and maintaining brand standards, we aim to facilitate the growth and prosperity of our franchise partners while safeguarding the reputation and integrity of our brand

**REVENUE BIFURCATION OF COMPANY OULETS AND FRANCHISES**

FY 2025	(In Lakhs)	FY 2024	(In Lakhs)	FY 2023	(In Lakhs)
Company Outlet	Sale	Company Outlet	Sale	Company Outlet	Sale
Office -Sector-7	778.85	Office -Sector-7	647.05	Office -Sector-7	670.84
Sector-12	209.81	Sector-15	46.90	Sector-15	14.34
Sector - 22	120.94	Sector-12	201.88	Sector -43 dlf	16.05
Janakpuri Store	24.31	Gwalphadi	40.44	Sector 12	125.57
Gwalphari	42.31			Gwalphadi	49.96
<b>Total (a)</b>	<b>1176.22</b>	<b>Total (a)</b>	<b>936.27</b>	<b>Total (a)</b>	<b>876.77</b>

FY 2025	(In Lakhs)	FY 2024	(In Lakhs)	FY 2023	(In Lakhs)
Franchise Outlet	Sale	Franchise Outlet	Sale	Franchise Outlet	Sale
Neelam Enterprises 49	187.86	Neelam Enterprises 49	206.72	Neelam Enterprises 49	121.88
Neelam Enterprises 69	129.52	Neelam Enterprises 69	135.13	Neelam Enterprises 69	61.79
Ashok Flour Mills	41.92	Ashok Flour Mills	46.57	Ashok Flour Mills	35.24
Sayna Foods	62.60	Sayna Foods	63.75	Sayna Foods	25.66
Farm2Home	123.00	Farm2Home	108.11	Farm2Home	84.08
Yuvraj Enterprises	87.77	Yuvraj Enterprises	66.42	Delicious	4.68
Rakesh Spices & Flour Heaven	57.19				
M & H Enterprises	28.40				
Birasinimaa Enterprises	59.40				
Hariom Enterprises	63.76				
<b>Total (b)</b>	<b>841.42</b>	<b>Total (b)</b>	<b>626.70</b>	<b>Total (b)</b>	<b>333.33</b>

FY 2025	(In Lakhs)	FY 2024	(In Lakhs)	FY 2023	(In Lakhs)
B2B & Other	Sale	B2B & Other	Sale	B2B & Other	Sale
B2B & Other	630.02				
<b>Total (c)</b>	<b>630.02</b>	<b>Total (c)</b>	<b>0</b>	<b>Total (c)</b>	<b>0</b>
<b>Total (a+b+c)</b>	<b>2647.66</b>	<b>Total (a+b+c)</b>	<b>1562.97</b>	<b>Sale (a+b+c)</b>	<b>1,210.09</b>

**CAPACITY AND CAPACITY UTILIZATION**

Capacity and capacity utilization for the period ended Fiscals 2025, 2024 and 2023:

Sr. No.	Product Category	Installed Capacity (In Kgs)	F.Y 2025		F.Y 2024		F.Y 2023	
			Actual Production	Capacity Utilization	Actual Production	Capacity Utilization	Actual Production	Capacity Utilization
1.	Flour and other Healthy Flour	58,68,000	1635547.50	27.87%	1514849.59	25.82%	1481747.76	25.25%
2.	Blend Spices,		87919.00	1.85%	57760.83	2.43%	54,386.25	2.29%

	Whole Spices & Herbs	47,52,000						
3.	Oil/ Yellow Mustard Oil	73,320	58333.00	79.56%	55318.58	75.45%	49391.59	67.36%

\*As certified by Goyal N Associates, an independent chartered engineer, by certificate dated June 24, 2025.

<sup>(1)</sup> Installed Capacity represents the installed capacity as of the last date of the relevant period and the available capacity has been calculated based on the available capacity for the relevant period. The assumptions and estimates are on the basis of explanations provided, documents verified and on the basis of operating days calculated on an annual basis. Considering these are multiproduct facilities as well as the nature of the manufacturing involves manual intervention, we have taken a combination of these factors to determine the installed capacity.

<sup>(2)</sup> Actual production represents quantum of production in the relevant manufacturing facility in the relevant period.

## PLANT & MACHINERY

Sr. No.	Description	Purpose	Year of Purchase
1	Flour Machine 24inch (Dwarka 7)	Multigrain Flour and Other Flour	2012
2	Pneumatic Conveying	Flour Conveyor	2015
3	Pulvisor	Spices Grinding	2017
4	Steel Pulvisor	Spices Grinding	2017
5	Stone Grinding Machine	Spices Grinding	2017
6	Flour Machine 24inch (Dwarka 12)	Customize Flour Machine	2017
7	Pneumatic Conveying	Wheat Flour Conveyor	2018
8	Pneumatic Conveying	Grains Flour Conveyor	2018
9	Flour Machine 18inch (Gwalpahadi)	Customize Flour Machine	2019
10	12 Weighing Machine	Weight Machine	2019
11	Pneumatic Conveying	Flour Conveyor	2020
12	Wheat Elevator	Wheat	2021
13	Seed Cleaner	Wheat	2021
14	Gravity Selector	Wheat	2021
15	Wheat Storage Tank	Whole Wheat Store	2021
16	Wheat Separator	Wheat Quality Separate	2021
17	Dust Collector	Dusting	2021
18	Wheat Storage Final Tank	Wheat Storage	2021
19	Flour Machine 30inch	Wheat Flour	2021
20	Flour Machine 18 Inch	Gram Flour	2021
21	Pulses Strainer	Pulses Cleaning	2021
22	Pouch Filler Semi – Automatic machine 96 ltr Hopper	All Pulses and rice packing	2021
23	Band Sealing Machine (1/6 Hp) (1)	Spices Pouch Sealing	2021
24	Band Sealing Machine (1/6 Hp) (2)	Spices Pouch Sealing	2021
25	Other Grains Grinding Machine 24inch	Grains Grinding	2022
26	Grain Cleaning Machine	Grains Cleaner	2022
27	Oil Expeller 6 Bolt	Oil Extraction	2022
28	Pneumatic Conveying	Spices Conveyor	2023
29	Band Sealing Machine (1/6 Hp) (3)	Spices Pouch Sealing	2023
30	Band Sealing Machine (1/6 Hp) (4)	Whole Spices Pouch Sealing	2023
31	Flour Machine 18inch (Gurugram 15)	Customize Flour Machine	2023
32	Magnetic Separator Destoner Machine	Grain Cleaning Machine	2024
33	Band Sealing Machine (1/6 Hp) (5)	Spices Pouch Sealing	2024

34	Flour Machine (NEW FACTORY) 22inch (1)	Wheat Grinding	2024
35	Flour Machine (NEW FACTORY) 22inch (2)	Millet Grinding	2024
36	Small Band Sealing Machine	Pp Poly Sealing	2024
37	Cold Pressed Expeller 6 Bolt 20hp	Cold Pressed Oil Extraction	2024
38	Oil Filter	Filtering Oil	2024
39	Ss Tank	Storage Of Oil	2024
40	Automatic Pneumatic Form Fill Seal Servo Auger Filler Machine	Spice Packaging	2024
41	Automatic Screw Conveyor	For Lifting Powder Spices	2024
42	Tij Printer	Printing Pacakaging	2024
43	One 16 Impact Pulverizer Complete Machine	Spices Grinding	2024
44	One 16 Grinding Machine with Cyclone, Pipesin	Spices Grinding	2024
45	30 Vibro Shifter	Seperating	2024

### COMPETITION.

The Indian masala and grocery products market is highly competitive, driven by factors such as product variety, quality, brand image, pricing, delivery efficiency, and overall customer experience. We compete with both organized and unorganized players across the country. This includes a wide range of companies, from large-scale national producers to regional and local manufacturers and retailers. The competition is not limited to unlisted businesses but also extends to several publicly listed companies in the food and spice segment. As consumer preferences evolve and new entrants emerge, the intensity of competition continues to grow. Any significant rise in competitive pressure could impact our market position, pricing strategies, and overall financial performance. For more details, refer to the Risk Factors section of this document. For further details, see “Risk Factors on page no 35 - We operate in a competitive market and any increase in competition may adversely affect our business and financial condition.”

### MARKETING & SALES

Our Marketing & Sales team is structured as below in order to build good rapport with the customers owing to quality and timely delivery of products plays an instrumental role in creating and expanding a work platform as well as building the trust for our Company.



We prioritize customer quality expectations and use cutting-edge technology to improve our products and meet their demands. We plan to expand our customer base and reach through expansions into other regions. We aim to expand our marketing reach and distribution & franchisee network to promote our business.

### INFORMATION TECHNOLOGY

Our information technology systems are vital to our business and we have adopted an information technology software to assist us in our operations. The key functions of our information technology team include establishing and maintaining enterprise information management systems and infrastructure services to support our business requirements. Our day-to-day business operation activities are performed using enterprise resource planning software that are integrated with our production systems and manufacturing processes, and assist us in other operational areas like finance, sales, purchase, inventory maintenance, production, data handling and supply chain management. We also rely on a franchisee management system for coordination between us and distributors.

### INFRASTRUCTURE & UTILITIES

**Raw Materials:** Production quantity and cost of our products are 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 pulses, spices like chillies, coriander powder and other raw materials. We source our raw materials from across the country to ensure that the products we manufacture have an authentic taste without artificially disturbing the natural taste of the spices or other food products. For instance, for our chilli powder we source our chillies from the farms of Gadodia Market Kharibaoli and Sharbati Wheat and Madhya Pradesh lok one wheat sourced from Ashok Nagar and ganjbasoda in Madhya Pradesh and mustard seed for Mustard oil Sourced from Jodhpur Rajasthan and New anaj mandi Najafgarh in new Delhi Therefore, each of our products is made from the finest natural produce which caters to the genuine taste and an assurance of authenticity.

**Packaging:** Our primary packaging material for packed spices and flour (chakki atta) is plastic laminate, which gives our product a shelf life of three to six months. For added protection during shipping and distribution, we use corrugated boxes as secondary packaging. These materials help us safeguard the primary packs at various stage of the sales and distribution process.

**Power:** The electricity for our manufacturing unit is sourced from following corporation for the following business premises:

Office: *BSES Rajdhani Power Limited*

Manufacturing Facilities: *Dakshin Haryana Bijli Vitran Nigam*

Exclusive Retail Outlet: *Electricity sourced from the respective State Electricity Board*

**Water:** Water is only used for drinking and sanitation purposes at our factory and office premises.

## HUMAN RESOURCES

Our team combines of experienced and young people, enabling stability and growth while adhering to high quality standards.

Department wise bifurcation of our employees as of May 31, 2025 has been provided below:

Sr. No.	Department	No. of Employees
1	Production	10
2	Management	12
3	Finance	4
4	Support	32
5	Logistics	9
6	Sales	8
7	Administration	2
<b>TOTAL</b>		<b>77</b>

We also employ contractual labour, which provides us with readily available labours as per the requirements. We hire contract labour depending on various factors like the location, size, duration, etc. and have several contractors providing skilled and unskilled labour at competitive prices.

## INSURANCE

Our operations are subject to accidents that are inherent to any manufacturing process such as risks of machinery/equipment failure, worker accidents, fire, earthquakes, flood, and other force majeure events, acts of terrorism, and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We have obtained insurance coverage in respect of certain risks related to stock transit, plant & machinery, office building, stocks at warehouses, stocks at the factory, and marine Cargo Insurance policy. We believe that the level of insurance we maintain would be reasonably adequate to cover the normal risks associated with the operation of all material hazards, which may affect our business, results of operations, and financial condition. For further details, please refer to the Risk factor **“Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.”** under Risk Chapter on page 35 of this PPD. Details of Insurance obtained by our company as of the date of this Prospectus are as under:

Sr .No.	Policy No.	Name of Insurance Policy	Type of Policy	Sum Insured (In Rs.)	Valid Till
1.	3003/375888691/00/B00	Tata Moters / Ace Gold Cng Pick Up Van	Vehicle Insurance	411428.00	January 09, 2026
2.	OG-25-1155-4056-00027791	Stock Insurance	Stock Insurance	34000000.00	March 26, 2026

3.	OG-25-1155-4055-00004122	Property Insurance	Property Insurance	2253000.00	March 27, 2026
4.	OG-25-1155-4055-00004120	Property Insurance	Property Insurance	2253000.00	March 27, 2026
5.	132/18/11/0526/MOD/3630066786	Mahindra Scorpio-N D At 2wd Z81 7s Wq	Vehicle Insurance	1550000.00	May 27, 2026
6.	3003/MM-19867958/00/000	Mahindra Maxx	Vehicle Insurance	805790.00	November 27, 2025
7.	POCMVGC0100047729	Tata Intra V20	Vehicle Insurance	680000.00	October 09, 2025
8.	242596/31/2025/TMC/47847	Tata 609 G	Vehicle Insurance	1524750.00	December 29, 2025

## INTELLECTUAL PROPERTIES

The details of trademarks/copyrights registered and used by our Company are: -

Sr. No.	Trademark/Copyright	Class	Nature of Trademark/Copyright	Owner	Application Number and Date	Status
1.	Trademark	30		Gaytri Thakur	3019347 29/07/2015	Registered
2.	Trademark	30		Gaytri Thakur	6151523 16/10/2023	Marked for Exam
3.	Trademark	30		Gaytri Thakur	6151521 16/10/2023	Marked for Exam
4.	Trademark	30		Gaytri Thakur	6151522 16/10/2023	Marked for Exam

## IMMOVABLE PROPERTIES

Sr. No.	Details of the Property	Actual Use	Owned/Leased	Details of Lessor/Licensor/Seller	Period
1.	D-498, 1 <sup>st</sup> Floor, Palam Extension Ramphal Chowk Dwarka Sector 7 New Delhi 110077	Registered Office	Leased	Agreement is made at New Delhi on Monday, March 17, 2025, between Mr. Robin Khandelwal, S/O. Mr Rajendar Khandelwal R/O. Flat No. I-81, Indiabulls Enigma, Cartarpuri Alias Daulatpur, Nasirabad, Gurgaon, Haryana-122017. and M/S Hoac Foods India Limited.	Commenced from April 01, 2025 for a period of 11 months
2.	Dwarka: D-426A, Ground floor, near Goyal Sons, Palam Extension, Sector-7, Dwarka, New Delhi-110075	Company Outlet	Leased	Agreement is made at New Delhi on 16 <sup>th</sup> June 2025, between Mr. Akash Sehrawat, S/O. Mr Krishan Kumar Sehrawat, R/O D-426A, Ground floor, near Goyal Sons, Palam Extension, Sector-7, Dwarka, New Delhi-110075 And M/S: Hoac Foods India Limited	Commenced from February 10, 2025 for a period of 11 months

3.	Dwarka: D-426A, Palam Extension, Ramphal Chowk, Sector-7, Dwarka, New Delhi-110075	Company Outlet	Leased	Agreement Is Made at New Delhi on 16 <sup>th</sup> June, 2025, Between Mrs Sonia Sehrawat, W/O. Mr Krishnan Kumar Sehrawat, R/O. RZR-1, Street No.4, Mahavir Enclave Palam. New Delhi-110045.	Commenced from February 25, 2025 for a period of 11 months
4.	Dwarka: D1 Palam Kunj, Ramphal Chowk, Palam Extension Sector-7, Dwarka, New Delhi-110075	Company Outlet	Leased	Agreement is made at New Delhi on Saturdat, March 29, 2025, Between Mr Rajendra Singh Solanki, S/O Late Shri Banwar Lal, R/O WZ 306-A Palam Village New Delhi And Hoac Foods India Limited	Commenced from May 01, 2025 for a period of 11 months
5.	Dwarka: Unit No. G-4, Vardhman Prasad Plaza, K.M. Chowk, Sector-12, Dwarka, New Delhi-110075	Company Outlet	Leased	Agreement is made at New Delhi on 31 <sup>st</sup> July 2024, Between Mr Prem Singh, S/O. Late Shri Rattan Singh, R/O. RZ-258, C-1, New No. H-351, Gali No. 5, Raj Nagar-II, Palam Colony, New Delhi-110077 And M/S: Hoac Foods India Limited.	Commenced from August 01, 2024 for a period of 3 years
6.	Gurugram: Shop No.93, Paras Trade Center, Gwal Pahadi, Gurgaon. Haryana - 122003	Company Outlet	Leased	Agreement is made on 8 <sup>th</sup> July, 2024 Between Mrs. Smriti Jaisingh W/O. Mr. Siddharth Jaisingh R/O. A-57, Narnia Vihar. New Delhi-110028 And M/S Hoac Foods India Limited	Commenced from July 10, 2024 for a period of 36 months.
7.	Village Bhondsi Near Geeta Nand Ashram Sohana Gurugram. Haryana-122012	Factory	Leased	Agreement Is Made On 13 <sup>th</sup> December, 2023 Between Mr. Avdesh Kumar S/O. Yagpal Singh R/O. Village Bhondsi, Tehsil Sohna, Distt. Gurugram. Haryana 122102 and M/S Hoac Foods India Limited	Commenced from April 07, 2023 for a period of 3 years.
8.	Village Mahinderwara , Permit Line Road , Tehsil Sohna , Distic Gurugram , Haryana 122102	Factory II	Leased	Agreement is made on 10 <sup>th</sup> June, 2024 between Mr. Avdesh Kumar S/o. Yagpal Singh and Jaibir Singh R/o. House No. 458. Bhondsi. Gurgaon. Haryana-122102 and Mr. Jaibir Singh S/O Mr. Jangi Singh, R/o. House No. 391. Bhondsi. Gurgaon. Haryana-122102 (Owners) and M/S Hoac Foods India Limited	Commenced from September 01, 2024 for a period of 9 years
9.	D-498. 2nd Floor Palam Extn. Sector-7 Dwarka New Delhi 110077	Branch office	Leased	Agreement is made at New Delhi on, March 17, 2025, between Mrs Geeta Khandelwal, W/O Rajender Prasad Khandelwal R/o. Rzf 905/20, LBS Marg, Rajnagar-2 Palam Colony, New Delhi 10077 and M/S Hoac Foods India Limited	Commenced from April 01, 2025 for a period of 11 months

10	Shop no 1, Ground floor C4A/42-A, Janak Puri, new Delhi, 110058	Company outlet	Leased	Agreement is made at New Delhi 19 <sup>th</sup> day of August 2024 between Shivani Bhalla, D/O Surender Kumar and R/O BES-42, Hari Nagar, Maya Puri, New Delhi-110064 and M/S Hoac Foods India Limited	Commenced from May 29, 2024 for a period of 60 months
11	Dwarka: G-11, Manish Global mall, LSC -1 Plot no -2 Sector 22, Dwarka, New Delhi 110077	Company Outlet	Leased	Agreement is made at New Delhi, 17 <sup>th</sup> of June 2025, between Rishipal Gupta HUF Through Its Karta Shri Rishi Pal Gupta S/O Late Shri Ram Swaroop R/O Flat no C-53, AIMO C.G.H.S Ltd, plot no 11, Sector 22 Dwarka New Delhi 110077 and M/S Hoac Foods India Limited	Commenced from March 01, 2025 for a period of 11 months
12	Shop No. 20 New Galla Mandi , Vidisha, Madhya Pradesh 471001	Office	Leased	Agreement is made at Madhya Pradesh, 01 of January 2025, Between Mr. Pratap Bhanu Sharma S/O Shri Komal Prasad Sharma R/O Nana ji vali gali ward no. 03, Ganj Basoda Dist. Vidisha. Madhya Pradesh. AND Mr. Rambabu Thakur S/O Mr. Mangilal Thakur R/O. RZF-, Flat No. UG 01, Street No.1, Raj Nagar part-II. Bagdola. South West Delhi. -110077	Commenced from December 01, 2024 for a period of 11 months
13	Plot at Khasra No 503, Village Maksudabad, Nr. Kharuna farm, Najafgarh. New Delhi- 110043	Warehouse of HOAC EXPORTS PRIVATE LIMITED	Leased	Agreement made on 10 <sup>th</sup> April, 2025 between 1. Mr. Vijay Kumar S/O Mr. Krishnan 2. Mr. Vivek Kumar S/O Mr. Krishnan AND M/s. Hoac Exports Private Limited through its proprietor Mr. Yashwant Thakur S/O Mr. Ram Babu Thakur, R/O. RZF 1150 UG Floor 01. Raj Nagar Part II. Palam Village. New Delhi 110045	Commenced from April 06, 2025 for a period of 11 months.
14	RZF 1150 First Floor, 102. Raj Nagar Part II. Palam Village. New Delhi 110045	Company Property	Owned	Sale deed made on 3 <sup>rd</sup> March, 2025 between Mr. Shailendra Kumar Dixit, son of Mr. Parmesh Sharma R/O. RZH-149, Raj Nagar Part-II, Palam Colony, South West Delhi-110045 AND M/s. Hoac Foods India Limited	-
15	RZF 1150 First Floor, 101. Raj Nagar Part II. Palam Village.	Company Property	Owned	Sale deed made on 3 <sup>rd</sup> March, 2025 between Mrs. Anita Dixit, wife of Mr. S.K Dixit R/O. RZH-149, Gali No.5, Palam Colony, Raj Nagar Part-2,	-

	New Delhi 110045			Bagdolia. South West Delhi. Raj Nagar-II. Delhi-110077 AND M/s. Hoac Foods India Limited	
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## BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

### Board of Directors

Our Articles of Association require us to have not less than three (3) and not more than fifteen (15) Directors. Our Company currently has Five (5) Directors on our Board, out of which one (1) is Managing Director, one (1) is Executive Director being a Woman Director, one (1) is Non-Executive Director and Chairman and Two (2) are Independent Directors. 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.

Pursuant to the provisions of the Companies Act, 2013, at least two-third of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each AGM. A retiring Director is eligible for re-election. Further, an Independent Director may be appointed for a maximum of two consecutive terms of up to five consecutive years each. Any re-appointment of Independent Directors shall, inter alia, be on the basis of the performance evaluation report and approved by the shareholders by way of special resolution.

The following table sets forth details of our Board as on the date of this Placement Document:

No.	Name, address, occupation, term, nationality and DIN	Age (years)	Designation
1.	<p><b>Mr. Rambabu Thakur</b></p> <p><i>Address:</i> RZF-1150, Flat No. UG-01, Lohia Marg Gali No. 1, Raj Nagar Part-2, Bagdola South West Delhi India 110077.</p> <p><i>Occupation:</i> Business</p> <p><i>Term:</i> : For a period of 5 Years till November 01, 2028</p> <p><i>Nationality:</i> Indian</p> <p><i>DIN:</i> 08084215</p>	44	Managing Director
2.	<p><b>Mrs. Gaytri Thakur</b></p> <p><i>Address:</i> D- RZF-1150, Flat No. UG-01, Lohia Marg Gali No. 1, Raj Nagar Part-2, Bagdola South West Delhi India 110077.</p> <p><i>Occupation:</i> Business</p> <p><i>Term:</i> Liable to retire by rotation.</p> <p><i>Nationality:</i> Indian</p> <p><i>DIN:</i> 08084214</p>	42	Executive Director
3.	<p><b>Mr. Yashwant Thakur</b></p> <p><i>Address:</i> D-498, Palam Extension, Ramphal Chowk, Dwarka, Sector 7 South West Delhi India 110075</p> <p><i>Occupation:</i> Business</p> <p><i>Term:</i> For a period of 5 Years till November 01, 2028</p> <p><i>Nationality:</i> Indian</p> <p><i>DIN:</i> 10351322</p>	24	Chairman and Non Executive Director

No.	Name, address, occupation, term, nationality and DIN	Age (years)	Designation
4.	<p><b>Mr. Mukesh Garg</b></p> <p><i>Address:</i> RZ-708/223, Gali No. 16E, Sadh Nagar, Palam Colony New Delhi Delhi India 110045</p> <p><i>Occupation:</i> Business</p> <p><i>Term:</i> For a period of 5 Years till October 11, 2028.</p> <p><i>Nationality:</i> Indian</p> <p><i>DIN:</i> 10351327</p>	40	Independent Director
5.	<p><b>Ms. Mamta</b></p> <p><i>Address:</i> A RZF-1150 Ug-3 Lohia Marg F Block Raj Nagar Part-2 South west Delhi India 110077</p> <p><i>Occupation:</i> Business</p> <p><i>Term:</i> For a period of 5 Years till October 31, 2028.</p> <p><i>Nationality:</i> Indian</p> <p><i>DIN:</i> 10377740</p>	47	Independent Director

#### Relationship with other Directors

Except as mentioned below, none of our other Directors are related to each other:

Name of the Director	Related	Nature of Relationship
Rambabu Thakur	Gaytri Thakur	Spouse
Rambabu Thakur	Yashwant Thakur	Son
Gaytri Thakur	Rambabu Thakur	Spouse
Gaytri Thakur	Yashwant Thakur	Son
Yashwant Thakur	Rambabu Thakur	Father
Yashwant Thakur	Gaytri Thakur	Mother

#### Borrowing powers of the Board

The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and free reserve, the approval of shareholders' by way of Special Resolution will be required. The company has passed a special resolution dated November 02, 2023 for approval of borrowing limits not exceeding ₹ 5,000 Lakhs.

#### Shareholding details of our Directors

The following table sets forth details of shareholding of our Directors as on the date of this Placement Document:

No.	Name of the Director	Number of fully paid-up Equity Shares held	Percentage
1.	Gaytri Thakur	10,14,475	26.40%
2.	Rambabu Thakur	16,73,235	43.54%
3.	Yashwant Thakur	100	Negligible
4.	Mamta	Nil	Nil
5.	Mukesh Garg	Nil	Nil

### Sitting Fees/ Remuneration details of our Directors

Pursuant to the Board resolution dated November 2, 2023, Non-Executive Director are entitled to sitting fees of up to ₹20,000/- for attending each meeting of the Board or its committees. Independent Directors are entitled to ₹10,000/- per meeting for attending Board or committee meetings.

(₹ in lakhs)

Name of the Director	Sitting Fees/Remuneration		
	For Fiscal 2025	For Fiscal 2024	For Fiscal 2023
Yashwant Thakur	1.80	3.3	3.12
Mamta	0.90	0.6	-
Mukesh Garg	0.90	0.9	-

For further details on the related party transactions, with our Directors during the last three Fiscals, see "*Related Party Transactions*" beginning on page 61.

### Terms of Appointment of our Executive Directors

#### i. Executive Director

<b>Name</b>	<b>Mr. Rambabu Thakur</b>
<b>Designation</b>	Managing Director
<b>Period</b>	November 02, 2023 to November 01, 2028
<b>Date of approval of shareholder</b>	November 02, 2023
<b>Remuneration</b>	Rs. 12 lakh p.a.
<b>Perquisite</b>	As per the Rules of the Company

<b>Name</b>	<b>Mrs. Gaytri Thakur</b>
<b>Designation</b>	Executive Director
<b>Period</b>	Liable to retire by Rotation
<b>Date of approval of shareholder</b>	Since Incorporation
<b>Remuneration</b>	Rs. 9 lakh p.a.
<b>Perquisite</b>	As per the Rules of the Company

The following table set forth the compensation paid by our Company to the Executive Director during Fiscals 2025, 2024 and 2023:

(Rs. In Lakhs)

Name of the Executive Directors	For Fiscal 2025	For Fiscal 2024	For Fiscal 2023
Mr. Rambabu Thakur	12.00	10.6	5.80
Mrs. Gaytri Thakur	9.00	9.00	6.46

#### ii. Non-Executive Director

Non-Executive Non-Independent Directors and Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

### KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel are permanent employees of our Company. In addition to the Chairman and Managing Directors the details of our other Key Managerial Personnel in terms of the Companies Act and the SEBI ICDR Regulations as on the date of this Placement Document are set forth below :

<b>Name</b>	<b>Mr. Manish Sharma</b>
<b>Date of Appointment</b>	November 01, 2023
<b>Designation</b>	Chief Financial Officer
<b>Qualification</b>	Bachelor of Commerce from Himachal Pradesh University
<b>Previous Employment</b>	1.5 year as Finance Executive at CA Harish D Singh & Company, Chartered Accountants

<b>Overall Experience</b>	2.5 years
<b>Remuneration</b>	<b>3,45,600 p.a.</b>

<b>Name</b>	<b>Ms. Bhawna Agarwal</b>
<b>Date of Appointment</b>	January 15, 2024
<b>Designation</b>	Company Secretary and Compliance Officer
<b>Qualification</b>	CS, LL.B. and Commerce Graduate from Dr. Bhimrao Ambedkar University, Agra
<b>Overall Experience</b>	5 years
<b>Remuneration</b>	<b>1,80,000 p.a.</b>

#### Shareholding of our Key Managerial Personnel

No.	Name of the Key Managerial Personnel	Number of fully paid-up Equity Shares held	Percentage
1	Mr. Manish Sharma	N.A	N.A
2	Ms. Bhawna Agarwal	N.A	N.A

#### Relationship between Key Managerial Personnel and Senior Management

None of the Key Managerial Personnel and Senior Management are related to each other.

#### Interest of our Directors, Key Managerial Personnel and Senior Management

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any bodies corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

The Key Managerial Personnel and Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them and to the extent of the Equity Shares held by them or their dependents in our Company, if any, any dividend payable to them.

Other than as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which the Directors are interested. Our Company has neither availed of any loans from, nor extended any loans to our Directors, which are currently outstanding.

For further details on the related party transactions, with our Directors during the last three Fiscals, see "**Related Party Transactions**" beginning on page 61 of this Placement Document.

Our Directors have no interest in the promotion of our Company as on the date of this Placement Document except the directors who are also the promoters of the company.

Our Company does not have any bonus or profit-sharing plan with its Directors or Senior Management.

## Corporate governance

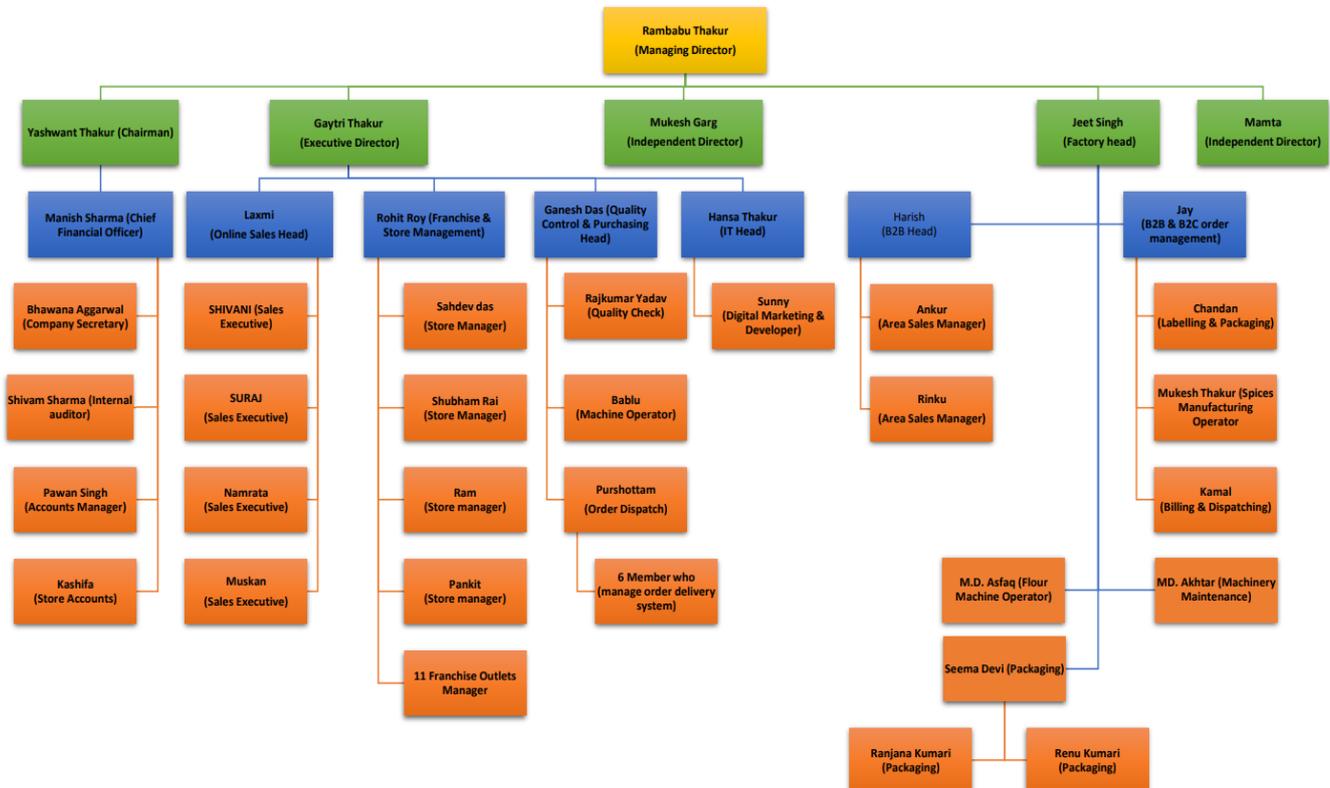
Our Company is in compliance with the corporate governance requirements including the constitution of Board and Committees thereof, as prescribed under the Companies Act and SEBI Listing Regulations.

### Committees of the Board of Directors

The Board of Directors have constituted committees, which function in accordance with the relevant provisions of the Companies Act and the SEBI Listing Regulations. The following table sets forth the members of the aforesaid committees as of the date of this Placement Document:

Name of the Committee	Name of the Director	Designation in the Committee	Nature of Directorship
Audit Committee	Mr. Mukesh Garg	Independent Director	Chairman
	Mr. Yashwant Thakur	Non-Executive Director	Member
	Ms. Mamta	Independent Director	Member
Nomination and Remuneration Committee	Mr. Mukesh Garg	Independent Director	Chairman
	Mr. Yashwant Thakur	Non-Executive Director	Member
	Ms. Mamta	Independent Director	Member
Stakeholders' Relationship Committee	Mr. Mukesh Garg	Independent Director	Chairman
	Mr. Yashwant Thakur	Non-Executive Director	Member
	Mrs. Gaytri Thakur	Executive Director	Member

### Management organization chart



### **Other Confirmations**

None of the Directors, Promoters of our Company has any financial or other material interest in the Issue.

Neither our Company, nor any of our directors or Promoters has been declared as a Willful Defaulter in the last ten years by any bank or financial institution or consortium thereof.

None of the Directors or the companies with which they are or were associated as promoters, directors are debarred from accessing the capital markets under any order or direction passed by the SEBI or any other governmental authority. Neither our Company, nor our Promoters or the companies with which our Promoters is or has been associated with a promoter or a person in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other governmental authority.

None of our Directors or Promoters has been declared as a Fugitive Economic Offender.

None of our Directors, Promoters, Key Managerial Personnel of our Company intends to subscribe to the Issue.

### **Policy on disclosures and internal procedure for prevention of insider trading**

SEBI Insider Trading Regulations applies to us and our employees and requires us to formulate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and a code of conduct to regulate, monitor and report trading by designated persons. Our Company is in compliance with the same and has implemented an insider trading code of conduct for prevention of insider trading in accordance with the SEBI Insider Trading Regulations, in terms of which, Company Secretary, acts as the Compliance Officer of our Company under the aforesaid code of conduct for the prevention of insider trading.

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## ORGANISATIONAL STRUCTURE OF OUR COMPANY

### Corporate History

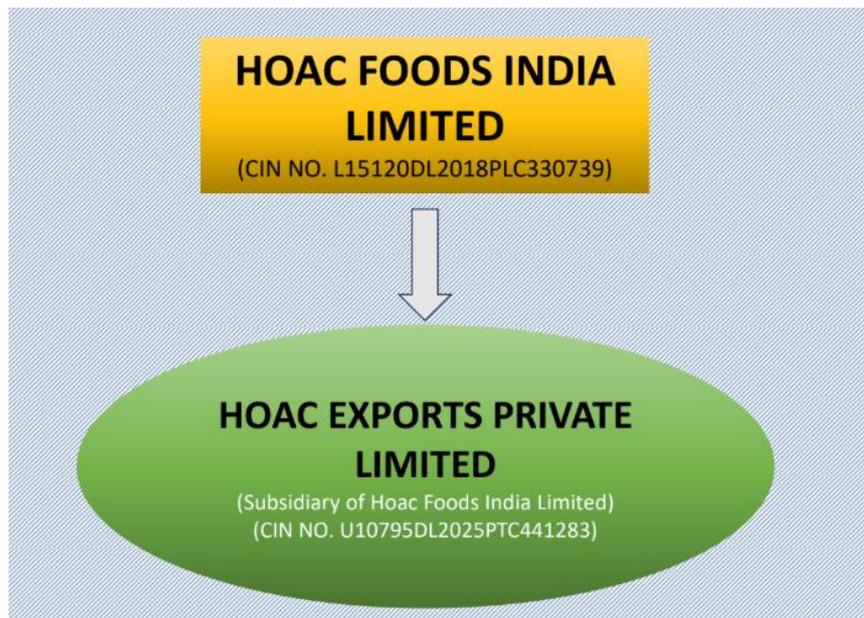
Our Company was originally incorporated with the name as “Hoac MP Atta Spices Manufacture Private Limited’ a private limited company on March 12, 2018 under the Companies Act, 2013, with Registrar of Companies, Central Registration Centre. Thereafter, the company name was changed to ‘Hoac Foods India Private Limited’ dated November 03, 2021 with Registrar of Companies, Delhi. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an Extraordinary general meeting held on October 13, 2023 and consequently the name of our Company was changed to ‘Hoac Foods India Limited’ and a fresh certificate of incorporation dated 30th October, 2023 was issued by the Registrar of Companies, Delhi. Our Company’s Corporate Identity Number is U15120DL2018PLC330739. Further, Post Initial Public offering the Corporate Identity Number is L15120DL2018PLC330739.

The registered office of our Company has been changed to D-498, 1st Floor Palam Extension Sector-7 Dwarka, Raj Nagar - II, South West Delhi, New Delhi, Delhi, India, 110077 from RZF-1150, Flat No-UG-01, Ground Floor, Gali no 1, Raj Nagar, Part 2, Palam colony, New Delhi, South West Delhi, Delhi, India, 110077, vide Board Resolution November 01, 2023.

Our Equity Shares are listed on NSE Emerge Platform as on May 24, 2024.

### Organizational Structure

Our organisational structure is set forth below.



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**SHAREHOLDING PATTERN OF OUR COMPANY**

Shareholding pattern of our Company as on June 27, 2025.

**Summary Statement holding of specified securities**

Category	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share holding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								Class eg: X	No of Voting Rights				Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
									Class eg: y	Total								
(A)	Promoter & Promoter Group	6	2694760	0	0	2694760	70.12	2694760	0	2694760	70.12	0	70.12	768900	28.53	0	0	2694760
(B)	Public	505	1148450	0	0	1148450	29.88	1148450	0	1148450	29.88	0	29.88	0	0	NA	NA	1148450
(C)	Non Promoter - Non Public				0				0			0			0	NA	NA	
(C1)	Shares Underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(C2)	Shares Held By Employee Trust	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
	Total	511	3843210	0	0	3843210	100	3843210	0	3843210	100	0	100	768900	46.52	0	0	3843210

	Category & Name of the shareholders	Entity Type	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
										No of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
										Class eg: X	Class eg: v	Total								
1	Indian																			
(a)	Individuals / Hindu Undivided Family			6	2694760	0	0	2694760	70.12	2694760	0	2694760	70.12	0	70.12	768900	28.53	0	0	2694760
	GAYTRI THAKUR	Promoters	APQPT7225R	1	1014475	0	0	1014475	26.40	1014475	0	1014475	26.40	26.40	384400	37.89	0	0	1014475	
	RAMBABU THAKUR	Promoters	AVGPT7300P	1	1673235	0	0	1673235	43.54	1673235	0	1673235	43.54	43.54	384400	22.97	0	0	1673235	
	URVASHI THAKUR	Promoters	BIXPT6154J	1	6100	0	0	6100	0.16	6100	0	6100	0.16	0.16	0	0.00	0	0	6100	
	YASHWANT THAKUR	Promoters	BSIPT1815M	1	100	0	0	100	0.00	100	0	100	0.00	0.00	100	100.00	0	0	100	
	RUPESH THAKUR	Promoters	CIZPT9427K	1	750	0	0	750	0.02	750	0	750	0.02	0.02	0	0	0	0	750	
	RUPESH THAKUR	Promoters	CIZPT9427K	1	100	0	0	100	0.00	100	0	100	0.00	0.00	0	0.00	0	0	100	
(b)	Central Government / State Government(s)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(c)	Financial Institutions / Banks			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(d)	Any Other (Specify)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	<b>Sub Total (A)(1)</b>			6	2694760	0	0	2694760	70.12	2694760	0	2694760	70.12	0	70.12	768900	28.53	0	0.00	2694760
2	Foreign																			
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(b)	Government			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(c)	Institutions			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(d)	Foreign Portfolio Investor			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(e)	Any Other (Specify)			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	<b>Sub Total (A)(2)</b>			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	<b>Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)</b>			6	2694760	0	0	2694760	70.12	2694760	0	2694760	70.12	0	70.12	768900	28.53	0	0.00	2694760

Table III - Statement showing shareholding pattern of the Public shareholder																						
	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	Sub-categorization of shares			
									No of Voting Rights					Total as a % of Total Voting Rights	No.	As a % of total Shares held(b)	No.		As a % of total Shares held(b)	Sub-category(i)	Sub-category(ii)	Sub-category(iii)
									Class eg: X	Class eg: Y	Total											
1	Institutions (Domestic)																					
(a)	Mutual Fund		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(b)	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(c)	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(d)	Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(e)	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(f)	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(G)	Asset Reconstruction Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(h)	Sovereign Wealth Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(i)	NBFCs registered with RBI		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(j)	Other Financial Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(k)	Any Other (Specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
	Sub Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
2	Institutions (Foreign)																			0	0	0
(a)	Foreign Direct Investment		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(b)	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(c)	Sovereign Wealth Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(d)	Foreign Portfolio Investors Category I		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(e)	Foreign Portfolio Investors Category II		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(f)	Overseas Depositories(holding DRs) (balancing figure)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(g)	Any Other (Specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
	Sub Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
3	Central Government/ State Government(s)																					

(a)	Central Government / President of India																NA	NA				
(b)	State Government / Governor																NA	NA				
(C)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter																NA	NA				
	Sub Total (B)(3)																NA	NA				
4	Non-Institutions																NA	NA				
(a)	Associate companies / Subsidiaries																NA	NA				
(b)	Directors and their relatives (excluding Independent Directors and nominee Directors)																NA	NA				
(C)	Key Managerial Personnel																NA	NA				
(D)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)																NA	NA				
(E)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'																NA	NA				
(f)	Investor Education and Protection Fund (IEPF)																NA	NA				
(g)	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	457	789950	0	0	789950	20.55	789950	0	789950	20.55	0	20.55	0	0	0	0	0	789950	0	0	0
(h)	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	3	132750	0	0	132750	3.45	132750	0	132750	3.45	0	3.45	0	0	0	0	0	132750	0	0	0
	YOGESH CHAUDHARY	AFKPC1923P	1	80250	0	0	80250	2.09	80250	0	80250	2.09	0	2.09	0	0	0	0	80250	0	0	0
(i)	Non Resident Indians (NRIs)		11	23250	0	0	23250	0.6	23250	0	23250	0.6	0	0.6	0	0	0	0	23250	0	0	0
(j)	Foreign Nationals		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(k)	Foreign Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0	0	0	0
(l)	Bodies Corporate		10	126000	0	0	126000	3.28	126000	0	126000	3.28	0	3.28	0	0	0	0	126000	0	0	0
	MARFATIA STOCK BROKING PVT LTD	AAACM6730B	1	65250	0	0	65250	1.7	65250	0	65250	1.7	0	1.7	0	0	0	0	65250	0	0	0
	VSPARTANS CONSULTANTS PRIVATE LIMITED	AAICV4664N	1	48750	0	0	48750	1.27	48750	0	48750	1.27	0	1.27	0	0	0	0	48750	0	0	0
(m)	Any Other (Specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	Hindu Undivided Family		24	76500	0	0	76500	1.99	76500	0	76500	1.99	0	1.99	0	0	0	0	76500	0	0	0
	MAHAVIR LALCHAND MEHTA	AAHHM3098 M	1	39000	0	0	39000	1.01	39000	0	39000	1.01	0	1.01	0	0	0	0	39000	0	0	0
	Sub Total (B)(4)		506	118745 0	0	0	118745 0	30.88	118745 0	0	118745 0	30.88	0	30.88	0	0	0	0	1187450	0	0	0
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+b(4)		505	114845 0	0	0	114845 0	29.87	114845 0	0	114845 0	29.87	0	29.87	0	0	0	0	1148450	0	0	0

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## ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the Bidding, application, payment of Application Amount, Allocation and Allotment of Equity Shares. The procedure followed in the Issue may differ from the one mentioned below and the investors are assumed to have apprised themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisors in this regard. Bidders that apply in the issue will be required to confirm and will be deemed to have represented to our Company, the BRLM and their respective directors, officer, agents affiliate and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Also see "Selling Restrictions" and "Transfer Restrictions" beginning on page 130 and 130137 respectively.

Our Company, the BRLM and their respective directors, officers, agents, advisors, shareholders, employees, counsel, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.

### Qualified Institutions Placement

#### **THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.**

This Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Section 42 and other applicable provisions of the Companies Act and rules thereunder, through the mechanism of a QIP. Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, our Company, being a listed company in India may issue eligible securities to Eligible QIBs provided that certain conditions are met by such Company. Some of these conditions are set out below:

- The shareholders of the issuer have passed a special resolution approving such QIP. Such special resolution must *inter alia* specify that, (a) the allotment of securities is proposed to be made pursuant to the QIP; and (b) the relevant date for the QIP;
- The explanatory statement to the notice to the shareholders for convening the general meeting must disclose, among other things, the particulars of the issue including the date of passing the board resolution, the kind of securities being offered, amount which the company intends to raise by way of such securities and the material terms of raising such securities, proposed issue schedule, the purpose or objects of offer, the contribution made by the promoters or directors either as part of the offer or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;
- Under Regulation 172(1)(b) of the SEBI ICDR Regulations, the equity shares of the same class of such issuer, which are proposed to be allotted through the QIP, are listed on a recognized stock exchange in India having nation-wide trading terminals for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to seek approval of the shareholders for the abovementioned special resolution;
- Invitation to apply in the QIP must be made through a private placement offer-cum-application form serially numbered and addressed specifically to the Eligible QIBs to whom the QIP is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law; the Issuer shall have completed allotments with respect to any earlier offer or invitation made by the Issuer or shall have withdrawn or abandoned such invitation or offer made by the Issuer, except as permitted under the Companies Act;
- The issuer shall not make any subsequent QIP until the expiry of two weeks from the date of the previous QIP;
- An offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer-cum-application (i.e., this Placement Document), the issuer shall prepare and record a list of Eligible QIBs to whom the Issue will be made. The QIP must be made only to such Eligible QIBs whose names are recorded by the issuer prior to the invitation to subscribe;
- The offering of securities by issue of public advertisements or utilization of any media, marketing or distribution channels or agents to inform the public about the QIP is prohibited;

- In accordance with the SEBI ICDR Regulations, securities will be issued and allotment shall be made only in dematerialized form to the allottees; and
- The promoter and directors of the issuer are not Fugitive Economic Offenders.
- The issuer shall have completed allotments with respect to any offer or invitation made earlier by the issuer or shall have withdrawn or abandoned any invitation or offer previously made by the issuer

At least 10% of the equity shares issued to Eligible QIBs shall be available for Allocation to Mutual Funds, provided that, if this portion, or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Bid/ Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The floor price of the equity shares issued under the QIP shall not be less than the average of the weekly high and low of the closing prices of the issuer's equity shares of the same class quoted on the stock exchanges during the two weeks preceding the relevant date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. However, a discount of up to 5% of the floor price is permitted in accordance with the provisions of the SEBI ICDR Regulations. Our Board through its resolution dated May 29, 2025 and our Shareholders through a special resolution on June 26, 2025, have authorized our Board to decide the quantum of discount up to 5% of the Floor Price at the time of determination of the Issue Price.

The Issue Price shall be subject to appropriate adjustments, if our Company makes any alteration to its share capital as mentioned in Regulation 176 (4) of the SEBI ICDR Regulations.

The "relevant date" mentioned above in case of allotment of equity shares, refers to the date of the meeting in which the board of directors or the committee of directors duly authorized by the board of the issuer decides to open the proposed issue and "stock exchange" means any of the recognized stock exchanges in India on which the equity shares of the issuer of the same class are listed and on which the highest trading volume in such shares has been recorded during the two weeks immediately preceding the relevant date.

The securities must be allotted within 365 days from the date of the shareholders' resolution approving the QIP in one or tranches and also within 60 days from the date of receipt of Application Amount from the successful Eligible QIBs. For details of Allotment, see "*Pricing and Allocation – Designated Date and Allotment of Equity Shares*" below.

The Equity Shares issued pursuant to the Issue must be issued on the basis of this Placement Document and the Placement Document that shall contain all material information including the information specified in Schedule VII of the SEBI ICDR Regulations and the requirements prescribed under PAS Rules and Form PAS-4. This Placement Document and the Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of this Placement Document addressed to you, you may not rely on this Placement Document or Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue.

The minimum number of allottees for each QIP shall not be less than:

- two, where the issue size is less than or equal to ₹25,000 Lakhs; and
- five, where the issue size is greater than ₹25,000 Lakhs.

No single Allottee shall be Allotted more than 50% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Issue. For details of what constitutes "same group" or "common control", see "*Application Form – Bid Process*" on beginning page 160

Equity Shares being allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of a recognized stock exchange.

We have applied for the in-principle approval of the Stock Exchange under Regulation 28(1) (a) of the SEBI Listing Regulations for listing of the Equity Shares to be issued pursuant to the Issue on the Stock Exchange. We have filed a copy of this Placement Document and will file a copy of the Placement Document with the Stock Exchange.

We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act and the PAS Rules.

The Issue has been authorized and approved by our Board on May 29, 2025 and our Shareholders through a special resolution passed at the EGM on June 26, 2025.

**Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.**

**The Equity Shares offered hereby have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares offered in this Issue are being offered and sold outside the United States in "offshore transactions" as defined in, and in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.**

**The Equity Shares issued pursuant to this Issue 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 jurisdictions, except in compliance with the applicable laws of such jurisdiction.**

### **Issue Procedure**

1. On Bid / Issue Opening Date, our Company in consultation with the BRLM shall circulate serially numbered copies of this Placement Document and the serially numbered Application Form, either in electronic or physical form to Eligible QIBs and the Application Form will be specifically addressed to such Eligible QIBs. In terms of Section 42(3) of the Companies Act, our Company shall maintain complete records of such Eligible QIBs in the form and manner prescribed under the PAS Rules, to whom this Placement Document and the serially numbered Application Form have been dispatched or circulated, as the case may be. Our Company will make the requisite filings with RoC within the stipulated time period as required under the Companies Act.
2. The list of QIBs to whom the Application Form is delivered shall be determined by our Company in consultation with the BRLM. Unless a serially numbered Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Application Amount is to be deposited, is addressed to a particular Eligible QIB, no invitation to subscribe shall be deemed to have been made to such Eligible QIB. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Bid/Issue Period. Once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Application Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorized to do so.
3. Eligible QIBs may submit an Application Form, including any revisions thereof, along with the Application Amount transferred to the Escrow Account specified in the Application Form and a copy of the PAN card or PAN allotment letter and/or any other documents mentioned in the Application Form, during the Bid/ Issue Period to the BRLM.
4. Eligible QIBs must note that since our Company is listed on the EMERGE platform of National Stock Exchange i.e. NSE Emerge, our Equity Shares are traded in Lot Size. The present Lot Size is 750 Equity Shares and thus the QIBs will be required to make application in Minimum Application Lot Size i.e. of applications for 750 Equity Shares and in multiples of 750 Equity Shares thereafter.
5. Bidders will be required to indicate the following in the Application Form:
  - Full official name of the Bidder to whom Equity Shares are to be Allotted, complete address, email id, PAN details (if applicable), phone number and bank account details;
  - number of Equity Shares Bid for/Application size;
  - Price at which they are agreeable to subscribe to the Equity Shares and the aggregate Application Amount for the number of Equity Shares Bid for;
  - An undertaking that they will deliver an off shore transaction letter to our Company prior to any sale of Equity Shares confirming that they will not re-offer, re-sell, pledge or otherwise transfer the Equity Shares, except in an offshore transaction on a recognized Indian stock exchange in compliance with Regulation S under the Securities Act;

- Details of the beneficiary account maintained by the Depository Participant to which the Equity Shares should be credited pursuant to the Issue;
- equity shares held by the Bidder in our Company prior to the Issue; and
- A representation that it is outside the United States and it has agreed to certain other representations set forth in the "Representations by Investors" on page 6 and "Transfer Restrictions" on page 137 and certain other representations made the Application Form.

***NOTE:** Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.*

6. Eligible QIBs shall be required to make the entire payment of the Application Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name of "**HOAC FOODS INDIA LIMITED-QIP-ESCROW ACCOUNT**" with the Escrow Agent, within the Bid/Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Application Amount for the Equity Shares shall be made from the bank accounts of the relevant Bidders and our Company shall keep a record of the bank account from where such payment has been received. No payment shall be made in the Issue by the Bidders in cash. Application Amount payable on Equity Shares to be held by joint holders shall be paid from the bank account of the person whose name appears first in the Application Form. Until Allotment, and the filing of return of Allotment by our Company with the RoC, or receipt of final listing and trading approvals from the Stock Exchange, whichever is later, Application Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilized only for the purposes permitted under the Companies Act. Notwithstanding the above, in the event (a) Any Bidder is not allocated Equity Shares in the Issue, (b) The number of Equity Shares Allotted to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, (c) The Application Amount has been arrived at using an indicative price higher than the Issue Price, or (d) Any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but on or prior to the Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "*Refunds*" on page 116.
7. Once a duly completed Application Form is submitted by a Bidder and the Application Amount is transferred to the Escrow Account, such application constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Bid/ Issue Closing Date. In case of an upward revision before the Bid/ Issue Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorized to do so. The Bid/ Issue Closing Date shall be notified to the Stock Exchange and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.
8. The Eligible QIBs acknowledge that in accordance with the requirements of the Companies Act, upon Allocation, our Company will be required to disclose the names of proposed Allottees and the percentage of their post Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are allocated to it.
9. The Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI.
10. Upon receipt of the duly completed Application Form, whether signed or not and the Application Amount in the Escrow Account, on or after the Bid/ Issue Closing Date, our Company shall, in consultation with BRLM determine the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such determination, the BRLM, on behalf of our Company, will send the serially numbered CAN and the Placement Document to the Successful Bidders. The dispatch of a CAN, and the Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price and the aggregate amount received towards the Equity Shares Allocated. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the

Eligible QIB is authorized to do so. The Issue Closing Date shall be notified to the Stock Exchange and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form. **Please note that the Allocation will be at the absolute discretion of our Company and shall be in consultation with the BRLM.**

11. Upon determination of the Issue Price and before Allotment of Equity Shares to the Successful Bidders, the BRLM, shall, on our behalf, send a serially numbered Placement Document either in electronic form or through physical delivery to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.
12. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. Our Company will inform the Stock Exchange of the details of the Allotment.
13. After passing the resolution passed by the Board or its committee approving the Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the Depository Participant, as specified in the records of the depositories or as indicated in their respective Application Form, our Company shall apply to the Stock Exchange for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.
14. After receipt of the listing approvals of the Stock Exchange, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.
15. Our Company will then apply for the final trading approvals from the Stock Exchange.
16. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Successful Bidders shall be eligible for trading on the Stock Exchange only upon the receipt of final trading and listing approvals from the Stock Exchange.
17. As per applicable law, the Stock Exchange will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the BRLM shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchange or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchange or our Company.

#### **Eligible Qualified Institutional Buyers**

Only Eligible QIBs are eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Non-Debt Rules will be considered as Eligible QIBs. FVCIs are not permitted to participate in the Issue. Currently, QIBs, who are eligible to participate in the Issue (not being excluded pursuant to Regulation 179(2) (b) of the SEBI ICDR Regulations) and also as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations, are set forth below:

- a foreign portfolio investor other than individuals, corporate bodies and family offices, registered with the Board (i.e. Eligible FPI);
- alternate investment funds registered with SEBI;
- Eligible FPIs;
- insurance companies registered with Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions;
- Mutual Funds registered with SEBI;
- pension funds with minimum corpus of ₹ 25 Crores;
- provident funds with minimum corpus of ₹ 25 Crores;
- public financial institutions;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India;
- venture capital funds registered with SEBI; and
- systemically important non-banking financial companies.

*Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

**ELIGIBLE FPIS ARE PERMITTED TO PARTICIPATE UNDER SCHEDULE II OF FEMA RULES IN THIS ISSUE. ELIGIBLE FPIS ARE PERMITTED TO PARTICIPATE IN THE ISSUE SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF THE FPIS DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. FVCIS ARE NOT PERMITTED TO PARTICIPATE IN THIS ISSUE.**

In terms of the SEBI FPI Regulations, the Equity Shares issued to a single Eligible FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50.00% or common control) should not exceed 10.00% of post-Issue Equity Share capital of our Company. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Further, in terms of the FEMA Rules, the total holding of each FPI or an investor group shall be below 10.00% of the post-issue total paid-up Equity Share capital of our Company on a fully diluted basis.

In case the holding of an FPI including its investor group increases to 10.00% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, the total investment made by such FPI together with its investor group will be reclassified as FDI as per the procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. As per the circular issued by SEBI dated November 5, 2019 (circular no. IMD/FPI&C/CIR/P/2019/124), these investment restrictions shall also apply to subscribers of Offshore Derivative Instruments. Two or more subscribers of P-Notes having a common beneficial owner shall be considered together as a single subscriber of the P-Notes. In the event an investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Notes investments held in the underlying company. Further, the aggregate permissible limit of all FPIs investments, with effect from April 1, 2020, is the sectoral cap applicable to the sector in which our Company operates.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed NSDL as the designated depository to monitor the level of FPI/NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. SEBI however, pursuant to its Circular dated May 17, 2018 (Circular No: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 01, 2018. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

#### **Restriction on Allotment**

Pursuant to Regulation 179(2) (b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any Eligible QIB being a promoter, or any person related to, the promoter. QIBs, which have all or any of the following rights, shall be deemed to be persons related to the promoter:

- rights under a shareholders' agreement or voting agreement entered into with the promoters or members of the promoter group;
- veto rights; or
- A right to appoint any nominee director on the board of the Issuer.

Provided, however, that an Eligible QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the promoter.

**Our Company, the BRLM and any of their respective shareholders, employees, counsel, officers, directors, representatives, agents, advisors or affiliates shall not be liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the SEBI**

## Takeover Regulations and ensure compliance with applicable laws.

**A minimum of 10% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of under subscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.**

*Note:* Affiliates or associates of the BRLM who are Eligible QIBs may participate in the Issue in compliance with applicable laws.

### Bid Process

#### *Application Form*

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and the BRLM in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of this Placement Document and the Placement Document. By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Placement Document, the Eligible QIB will be deemed to have made all the following representations and warranties and the representations, warranties and agreements made under "*Notice to Investors*", "*Representations by Investors*" and "*Selling Restrictions*" beginning on pages 3, 6 and 130, respectively:

1. Each Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;
2. Each Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoter(s), either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter(s) or members of the Promoter Group or persons related to the Promoter(s);
3. Each Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoter or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares which shall not be deemed to be a person related to the Promoter(s);
4. Each Bidder confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;
5. Each Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Bid / Issue Closing Date;
6. Each Bidder confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than the floor of a recognized Stock Exchange;
7. Each Eligible QIB confirms that the Eligible QIB is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. Each Eligible QIB further confirms that the holding of the Eligible QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Eligible QIB;
8. Each Eligible QIB confirms that its Bids would not eventually result in triggering a tender offer under the SEBI Takeover Regulations;
9. The Eligible QIB agrees that it will make payment of its Application Amount along with submission of the Application Form within the Issue Period. Each Eligible QIB agrees that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Application Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date;
10. The Eligible QIB agrees that although the Application Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the BRLM. The Eligible QIB further acknowledges and agrees that the payment of Application Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;
11. The Eligible QIB acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose names as "*proposed Allottees*" and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document and such QIB consents of such disclosure, if any Equity Shares are allocated to it.

However, the Eligible QIB further acknowledges and agrees that, disclosure of such details as "*proposed Allottees*" in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the BRLM;

- (a) QIBs "*belonging to the same group*" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and Independent Directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other Eligible QIB; and
  - (b) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;
12. The Eligible QIBs acknowledge that no Allocation shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price.
  13. Each Eligible QIB confirms that it shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchange.
  14. Each Eligible FPI, confirms that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis. The Bidder confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations.
  15. A representation that such Bidder is outside the United States, is acquiring the Equity Shares in an "offshore transaction" under Regulation S and is not an affiliate of the Company or the BRLM or a person acting on behalf of such an affiliate

**ELIGIBLE QIBs MUST PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANTS IDENTIFICATION NUMBER AND ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM, ELIGIBLE QIBs MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.**

**IF SO REQUIRE BY THE BRLM, THE ELIGIBLE QIBs SUBMITTING A BID ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE BRLM TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.**

**IF SO REQUIRED BY THE BRLM, ESCROW AGENT OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER BID/ISSUE CLOSING DATE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.**

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Application Amount submitted by the Bidder, The Bank Details as mentioned in the Application Form from which the Application Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Application Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder and becomes a binding contract on a Successful Bidder upon issuance of the CAN and the Placement Document (when dispatched) by our Company (by itself or through the BRLM) in favor of the Successful Bidder.

### **Submission of Application Form**

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with payment and a copy of the PAN card or PAN allotment letter. Additionally, the Application Form will include details of the relevant Escrow Account into which the Application Amounts will have to be deposited. The Application Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the Book Running Lead Manager either through electronic form or through physical delivery at either of the following addresses:

Name	Address	Contact Person	Email	Phone (telephone)
<b>GYR Capital Advisors Private Limited</b>	428, Gala Empire, Near JB Tower, Drive in Road, Thaltej, Ahemdabad-380 054, Gujarat, India	Mr. Mohit Baid	info@gyrcapitaladvisors.com	+91 8777564648

The BRLM shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Application Amount.

Bidders Bidding in the Issue shall pay the entire Application Amount along with the submission of the Application Form, within the Issue Period.

### Payment of Application Amount

Our Company has opened the Escrow Account in the name of “**HOAC FOODS INDIA LIMITED-QIP-ESCROW ACCOUNT**” with the Escrow Agent, in terms of the Escrow Agreement entered among our Company, the Book Running Lead Manager and the Escrow Agent. Each Bidder will be required to deposit the Application Amount payable for the Equity Shares Bid by it along with the submission of the Application Form and during the Bid/ Issue Period. Bidders can make payment of the Application Amount only through electronic transfer of funds from their own bank account.

**Note: Payments are to be made only through electronic fund transfer. Payments made through cash or cheques are liable to be rejected. Further, if the payment is not made favoring the Escrow Account, the Application Form is liable to be rejected.**

Pending Allotment, our Company undertakes to utilize the amount deposited in **HOAC FOODS INDIA LIMITED-QIP-ESCROW ACCOUNT** " only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) repayment of Application Amount in terms of this Placement Document. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in "*Issue Procedure – Refunds*" on page 116.

### Permanent Account Number or PAN

Each Bidder should mention its PAN allotted under the Income Tax Act, 1961 in the Application Form and enclose a copy of the PAN card or PAN allotment letter along with the Application Form, to the extent applicable. Applications without this information will be considered incomplete and are liable to be rejected. Bidders should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground

### Bank Account Details

Each Bidder shall mention the details of the bank account from which the payment of Application Amount has been made along with confirmation that such payment has been made from such account.

### Pricing and Allocation

There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the stock exchange during the two weeks preceding the Relevant Date. For the purpose of determination of the Floor Price, ‘*stock exchange*’ shall mean any of the recognised stock exchanges in which the Equity Shares are listed and in which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. However, our Company may offer a discount of not more than 5% of the Floor Price in accordance with the approval of the Shareholders of our Company accorded through their resolution passed on June 26, 2025 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.

Our Company, in consultation with the BRLM, shall determine the Issue Price, which shall be at or above the Floor Price.

The "Relevant Date" referred to above will be the date of the meeting in which the Board or the committee thereof decides to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares of the issuer of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. After finalization of the Issue Price, our Company shall update this Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document.

## **Build-up of the Book**

The Bidders shall submit their Bids (including any revision thereof) through the Application Forms within the Bid/ Issue Period to the Book Running Lead Manager. Such Bids cannot be withdrawn or revised downwards after the Bid/ Issue Closing Date. The book shall be maintained by the Book Running Lead Manager.

## **Method of Allocation**

Our Company shall determine the Allocation in consultation with the Book Running Lead Manager on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations. Application Forms received from the Bidders at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Bidders will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price. In case of cancellations or default by the Bidders, our Company in consultation with BRLM has the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

**THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBS. ELIGIBLE QIBS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE APPLICATION AMOUNT AT OR ABOVE THE ISSUE PRICE WITHIN THE BID/ ISSUE PERIOD. NEITHER OUR COMPANY NOR THE BRLM ARE NOT OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.**

## **CAN**

Based on receipt of the serially numbered Application Forms and Application Amount, our Company, in consultation with the Book Running Lead Manager, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price and the Application Amount for the Equity Shares Allocated to them shall be notified to such Successful Bidders. The CAN shall also include details of amount to be refunded, if any, to such Bidders. Additionally, the CAN will include the probable Designated Date, being the date of credit of the Equity Shares to the Successful Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in the Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the respective Successful Bidders shall be deemed a valid, binding and irrevocable contract for such Bidders to subscribe to the Equity Shares Allocated to them. Subsequently, our Board will approve the Allotment of the Equity Shares to the Allottees in consultation with the Book Running Lead Manager.

Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue. By submitting the Application Form, a Bidder would have deemed to have made the representations and warranties as specified in "Notice to Investors" on page 3 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by Stock Exchange.

## **Designated Date and Allotment of Equity Shares**

1. Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of the Equity Shares is completed by the Designated Date provided in the CAN.
2. In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act. However, no transfer of securities in listed companies in physical form is permitted as per Regulation 40 of the SEBI Listing Regulations.
3. Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reasons whatsoever.
4. Following the Allotment of the Equity Shares pursuant to the Issue, our Company shall apply to the Stock Exchange for listing approvals and post receipt of the listing approvals from the Stock Exchange, our Company shall credit the Equity Shares into the beneficiary accounts of the Allottees.

5. Following the credit of Equity Shares into the respective Allottees' beneficiary accounts, our Company will apply for the final listing and trading approvals from the Stock Exchange.
6. The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals of the Stock Exchange for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company and the Company files the return of Allotment in connection with the Issue under Form PAS-3 with the RoC within the prescribed timelines under the Companies Act.
7. After finalization of the Issue Price, our Company shall update this Placement Document with the Issue details and file it with the Stock Exchange as the Placement Document, which will include names of the proposed Allottees and the percentage of their post-Issue shareholding in the Company. Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchange is required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, namely, names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with the Placement Document.

### **Refunds**

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Bidder has deposited the Application Amount arrived at using a price higher than the Issue Price or Equity Shares are not Allocated to a Bidder for any reasons or the Issue is cancelled prior to Allocation, or a Bidder lowers or withdraws the Bid prior to the Bid/ Issue Closing Date, any excess Application Amount paid by such Bidder will be refunded to the same bank account from which Application Amount was remitted as set out in the Application Form. The Refund Amount will be transferred to the relevant Bidders within two Working Days from the issuance of the CAN.

In the event that we are unable to issue and Allot the Equity Shares offered in the Issue or if the Issue is cancelled within 60 days from the date of receipt of application monies, our Company shall repay the application monies within 15 days from the expiry of 60 days, failing which our Company shall repay that monies with interest at the rate of 12% p.a. from expiry of the sixtieth day. The application monies to be refunded by us shall be refunded to the same bank account from which application monies was remitted by the Bidders, as mentioned in the Application Form. In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act, the Depositories Act and other applicable laws.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever. Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, we will apply for final trading and listing approvals from the Stock Exchange. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

### **Release of Funds to our Company**

The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals of the Stock Exchange for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company and the Company files the return of Allotment in connection with the Issue with the RoC, whichever is later.

### **Other Instructions Submission of Documents**

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.

### **Right to Reject Applications**

Our Company, in consultation with the Book Running Lead Manager, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Book Running Lead Manager in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Application Amount paid by the Bidder shall be refunded to the same bank account from which the Application Amount was remitted by such Bidder as set out in the Application Form. For details, see "*Issue Procedure*" – "*Refunds*" on page 104.

### **Equity Shares in dematerialized form with NSDL or CDSL**

The Allotment of the Equity Shares in this Issue shall be only in dematerialized form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a

Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a Successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Bidder, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL. The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialized form only for all QIBs in the demat segment of the respective Stock Exchanges. Our Company and the Book Running Lead Manager shall not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the Bidders.

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## PLACEMENT AND LOCK UP

### Placement Agreement

The Book Running Lead Manager has entered into the Placement Agreement dated June 26, 2025 with our Company, pursuant to which the Book Running Lead Manager has agreed, subject to certain conditions, to manage this Issue and to act as placement agents in connection with the proposed Issue and procure subscription to Equity Shares on a reasonable efforts basis.

The Equity Shares will be placed with the Eligible QIBs pursuant to this Issue under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act read with the rules made thereunder. The Placement Agreement contains customary representations and warranties, as well as indemnities from our Company and is subject to satisfaction of certain conditions and termination in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares issued pursuant to this Issue and admit them to trading on the Stock Exchange. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

This Placement Document has not been, and will not be, registered as a prospectus with the Registrar of Companies, and no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state securities laws. Accordingly, the Equity Shares are being offered and sold by the Company outside the United States, in "offshore transactions", as defined in, and in reliance on, Regulation S and the applicable laws of the jurisdiction where those offers and sales occur.

### Relationship with the Book Running Lead Manager

In connection with the Issue, the Book Running Lead Manager or its affiliates may, for their own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and subscription or sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the Book Running Lead Manager may hold long or short positions in such Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Book Running Lead Manager may purchase or subscribe to the Equity Shares or be Allotted Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of P-Notes. For further details, see the section "*Offshore Derivative Instruments*" beginning on page 12.

From time to time, the Book Running Lead Manager, and its affiliates and associates may have engaged in or may in the future engage in transactions with and perform services including but not limited to investment banking, advisory, commercial banking, trading services for our Company, group companies, affiliates and the Shareholders, as well as to their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the Book Running Lead Manager and its affiliates and associates.

### Lock up

The Company will not, for a period commencing from the date hereof and ending 60 days from the date of Allotment, without the prior written consent of the Book Running Lead Manager, directly or indirectly: (a) issue, offer, lend, pledge, sell, contract to sell or issue, sell any option or contract to purchase, purchase any option or contract to sell or issue, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any equity shares, or any securities convertible into or exercisable or exchangeable for Equity Share; (b) enter into any swap or other agreement that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of equity shares; or (c) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Shares in any depository receipt facility; (d) publicly announce any intention to enter into any transaction described in (a) or (b) above, whether any such transaction described in (a) or (b) above is to be settled by delivery of Equity Shares, or such other securities, in cash or otherwise; provided that, the foregoing restrictions shall not be to be applicable to the (i) the issuance of Equity Shares pursuant to the Issue; and (ii) any transaction required by law or an order of a court of law or a statutory authority.

### Lock-up by Promoters

Our Promoters and members of the Promoter Group agree that without the prior written consent of the Book Running Lead Manager, they shall not, announce any intention to enter into any transaction whether any such transaction which is to be settled by delivery of Equity Shares, or such other securities, in cash or otherwise, during the period commencing on the date of the Placement

Document and ending 60 days from the date of the filing of the Placement Document (both dates inclusive) ("**Lock-up Period**") directly or indirectly: (1) offer, issue, pledge, sell, encumber, contract to sell or announce the intention to sell, lend, purchase any option or contract to sell, grant or sell any option, right, contract or warrant to purchase, lend, make any short sale or otherwise transfer or dispose of any Equity Shares or any other securities of our Company substantially similar to the Equity Shares acquired or purchased during the Lock-Up Period, including, but not limited to options, warrants or other securities that are convertible into, exercisable or exchangeable for, or that represent the right to receive Equity Shares or any such substantially similar securities, whether now owned or hereinafter acquired; (2) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequences of ownership of the Equity Shares and the securities that are convertible into, exercisable or exchangeable for or any such substantially similar securities, whether now owned or hereinafter acquired; whether any such transaction described in clause (1) or (2) above is to be settled by delivery of the Equity Shares or such other securities, in cash or otherwise, (3) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares or which carry the right to subscribe for or purchase Equity Shares in any depository receipt facility, or (4) publicly announce its intention to enter into the transactions referred to in (1) to (3) above.

Further, these provisions will not be applicable for (a) Any Equity Shares acquired by the Promoter during the Lock-up Period, either from the open market or inter-se transfer, shall constitute as its Equity Shares, and shall be subject to the restrictions contained herein (b) any bona fide pledge or non-disposal undertaking of any of the Lock-up Shares held by our Promoter or member of Promoter Group as collateral for loans on normal commercial terms entered or to be entered into in the ordinary course of business of the undersigned, the Company or transfer of any of the Lockup Shares to any third party pursuant to the invocation of any pledge in relation to the Lock-up Shares.

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## SELLING RESTRICTIONS

The distribution of this Placement Document and the offer, sale or delivery of the Equity Shares in this Issue may be restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorized.

This Issue is being made only to Eligible QIBs through a QIP, in reliance upon Chapter VI of the SEBI ICDR Regulations and the Companies Act. Each purchaser of the Equity Shares in this Issue will be deemed to have made acknowledgments and agreements as described under "*Notice to Investors*" and "*Representations by Investors*" on pages 3 and 6 respectively.

### General

No action has been taken or will be taken that would permit a public offering of the Equity Shares to occur in any jurisdiction other than India, or the possession, circulation or distribution of this Placement Document or any other material relating to our Company or the Equity Shares in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Issue will be made only to Eligible QIBs through a QIP, in compliance with the applicable SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

### Republic of India

This Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. This Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

### United States

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in 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. The Equity Shares offered in the Issue are being offered and sold only outside the United States in reliance on Regulation S. To help ensure compliance with Regulation S, each purchaser of the Equity Shares offered and sold in "*offshore transactions*" as defined in, and reliance on Regulation S deemed to have made the representations, warranties, acknowledgements and agreements agreed as follows:

- a) the purchaser (i) is, and the person, if any, for whose account it is acquiring such Shares is, outside the United States, and (ii) is acquiring the Shares in an "offshore transaction" as defined in Regulation S;
- b) the purchaser has not been offered the Shares by means of any "directed selling efforts" as defined in Regulation S;
- c) the purchaser is aware that the Shares have not been and will not be registered under the Securities Act and are being distributed and offered outside the United States in reliance on Regulation S, and, subject to certain exceptions, may not be offered or sold within the United States; and
- d) the purchaser acknowledges that our Company, the Book Running Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

### European Economic Area

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), an offer to the public of any Equity Shares in the Issue may not be made in that Relevant State, except if the Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the "**Prospectus Regulation**"):

- a) to any legal entity which is a qualified investor as defined under the Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of the Book Running Lead Manager and the Syndicate Members for any such offer; or
- c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that no such offer of the Equity Shares shall require our Company or any BRLM to publish a prospectus pursuant to article 3 of the Prospectus Regulation or supplement a prospectus pursuant to article 23 of the Prospectus Regulation.

## Hong Kong

The Placement Document has not been reviewed or approved by any regulatory authority in Hong Kong. In particular, the Placement Document has not been, and will not be, registered as "prospectus" in Hong Kong under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) ("CO") nor has it been authorised by the Securities and Futures Commission ("SFC") in Hong Kong pursuant to the Securities and Futures Ordinance (Cap 571) ("SFO"). Recipients are advised to exercise caution in relation to the Issue. If recipients are in any doubt about any of the contents of the Placement Document, they should obtain independent professional advice.

No advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO has been or will be issued, whether in Hong Kong or elsewhere.

The Placement Document does not constitute an offer or invitation to the public in Hong Kong to acquire any Equity Shares nor an advertisement of the Equity Shares in Hong Kong. The Placement Document must not be issued, circulated or distributed in Hong Kong other than:

- a) to "professional investors" within the meaning of the SFO and any rules made under that ordinance ("**Professional Investors**"); or
- b) in other circumstances which do not result in the Placement Document being a prospectus as defined in the CO nor constitute an offer to the public which requires authorization by the SFC under the SFO.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Equity Shares, which is directed at, or the content of which is likely to be accessed or read by, the public of Hong Kong other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to Professional Investors.

Any offer of the Equity Shares will be personal to the person to whom relevant offer documents are delivered, and a subscription for the Equity Shares will only be accepted from such person. No person who has received a copy of the Placement Document may issue, circulate or distribute the Placement Document in Hong Kong or make or give a copy of the Placement Document to any other person.

No person allotted Equity Shares may sell, or offer to sell, such Equity Shares to the public in Hong Kong within six months following the date of issue of such Equity Shares.

## Japan

The Equity Shares offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**Financial Instruments and Exchange Act**"). The Placement Document is not an offer of shares for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used in the Placement Document means any person resident in Japan, including any corporation or entity organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

## Singapore

The Placement Document has not been and will not be registered as a prospectus with the Monetary Authority of Singapore, and the Equity Shares will be offered pursuant to exemptions under the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "**SFA**"). Accordingly, the Equity Shares may not be offered or sold or made the subject of an invitation for subscription or purchase nor may the Placement Document or any other document or material in connection with the offer or sale or invitation for subscription or purchase of the Equity Shares be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,
- c) securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:
- d) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- e) where no consideration is or will be given for the transfer
- f) where the transfer is by operation of law
- g) as specified in Section 267(7) of the SFA; or
- h) As specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Notification under Sections 309B(1)(a) and 309B(1)(c) of the SFA: We have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the Equity Shares are: (A) prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and (B) Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment: Notice on Recommendations on Investment Products)

### **United Kingdom**

No Equity Shares have been offered or will be offered pursuant to the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares, except that the Equity Shares may be offered to the public in the United Kingdom at any time:

- a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of Book Running Lead Manager for any such offer; or
- c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation;

provided that no such offer of the Shares shall require our Company or any BRLM to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "**Relevant Persons**"). The Placement Document is directed only at relevant persons. Other persons should not act on the Placement Document or any of its contents. The Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

### **Australia**

This Placement Document is not a disclosure document or a prospectus under Chapter 6D.2 of the Corporations Act 2001 (Cth) ("**Corporations Act**") and has not been lodged with the Australian Securities and Investments Commission and it does not purport to include the information required of a disclosure document under Chapter 6D.2 of the Corporations Act.

No offer will be made under this Placement Document to investors to whom disclosure is required to be made under Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to represent and warrant that it is either a "sophisticated investor" or a "professional investor" and that not it is not a "retail client" within the meaning of those terms in the Corporations Act.

The Equity Shares acquired in the Issue in Australia must not be offered for sale in Australia in the period of 12 months after the date of the Allotment, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not

be required pursuant to an exemption under Section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to undertake to our Company that it will not, for a period of 12 months from the date of issue of the Equity Shares, offer, transfer, assign or otherwise alienate those Equity Shares to investors in Australia except in circumstances where disclosure to investors is not required under Chapter 6D.2 of the Corporations Act or where or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act.

Neither the BRLM nor any of its affiliates is the holder of Australian Financial Services License.

### **Bahrain**

All marketing and offering of the Equity Shares in the Issue has been made and will be made outside the Kingdom of Bahrain. This Placement Document and the Equity Shares that shall be offered pursuant to this Placement Document have not been registered, filed, approved or licensed by the Central Bank of Bahrain ("**CBB**"), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism ("**MOICT**") or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in this Placement Document, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Placement Document is only intended for Accredited Investors as defined by the CBB and the Equity Shares offered by way of private placement may only be offered in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to the public in the Kingdom of Bahrain to subscribe to the Equity Shares is being made and this Placement Document will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved this Placement Document and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of the Equity Shares.

### **Kuwait**

This Placement Document has not been licensed for the offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of securities in the State of Kuwait ("**Kuwait Securities Laws**"). Therefore, in accordance with the Kuwait Securities Laws, no private or public offering of the Equity Shares is or will be made in the State of Kuwait, no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

### **Mauritius**

In accordance with The Securities Act 2005 of Mauritius, no offer of the Equity Shares offered in the Issue may be made to the public in Mauritius without, amongst other things, the prior approval of the Mauritius Financial Services Commission. This Placement Document has not been approved or registered by the Mauritius Financial Services Commission. Accordingly, this Placement Document does not constitute a public offering. The Placement Document is for the exclusive use of the person to whom it has been given by the BRLM and is a private concern between the sender and the recipient.

### **New Zealand**

This Placement Document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "**FMA Act**"). The Equity Shares offered in the Issue may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who: (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act; (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act; (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### **Oman**

This Placement Document does not constitute an offer to sell or the solicitation of any offer to buy non-Omani securities in the Sultanate of Oman. This Placement Document is strictly private and confidential and is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of the Sultanate of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient.

This Placement Document has not been approved by the Capital Market Authority of Oman (the "CMA") or any other regulatory body or authority in the Sultanate of Oman ("Oman"), nor has the BRLM or any placement agent acting on its behalf received authorisation, licensing or approval from the CMA or any other regulatory authority in Oman, to market, offer, sell, or distribute the Equity Shares in Oman.

No marketing, offering, selling or distribution of any Equity Shares has been or will be made from within Oman and no subscription for any Equity Shares may or will be consummated within Oman. Neither the BRLM nor any placement agent acting on its behalf is a company licensed by the CMA to provide investment advisory, brokerage, or portfolio management services in Oman, nor a bank licensed by the Central Bank of Oman to provide investment banking services in Oman. Neither the BRLM nor any placement agent acting on its behalf advise persons or entities resident or based in Oman as to the appropriateness of investing in or purchasing or selling securities or other financial products.

The Equity Shares offered in the Issue have not and will not be listed on any stock exchange in the Sultanate of Oman. Nothing contained in this Placement Document is intended to constitute Omani investment, legal, tax, accounting or other professional advice. This Placement Document is for your information only, and nothing herein is intended to endorse or recommend a particular course of action. You should consult with an appropriate professional for specific advice on the basis of your situation.

#### **Qatar (excluding the Qatar Financial Centre)**

This Placement Document does not, and is not intended to, constitute an invitation or an offer of Equity Shares in the State of Qatar and accordingly should not be construed as such. The Equity Shares offered in the Issue have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of securities in the State of Qatar.

By receiving this Placement Document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, or any other authority or agency in the State of Qatar; (b) our Company and the BRLM is not authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Issue has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. Our Company and the BRLM are not, by distributing this Placement Document, advising individuals resident in the State of Qatar as to the appropriateness of purchasing Equity Shares in the Issue. Nothing contained in this Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

#### ***Qatar Financial Centre***

This Placement Document does not, and is not intended to, constitute an invitation or offer of Equity Shares from or within the Qatar Financial Centre ("QFC"), and accordingly should not be construed as such. The Placement Document has not been reviewed or approved by or registered with the Qatar Financial Centre Authority, the Qatar Financial Centre Regulatory Authority or any other competent legal body in the QFC.

The Placement Document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof. Our Company has not been approved or licensed by or registered with any licensing authorities within the QFC.

#### **Saudi Arabia**

This Placement Document may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Offers of Securities Regulations as issued by the board of the Saudi Arabian

Capital Market Authority ("CMA") pursuant to resolution number pursuant to resolution number 3-123-2017 dated December 27, 2017 as amended by resolution number 1-104-2019 dated September 30, 2019, as amended (the "CMA Regulations"). The CMA does not make any representation as to the accuracy or completeness of this Placement Document and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Placement Document. Prospective purchasers of the Equity Shares offered hereby should conduct their own due diligence. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

## South Africa

In South Africa, the offering of the Equity Shares in the Issue will only be made by way of private placement to:

- a) selected persons falling within one of the specified categories listed in section 96(1)(a) of the South African Companies Act of 2008, as amended (the "**South African Companies Act**"); and
- b) selected persons, acting as principal, acquiring Equity Shares for a total acquisition cost of ZAR 1,000,000 or more, as contemplated in section 96(1)(b) of the South African Companies Act, and in each case to whom the offer of the Equity Shares will specifically be addressed, and only by whom the offer will be capable of acceptance (the "**South African Qualifying Investors**"). This Placement Document is being made available only to such South African Qualifying Investors. The information contained in this Placement Document does not constitute, nor form part of, any offer or invitation to sell or issue, an advertisement or any solicitation of any offer or invitation to purchase or subscribe for any Equity Shares or any other securities and is not an "offer to the public" as contemplated in the South African Companies Act.

This Placement Document does not, nor does it intend to, constitute a "registered prospectus" or an "advertisement", as contemplated by the South African Companies Act and no prospectus has been filed with the Companies and Intellectual Property Commission (the "**CIPC**") in respect of the Issue of the Equity Shares. As a result, this Placement Document does not comply with the substance and form requirements for a prospectus set out in the South African Companies Act and the South African Companies Regulations of 2011, and has not been approved by, and/or registered with, the CIPC.

The information contained in this Placement Document constitutes factual information as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act of 2002, as amended (the "**FAIS Act**") and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the Equity Shares or in relation to the business or future investments of our Company is appropriate to the particular investment objectives, financial situation or needs of a prospective investor, and nothing in this Placement Document should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. Our Company is not a financial services provider licensed as such under the FAIS Act.

## South Korea

No securities registration statement in relation to the Solicitations (as defined under Financial Investment Services and Capital Markets Act of the Republic of Korea ("**South Korea**") (the "**FISCMA**")) of the Equity Shares offered in the Issue in South Korea has been or will be filed pursuant to the FISCMA. The Solicitations shall only be made (i) to certain professionals as prescribed in the FISCMA and the enforcement decree promulgated thereunder ("**Professional Investors**") and (ii) to no more than 49 persons (excluding any Professional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Furthermore, the Equity Shares may not be offered, sold, transferred or delivered for reoffering or resale, directly or indirectly, in South Korea or to, or for the account or benefit of, any resident (as defined under the Foreign Exchange Transactions Act of South Korea and the decree, rules and regulations promulgated thereunder) thereof for a period of one year from the date of the issuance of the Equity Shares, except as otherwise permitted under applicable South Korean laws and regulations.

## Switzerland

The Equity Shares offered in the Issue may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("**SIX**") or on any other stock exchange or regulated trading facility in Switzerland. This Placement Document does not constitute a prospectus within the meaning of, and has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this Placement Document nor any other offering or marketing material relating to the Equity Shares offered in the Issue may be publicly distributed or otherwise made publicly available in Switzerland. The Equity Shares offered in the Issue shall only be offered to regulated financial intermediaries, such as banks, securities dealers, insurance institutions and fund management companies, as well as institutional investors with professional treasury operations.

Neither this Placement Document nor any other offering or marketing material relating to the offering of the Equity Shares in the Issue have been or will be filed with or approved by any Swiss regulatory authority.

In particular, this Placement Document will not be filed with, and the offer of the Equity Shares offered in the Issue will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA. The offer of the Equity Shares in the Issue has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ("**CISA**"). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to purchasers of the Equity Shares offered in the Issue.

This Placement Document is personal to the recipient only and is not for general circulation in Switzerland.

#### **United Arab Emirates (excluding the Dubai International Financial Centre)**

No offering, marketing, promotion, advertising or distribution (collectively, "**Promotion**") of the Placement Document or the Equity Shares may be made in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE.

The Promotion of the Placement Document and the Equity Shares has not been and will not be approved by the SCA and, as such, the Placement Document does not constitute an offer to the general public in the UAE to acquire any Equity Shares. Except where the Promotion of the Placement Document and the Equity Shares is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE, the Promotion of the Placement Document and the Equity Shares in the UAE is being made only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations).

None of the SCA, the Central Bank of the United Arab Emirates or any other regulatory authority in the UAE has reviewed or approved the contents of the Placement Document and nor does any such entity accept any liability for the contents of the Placement Document.

#### ***Dubai International Financial Centre***

The Equity Shares offered in the Issue are not being offered to any persons in the Dubai International Financial Centre except on that basis that an offer is: (i) an "Exempt Offer" in accordance with the Markets Rules (MKT) (the "**Markets Rules**") adopted by the Dubai Financial Services Authority (the "**DFSA**"); and (ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook and are not natural Persons. The Placement Document must not be delivered to, or relied on by, any other person. The DFSA has not approved the Placement Document nor taken steps to verify the information set out in it, and has no responsibility for it. Capitalised terms not otherwise defined in the Placement Document have the meaning given to those terms in the Markets Rules.

The Equity Shares may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Equity Shares offered in the Issue should conduct their own due diligence on the Equity Shares. If you do not understand the contents of the Placement Document, you should consult an authorised financial adviser.

#### **Other Jurisdictions**

The distribution of this Placement Document and the offer and sale of the Equity Shares may be restricted by law in certain jurisdictions. Persons into whose possession this Placement Document comes are required to inform themselves about, and to observe, any such restrictions to the extent applicable.

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## TRANSFER RESTRICTIONS

Due to the following restrictions, investors are advised to consult their legal counsel prior to purchasing Equity Shares or making any resale, pledge or transfer of the Equity Shares.

Pursuant to Chapter VI of the SEBI ICDR Regulations, any resale of Equity Shares, except on the Stock Exchange, is not permitted for a period of one year from the date of Allotment. In addition to the above, allotments made to Eligible QIBs, including VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. For more information, see "**Selling Restrictions**" on page 130.

### United States Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

Each purchaser of the Equity Shares offered in the Issue shall be deemed to have represented, warranted, agreed and acknowledged as follows:

- It understands that the Equity Shares offered in the Issue have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.
- It was outside the United States (within the meaning of Regulation S) at the time the offer of the Equity Shares offered in the Issue was made to it and it was outside the United States (within the meaning of Regulation S) when its buy order for the Equity Shares offered in the Issue was originated.
- It did not purchase the Equity Shares offered in the Issue as a result of any "directed selling efforts" (as defined in Regulation S).
- It is buying the Equity Shares offered in the Issue for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Issue, it agrees that it will not offer, sell, pledge or otherwise transfer the Equity Shares offered in the Issue except in transactions complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.
- Where it is subscribing to the Equity Shares offered in the Issue as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.
- Where it is subscribing to the Equity Shares offered in the Issue for one or more managed accounts, it represents and warrants that it was authorised in writing by each such managed account to subscribe to the Equity Shares offered in the Issue for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- It agrees to indemnify and hold our Company and the Book Running Lead Manager harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Issue.

It acknowledges that our Company, the Book Running Lead Manager, their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements.

## THE SECURITIES MARKET OF INDIA

Our Company is listed on the NSE's SME platform i.e. "NSE Emerge". The information in this section has been extracted from documents available on the website of SEBI and the NSE and NSE Emerge and has not been prepared or independently verified by our Company, the Lead Manager or any of their respective affiliates or advisors.

### The Indian Securities Market

India has a long history of organised securities trading. In 1875, the first stock exchange was established in Mumbai. The BSE and the NSE together hold a dominant position among the stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

### Stock Exchange Regulations

Indian stock exchanges including NSE Emerge are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, as amended from time to time, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the "**SECC Regulations**"), which regulate inter alia the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum net worth requirements for stock exchanges. The SCRA, the SCRR and the SECC Regulations along with various rules, bye-laws and regulations of the NSE, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchange.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including NSE and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations and guidelines concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

### Listing and delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, and various guidelines and regulations issued by SEBI including the SEBI ICDR Regulations SEBI Listing Regulations. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, to govern the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

### Minimum Level of Public Shareholding

All listed companies (except public sector undertakings) are required to maintain a minimum public shareholding at 25%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Further, where the public shareholding in a listed company falls below 25% (except public sector undertakings) at any time, such company is required to bring the public shareholding to 25% within a maximum period of 12 months from the date of such fall. Consequently, a listed company may be delisted from the stock exchanges for not complying with the above-mentioned requirement. Our Company is in compliance with this minimum public shareholding requirement.

### Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. The stock exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of the index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the S&P CNX NIFTY of the NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise circuit breakers. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

In case the Capital market of the Main board is closed on account of nationwide index circuit filter, or for any other reason, NSE Emerge will also be closed. It will be reopened simultaneously, as and when the Capital market is reopened for trading.

## **NSE**

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. Deliveries for trades executed “on- market” are exchanged through the National Securities Clearing Corporation Limited. It has evolved over the years into its present status as one of the premier stock exchanges of India. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

## **NSE Emerge**

NSE's SME platform “NSE Emerge”, commenced in 2013 offers emerging businesses a new and viable option for raising equity capital from a diversified set of investors in an efficient manner. NSE EMERGE can play the critical role of significantly improving access to equity capital for growing companies. At the same time, NSE Emerge platform provides investors with opportunities to invest in growing SME's.

## **Internet-based Securities Trading and Services**

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the “equities” as well as the “derivatives” segments of the NSE.

## **Trading Hours**

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchange has been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

## **Trading Procedure**

In order to facilitate smooth transactions, NSE has introduced a fully automated trading system called National Exchange for Automated Trading (“NEAT”), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads. Alternate options are available for trading of the securities of the listed companies. The SME securities can trade either in the normal (continuous) market or have daily liquidity window through a call auction session.

Since our Company is listed on the NSE Emerge, trading of the Equity Shares happen in the minimum contract size of 750 Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by EMERGE platform of NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 750 Equity Shares subject to a minimum allotment of 750 Equity Shares to the successful Applicants.

## **SEBI Listing Regulations**

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management’s discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to, inter alia, continuing disclosure requirements pursuant to

the terms of the SEBI Listing Regulations.

### **SEBI Takeover Regulations**

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the SEBI Takeover Regulations, which provides for specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/ voting rights/ control. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. Subsequently, the SEBI Takeover Regulations were amended on August 13, 2021 exempting (a) persons, together with persons acting in concert with him, holding shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company; and (b) promoter of the target company, together with persons acting in concert with him, from making continual disclosures in relation to aggregate shareholding and voting rights in the target company. Further, the amendment has also removed certain disclosure obligations for acquirers/promoters, pertaining to acquisition or disposal of shares aggregating to 5% and any change of 2% thereafter, annual shareholding disclosure and creation/invocation/release of encumbrance registered in depository systems under the SEBI Takeover Regulations. These relaxations have been given on account of implementation of the System Driven Disclosures (SDD).

### **SEBI Insider Trading Regulations**

The SEBI Insider Trading Regulations have been notified to prohibit and penalise insider trading in India. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("UPSI").

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015, which repealed the erstwhile regulations of 1992. The SEBI Insider Trading Regulations, inter alia, impose certain restrictions on the communication of information by listed companies. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities listed or proposed to be listed, to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations.

The SEBI Insider Trading Regulations make it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders. There are also initial and continuing shareholding disclosure obligations under the SEBI Insider Trading Regulations.

The SEBI Insider Trading Regulations also provides for disclosure obligations for promoters, members of the promoter group, designated person or director in case value of trade exceed monetary threshold of ₹1 million over a calendar quarter, within two days of reaching such threshold. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the SEBI Insider Trading Regulations

Further, on July 17, 2020, SEBI amended the Insider Trading Regulations to prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database be maintained, containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details person with whom information is shared.

### **Depositories**

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

## DESCRIPTION OF THE EQUITY SHARES

*The following is information relating to the Equity Shares including a brief summary of the Memorandum of Association and Articles of Association and the Companies Act. Bidders are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.*

### Share capital

The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

### Dividends

Under Indian law, a company pays dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the AGM of shareholders held each financial year. Under the Companies Act, unless the board of directors of a company recommends the payment of a dividend, the shareholders at a general meeting have no power to declare any dividend. Subject to certain conditions specified under Section 123 of the Companies Act and the rules made thereunder no dividend can be declared or paid by a company for any financial year except (a) out of the profits of the company for that year after providing depreciation, calculated in accordance with the provisions of the Companies Act; or (b) out of the profits of the company for any previous financial year(s) arrived at in accordance with the Companies Act and remaining undistributed; or (c) out of both; or (d) out of money provided by the Central Government or a state Government for payment of dividend by the Company in pursuance of a guarantee given by that Government.

Further, as per the Companies Act, read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in case of the inadequacy or absence of profits in any year, a company may declare dividend out of the accumulated profits earned in previous years and transferred to the free reserves, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this rule shall not apply to a company, which has not declared any dividend in each of the three preceding financial years; (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the company and free reserves as per its most recent audited financial statements; (c) the amount so drawn shall be first utilised to set off the losses incurred by the company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of the reserves of our Company after such withdrawal shall not fall below 15% of the company's paid up share capital as per its most recent audited financial statements.

These dividends are required to be deposited into a separate bank account within five days of the declaration of such dividend and paid to shareholders within 30 days of the date of its declaration.

The Articles of Association provide that our Company in its general meeting may declare dividends to be paid to the members according to their shareholding. The dividend shall not exceed the amount recommended by our Board. Further, our Board may from time to time pay the members interim dividend as may appear to them to be justified. No dividend may be paid otherwise than out of the profits of our Company, arrived at in the manner provided under the Companies Act.

The dividends of our Company shall be divisible among the members in proportion of the amount of capital paid up or credited as paid-up on the Equity Shares, held by them for the respective period of the holding of the Equity Shares or both. However, our Board may retain any dividends on which our Company may have a lien and may apply the same towards the satisfaction of the debts or liabilities in respect of which the lien exists. All dividends shall be apportioned and paid on the amounts paid or credited as paid on the Equity 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 Share shall rank for dividend accordingly. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Equity Shares while any money may be due or owing from him to the company and our Board may deduct from the interest or dividend to any member all such sums of money so due from him to our Company. A transfer of Equity Shares shall not pass the right to any dividend declared therein before the registration of the transfer.

The Companies Act states that any dividends that remain unpaid or unclaimed after that period are to be transferred to a special bank account. Any dividend amount (along with interest) that remains unpaid or unclaimed for seven years from the date of such transfer is to be transferred by our Company to a fund, called the Investor Education and Protection Fund, created by the Government. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years, shall be transferred by the Company to the Investor Education and Protection Fund along with a statement containing requisite details.

### Capitalization of reserves and issue of bonus shares

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Companies Act permits the board of directors, if so approved by the shareholders in a general meeting, to capitalise its profits or reserves for the purpose of

issuing fully paid-up bonus shares, which are similar to stock dividend. The Companies Act permits the issue of fully paid-up bonus shares from its free reserves, securities premium account or capital redemption reserve account, provided that bonus shares shall not be issued by capitalising reserves created by revaluation of assets. These bonus Equity Shares must be distributed to shareholders in proportion to the number of Equity Shares owned by them as recommended by the board of directors.

Any issue of bonus shares by a listed company would be subject to the SEBI regulations. The relevant SEBI regulations prescribe that no company shall make a bonus issue of Equity Shares if it has outstanding fully or partly convertible debt instruments at the time of making the bonus issue, unless it has made reservation of the Equity Shares in the same class in favour of the holders of the outstanding convertible debt instruments in proportion to the convertible part thereof and the Equity Shares reserved for the holders of fully or partly convertible debt instruments shall be issued at the time of conversion of such convertible debt instruments on the same terms or same proportion on which the bonds were issued. Further, for issuance of such bonus shares, a company should not have defaulted in the payment of interest or principal in respect of fixed deposits and interest on existing debentures or principal on redemption of such debentures. The declaration of bonus shares in lieu of a dividend cannot be made. The bonus issuance shall be made out of free reserves built out of genuine profits or share premium collected in cash only. The reserves created by revaluation of fixed assets cannot be capitalised. Further, a company should have sufficient reason to believe that it has not defaulted in respect of the payment of statutory dues of the employees, such as contributions to provident funds, gratuities and/or bonuses.

The Company in General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend (or representing premium received on the issue of Equity Shares and standing to the credit of the Shares Premium Account) be capitalized and distributed among such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture-stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum, provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article, only be applied in the paying of any unissued shares to be issued to members of the Company as fully paid bonus shares.

#### **Pre-emptive Rights and Alteration of Share Capital**

Subject to the provisions of the Companies Act, 2013 our Company may increase its share capital by issuing new shares on such terms and with such rights as it, by approval of our Shareholders in a General Meeting by way of an ordinary resolution, may determine. According to Section 62(1)(a) of the Companies Act, 2013 such new shares shall be offered to existing shareholders in proportion to the paid up share capital on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. After such date or on receipt of earlier intimation from the persons to whom such notice is given that they decline to accept the shares offered, the Board may dispose of the shares offered in respect of which no acceptance has been received in a manner which shall not be disadvantageous to the shareholders of our Company. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person. private placement and public issues shall be undertaken pursuant to Chapter III of the Companies Act, 2013.

Under the provisions of Section 62(1)(c) of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, new shares may be offered to any persons whether or not those persons include existing shareholders or employees to whom shares are allotted under a scheme of employees stock options, either for cash or for consideration other than cash, if a special resolution to that effect is passed by our Company's shareholders in a general meeting. Our Company may, by a resolution passed in a general meeting, from time to time, increase the share capital by the creation of new Equity Shares of such amount as may be deemed expedient and specified in the resolution. Such increase in the share capital shall be subject to compliance with the provision of the Companies Act, 2013 and of any other laws that may be in force. New Equity Shares shall be issued upon such terms and conditions and with such rights and privileges attached thereto as are consistent with provisions of the Companies Act, 2013 and which the general meeting, resolving upon the creation thereof shall direct and if no direction be given, as our Board shall determine, and in particular such Equity Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of our Company and with a special or without any right of voting, subject to the conditions prescribed under the Companies Act, 2013.

Our Company may by ordinary resolution:

- Increase the share capital by such sum, to be divided into shares of such amount, as it thinks expedient;
- Consolidate and divide all or any its Equity Shares into shares of larger amount than its existing Equity Shares; subject to the applicable approvals under the Companies Act, 2013 for any consolidation and division which results in changes in the voting percentage of members;

- Subdivide its existing Equity Shares or any of them into Equity Shares of smaller amount than is fixed originally by the Memorandum of Association;
- Convert all or any of its fully-paid up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- Cancel any Equity Shares which at the date of the passing of the ordinary resolution, have not been taken or agreed to be taken by any person.

Further, our Company may, from time to time, by special resolution, reduce its share capital or any share premium account in any manner, subject to any incident authorized and consent required by law.

### **General Meetings of Shareholders**

Every year our Company is required to hold an annual general meeting in addition to any other meetings. Further, our Board may, whenever it thinks fit, call an extraordinary general meeting and shall, on the requisition of a number of members who constitute not less than one-tenth of the paid-up capital of our Company, proceed to call an extraordinary general meeting. Not less than 21 days' clear notice in writing of the general meeting is to be given, but shorter notice may be given if consent in writing is accorded by all the members entitled to vote and in case of any other meetings, with the consent of members holding not less than 95 per cent of such part of the paid-up Share capital of our Company which gives a right to vote at the meeting. For a meeting of the shareholders, (i) five shareholders present in person, if the number of shareholders as on the date of meeting is not more than 1,000; (ii) 15 shareholders present in person, if the number of shareholders as on the date of the meeting is more than 1,000 but up to 5,000; and (iii) 30 shareholders present in person, if the number of shareholders as on the date of meeting exceeds 5,000, shall constitute a quorum for a general meeting of our Company, whether AGM or EGM. No business is to be transacted at the general meeting unless the requisite quorum is present at the commencement of the same. If the quorum is not present within half an hour of the time appointed for a meeting, the meeting, if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place. The Articles of Association further provide that no business shall be transacted at any adjourned

meeting other than the business left unfinished at the meeting from which the adjournment took place.

The Chairman of our Board shall be entitled to take the chair at every general meeting or, if there is no such chairman, or if at any general meeting he is not present within fifteen minutes after the time appointed for holding such general meeting or is unwilling to act as Chairman, the Directors present shall elect one of them to be the chairman of the meeting. If no Director is present or if all the Directors present decline to take the chair, then the members present shall choose one amongst themselves to be chairman of the general meeting.

A company intending to pass a resolution relating to matters such as, but not limited to, amendments to the objects clause of the Memorandum of Association, a variation of the rights attached to a class of shares or debentures or other securities, buy-backs of shares, giving loans or extending guarantees in excess of limits prescribed, is required to obtain the resolution passed by means of a postal ballot instead of transacting the business in our Company's general meeting. A notice to all the shareholders shall be sent along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a postal ballot within a period of 30 days from the date of posting the notice. Postal ballot includes voting by electronic mode.

### **Voting Rights**

Every member present in person shall have one vote on poll and the member present in person or by proxy shall have one vote for each Share of our Company held by him, subject to any rights or restrictions for the time being attached to any class or classes of Equity Shares. The Articles of Association provide that any member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as proxy on his behalf, for that meeting. The manner of giving proxies is provided in detailed in the Articles of Association of the Company.

The instrument appointing a proxy is required to be lodged at the registered office at least 48 hours before the time of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the Share in respect of which the vote is given provided no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office of our Company before the general meeting. Provided never the less that the chairman of any general meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.

No member is entitled to be present or to vote on any question either personally or by proxy or as proxy for another member at any general meeting or upon a poll or to be reckoned in a quorum while any call or other sum payable to our Company in respect of any

of the Equity Shares of such member shall remain unpaid, and no member is entitled to be present or to vote at any general meeting in respect of any Equity Share that he has acquired by transfer unless his name is entered as the registered holder of the Equity Share in respect of which he claims to vote, but this shall not affect Equity Shares acquired under a testamentary disposition or by succession to an intestate or under an insolvency or liquidation.

Ordinary resolutions may be passed by simple majority of those present and voting and those voting electronically. Special resolutions require that the votes cast in favour of the resolution must be at least three times the votes cast against the resolution.

### **Directors**

The Articles of Association provide that the number of Directors shall not be less than three and not be more than fifteen. The Directors shall be appointed by our Company in the general meeting subject to the provisions of the Companies Act, 2013 and the Articles of Association. The Companies Act, 2013 provides that not less than one-third of the total number of directors on the board of a company, excluding the independent directors, shall be liable to retire by rotation. One-third of the directors shall automatically retire every year at the annual general meeting and shall be eligible for re-appointment. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation. The independent directors may be appointed for a maximum of two terms of up to five consecutive years each; however, such directors are eligible for re-appointment after the expiry of three years of ceasing to be an independent director provided that such directors were not, during the three years period, appointed in or associated with the company in any other capacity, either directly or indirectly. Any reappointment of independent directors, inter alia, shall be on the basis of performance evaluation report and requires the approval of the shareholders by way of a special resolution.

Our Board is required to meet at least once every 120 days for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit provided that at least four such meetings shall be held in every year. The quorum for a meeting of our Board is one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors, whichever is higher. However, where it involves a decision on an affirmative vote item, the quorum is required to include an investor Director.

### **Buy-back**

Our Company may buy back its own Equity Shares or other specified securities subject to the provisions of the Companies Act, 2013 and the related SEBI guidelines issued in connection therewith.

### **Transfer and Transmission of Equity Shares**

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system.

Transfers of beneficial ownership of shares held through a depository are subject to STT (levied on and collected by the stock exchanges on which such equity shares are sold), however, are exempt from stamp duty. Our Company has entered into an agreement for such depository services with NSDL and CDSL.

SEBI requires that the shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange. Our Company shall keep a book in which every transfer or transmission of shares will be entered. Pursuant to the SEBI Listing Regulations, except in case of transmission or transposition of Equity Shares, requests for effecting transfer of Equity Shares shall not be processed unless the Equity Shares are held in dematerialized form with a depository. The Equity Shares shall be freely transferable, subject to applicable laws.

### **Winding up**

If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

**Date: June 26, 2025**

To,

**The Board of Directors,  
HOAC Foods India Limited**  
D-498, 1st Floor Palam Extension,  
Sector-7 Dwarka,  
South West Delhi,  
New Delhi,  
Delhi, India, 110077

**GYR Capital Advisors Private Limited**  
428, Gala Empire,  
Near JB Tower,  
Drive In Road  
Thaltej Ahmedabad-380054

(GYR Capital Advisors Private Limited is appointed in relation to the Offer is referred to as the “**Book Running Lead Manager**” or the “**BRLM**”)

**Re: Proposed qualified institutional placement of equity shares of face value of Rs. 10 each (the “Equity Shares” and such offering, the “Offer”) of HOAC Foods India Limited (the “Company”)**

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We, Krishan Rakesh & Co., statutory auditors to the Company, Firm Registration Number 009018N, hereby confirm that the enclosed **Annexure A** provides the special tax benefits available to the Company, its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, rules, circulars and notifications issued in relation thereto; and (ii) applicable indirect taxation laws, as amended and read with the rules, circulars and notifications issued in connection thereto]

Several of these stated tax benefits/consequences are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company or its shareholders to derive the tax benefits is dependent on fulfilling such conditions.

The benefits discussed in the enclosed annexure are not exhaustive. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest money based on this statement. These statements do not cover any general tax benefits available to the Company and/or its shareholders and is neither designed nor intended to be a substitute for professional tax advice.

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

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

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

This certificate, including **Annexure A** herein, is for your information and for inclusion in the placement document and placement document and any other material used in connection with the Offer (together the “**Offer Documents**”) with the Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”).

The aforesaid information contained herein and in **Annexure A** may be relied upon by the Book Running Lead Managers and legal counsels appointed pursuant to the Offer and may be submitted to the stock exchanges, the Securities and Exchange Board of India, and any other regulatory or statutory authority in respect of the Offer and for the records to be maintained by the Book Running Lead Managers.

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 undertake to update you in writing of any changes in the abovementioned position, until the date the Equity Shares issued pursuant to the Offer commence trading on the stock exchanges. In the absence of any communication from us till the Equity Shares commence trading on the stock exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

Capitalized terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

**For Krishan Rakesh & Co.**  
**Chartered Accountants**  
**ICAI Firm Registration No.: 009088N**

**Sd/-**  
**Partner: Shiva Nishad**  
**Membership No: 560019**

**Place: Delhi**  
**Date : June 26, 2025**  
**UDIN: 25560019BMIYJE1890**

**Cc:**  
**Legal Counsel to the Offer**  
**Vidhigya Associates, Advocates**  
105, First Floor A wing,  
Kanara Business Centre,  
Ghatkopar East,  
Mumbai – 400075

## ANNEXURE TO THE STATEMENT OF TAX BENEFITS

### **Direct Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Income tax Act, 1961 ('the Act'), as amended by Finance Act, 2025 i.e., applicable for Financial Year 2025-26 relevant to the Assessment Year 2026 presently in force in India.

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has not opted for section 115BAA for the assessment year 2024-25 and 2025-26.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

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

### **Indirect Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 ("FTP") (collectively referred as "Indirect Tax").

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

There are no special tax benefits available to the Company under GST law.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

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

Note:

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

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## LEGAL PROCEEDINGS

*Our Company may be involved in certain legal proceedings from time to time, which are primarily in the nature of tax disputes and other matters pending before various authorities.*

*As on date of this Placement Document, except as disclosed below, there are no outstanding litigation, suits, including any tax proceedings or any other claims, disputes, legal or show cause notices, investigations or complaints determined as material in accordance with the Company's 'Policy on disclosure of Material Events and Information' framed in accordance with Regulation 30 of the SEBI Listing Regulations.*

*Notwithstanding such materiality policy approved by the Board in accordance with the resolution passed by our Board, in its meeting held on January 15, 2024, except as disclosed in this section, there are no (i) outstanding criminal proceedings against our Company; (ii) outstanding actions by statutory or regulatory authorities against our Company; (iii) outstanding civil and tax proceedings against our Company, which involve an amount equivalent to or in excess of 2% of the consolidated revenue from our operations for the latest financial year in the Restated Financial Statement ("**Materiality Threshold**") and (iv) other civil and tax proceedings involving our Company wherein a monetary liability is not determinable or quantifiable, or which does not exceed the Materiality Threshold as specified in (iii) above and which if results in an adverse outcome, would have a material adverse effect on the financial position, business, operations, prospects or reputation of our Company.*

*Further, as on the date of this Placement Document, except as disclosed below, (i) there is no litigation or legal action pending or taken by any ministry or department of the government or a statutory authority against our Promoters during the last three years immediately preceding the year of this Placement Document and no directions have been issued by such ministry or department of statutory authority upon conclusion of such litigation or legal action; (ii) there are no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 in the last three years immediately preceding the year of this Placement Document for our Company, and no prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Placement Document for our Company; (iii) there are no defaults by our Company in the repayment of statutory dues, dues in respect of deposits and interests thereon, or in repayment of any loan obtained from any bank or financial institution and interest thereon, as of the date of this Placement document; (iv) there are no material frauds committed against our Company in the last three years; (v) there are no defaults in annual filings of our Company under the Companies Act, 2013 and the rules made thereunder; (vi) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations; and (vii) there are no reservations, qualifications or adverse remarks of our auditors in their respective reports on our audited financial statements for the last five Fiscals preceding the date of this Placement Document.*

*It is clarified that for the purposes of the above, pre-litigation notices received by our Company, from third parties (excluding statutory/ regulatory authorities or notices threatening criminal action) shall, in no event be considered as litigation till such time that any of the Company, are impleaded as parties in any such litigation proceedings before any judicial forum and accordingly have not been disclosed in this section.*

*Capitalized terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section.*

### **A. LITIGATION INVOLVING OUR COMPANY**

All terms defined in a particular litigation disclosure pertains to that litigation only.

#### **I. Litigation involving our Company**

A. *Litigation filed against our Company*

##### **1. Criminal proceedings**

Nil

##### **2. Outstanding actions by regulatory and statutory authorities**

Nil

##### **3. Material civil proceedings**

Nil

B. *Litigation filed by our Company*

##### **1. Criminal proceedings**

Nil

**2. Material civil proceedings**

Nil

**A. Tax proceedings**

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ lakhs)
Direct Tax	NIL	NIL
Indirect Tax	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**II. Litigation involving our Directors or Promoters**

As on date of this Placement Document, our Directors or Promoters are not involved in any pending legal proceedings, an adverse outcome of which, would materially and adversely affect the financial position, business, operations, prospects, or reputation of the Company.

**III. Litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years**

There are no litigation or legal actions pending or taken by any ministry or department of the government or any statutory authority and there are no directions issued by such ministry or department of the government or statutory authority upon conclusion of such litigation or legal action against our Promoters during the last three years immediately preceding the year of the issue of this Placement Document

**IV. Inquiries, inspections, or investigations under the Companies Act initiated or conducted in the last three years**

There have been no inquiries, inspections or investigations initiated or conducted against our Company under the Companies Act in the last three years immediately preceding the year of issue of this Placement Document, nor have there been any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Placement Document involving our Company.

**V. Details of acts of material frauds committed against our Company in the last three years, if any, and if so, the action taken by our Company**

There have been no material frauds committed against our Company in the last three years preceding the date of this Placement Document.

**VI. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of undisputed statutory dues; debentures and interests thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon**

As on the date of this Placement Document, our Company has no outstanding defaults in repayment of undisputed statutory dues, dues payable to holders of any debentures and interest thereon, deposits and interest thereon and loans and interest thereon from any bank or financial institution.

**VII. Details of defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder**

As on the date of this Placement Document, our Company has not made any default in annual filings of our Company under the Companies Act, 2013 and the rules made thereunder.

**VIII. Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations**

There are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations.

- IX. *Reservations, qualifications, or adverse remarks of auditors in the last five Fiscals immediately preceding the year of issue of this Placement Document and their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks.***

There are no reservations, qualifications, or adverse remarks of the Statutory Auditor in their report on audited financial statements for last five Fiscals preceding the date of this Placement Document.

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## INDEPENDENT AUDITORS

M/s Krishan Rakesh & Co, Chartered Accountants, are the current independent Statutory Auditors with respect to our Company as required by the Companies Act, 2013 and in accordance with the guidelines prescribed by ICAI. M/s Krishan Rakesh & Co, Chartered Accountants, have been appointed as the Statutory Auditors of our Company for a term of 5 years on 30<sup>th</sup> September, 2023, i.e. from 30.09.2023 till the conclusion of the Annual General Meeting to be held in the Financial year 2028.

The Audited Financial Statements for the Fiscals 2025 and 2024 have been audited by our statutory auditors M/s. Krishan Rakesh & Co dated May 29, 2025 and June 06, 2024 respectively and for the Fiscal 2023 have been audited by statutory auditors Nitika Saluja, Chartered Accountants on which they have issued audit reports dated September 05, 2023, as stated in their report included in this Placement Document in "Financial Statements" on page 154 of this Placement Document.

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## GENERAL INFORMATION

Our Company was originally incorporated with the name as “Hoac MP Atta Spices Manufacture Private Limited” a private limited company on March 12, 2018 under the Companies Act, 2013, with Registrar of Companies, Central Registration Centre. Thereafter, the company name was changed to ‘Hoac Foods India Private Limited’ dated November 03, 2021 with Registrar of Companies, Delhi. Subsequently, our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an Extraordinary general meeting held on October 13, 2023 and consequently the name of our Company was changed to ‘Hoac Foods India Limited’ and a fresh certificate of incorporation dated 30th October, 2023 was issued by the Registrar of Companies, Delhi. Our Company’s Corporate Identity Number is U15120DL2018PLC330739. Further, Post Initial Public offering the Corporate Identity Number is L15120DL2018PLC330739.

Our Registered office is located at D-498, 1st Floor Palam Extension sector-7 Dwarka, Raj Nagar - II, South West Delhi, New Delhi, Delhi, India, 110077.

### Changes in the address of registered office

Date of change	Shifted from	Shifted to
November 01, 2023	RZF-1150, Flat No-UG-01, Ground Floor, Gali no1, Raj Nagar, Part 2, Palam colony, New Delhi, Delhi, South West Delhi, India, 110077	D-498, 1st Floor Palam Extension Sector-7 Dwarka, Raj Nagar - II, South West Delhi, New Delhi, Delhi, India, 110077

Our Company’s Corporate Identity Number is L15120DL2018PLC330739.

The website of our Company is <https://www.hoacfoodsindia.com/>

1. The Equity Shares are listed on Emerge Platform of NSE (“NSE EMERGE”) since May 24, 2024.
2. The Issue was authorized and approved by our Board of Directors on May 29, 2025. Our Shareholders have approved the Issue by way of a special resolution through Extra Ordinary General meeting (EGM) dated June 26, 2025.
3. Our Company has received in-principle approvals in terms of Regulation 28(1) of the SEBI Listing Regulations from NSE on June 30, 2025 to list the Equity Shares issued pursuant to the Issue on the Stock Exchange. We will apply for final listing and trading approvals of the Equity Shares to be issued pursuant to the Issue on the Stock Exchange after Allotment of the Equity Shares in the Issue.
4. Copies of our Memorandum and Articles of Association will be available for inspection between 10:00 am to 05:00 pm on all working days, (except Saturdays and public holidays) during the Bid/ Issue Period at our Registered Office.
5. Except as disclosed in this Placement Document, there has been no material adverse change in our financial or trading position since March 31, 2025, which has been included in this Placement Document.
6. The Floor Price is ₹ 210.64 per Equity Share, calculated in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations. Our Company has offered discount of ₹ 9.64 per equity share i.e. 4.58% of the floor price, as determined in terms of the SEBI ICDR Regulations
7. Our Company confirms that it is in compliance with the minimum public shareholding requirements as specified in the SCRR.
8. Our Company has obtained necessary consents, approvals and authorizations as may be required in connection with the Issue.
9. Except as disclosed in this Placement Document, there are no material litigation or arbitration proceedings against or affecting our Company, or its assets or revenues, nor is our Company aware of any pending or threatened legal or arbitration proceedings, which are or might be material in the context of this Issue or could have a material adverse effect on the position, business, operations, prospects or reputation of our Company. For further details, see “Legal Proceedings” on page 148
10. The Company and the BRLM accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including our website, would be doing it at his or her own risk.

11. Details of the Company Secretary and Compliance Officer of our Company:

**Ms. Bhawna Agarwal**

**Hoac Foods India Limited**

D-498, 1st Floor Palam Extension Sector-7 Dwarka,  
Raj Nagar - II, South West Delhi, New Delhi, Delhi,  
India, 110077

**Telephone No.:** +91 85272 73940

**E-mail:** [info@attahariom.com](mailto:info@attahariom.com)

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## FINANCIAL STATEMENTS

<b>Financial Statements</b>	<b>Page Nos.</b>
Fiscal 2025 Consolidated Audited Financial Statements	F-1 to F-33
Fiscal 2025 Standalone Audited Financial Statements	F-34 to F- 70
Fiscal 2024 Audited Financial Statements	F-71 to F-106
Fiscal 2023 Audited Financial Statements	F-107 – F-135



**INDEPENDENT AUDITOR'S REPORT**

To the Members of M/s HOAC FOODS INDIA LTD

**Report on Audit of Consolidated Financial Statements**

We have audited the accompanying Consolidated Financial Statements of M/s HOAC FOODS INDIA LTD (hereinafter referred to as "the Holding Company"), and its Subsidiary (the Holding Company, its Subsidiaries together referred to as "the Group"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, the Statement of Cash Flow and for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its Profit, and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SA's") specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be





materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibilities for the Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors companies included in the Group are responsible for assessing the ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.





**Krishan Rakesh & Co.**  
CHARTERED ACCOUNTANTS

PHONE : 011-40159075

143, KOHAT ENCLAVE  
2ND FLOOR, PITAMPURA  
DELHI - 110034

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- (d) Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.





### Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, there are no matters which is required to be reported in the CARO Reports.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors of the Holding company as on March 31, 2025 taken on record by the Board of Directors of the Holding company and the reports of the statutory auditors of its subsidiaries, none of the directors of the Group's companies is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The report in respect of internal financial controls is not applicable to the company during the year as per notification of Ministry of Corporate Affairs Notification No. GSR 583(E) dated 13th June, 2017 read with Notification No. GSR 464(E) dated 5th June, 2015, clause (i) of Section 143(3) of the Companies Act, 2013.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:





**Krishan Rakesh & Co.**  
CHARTERED ACCOUNTANTS

PHONE : 011-40159075

143, KOHAT ENCLAVE  
2ND FLOOR, PITAMPURA  
DELHI - 110034

- (i) The Company does not have any pending litigations which would impact its financial position.
- (ii) In our opinion and as per the information and explanations provided to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, 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 or any of such subsidiaries to or in any other person or entity, including foreign entity ("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 or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As per the representation received and to the best of its knowledge and belief, the company has not declared or paid dividend either final or interim in nature during the year.





**Krishan Rakesh & Co.**  
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- (vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail, where enabled, has been preserved by the company as per the statutory requirements for record retention.

Place : Delhi  
Dated : 28-05-2025  
UDIN : 25087891BMIDZQ8060



For Krishan Rakesh & Co.  
Chartered Accountants  
Firm Regn. No. 009088N

  
K.K. GUPTA  
(Partner)  
M.No.: 087891

# HOAC FOODS INDIA LIMITED

## Consolidated Balance Sheet as at March 31, 2025

(Rs. in Hundred)

Particulars	Notes	AS AT March 31, 2025
<b>Equity and Liabilities</b>		
<b>Shareholders' funds</b>		
Share capital	2	3,84,321.00
Reserves and surplus	3	7,54,059.91
		<b>11,38,380.91</b>
<b>Minority Interest</b>		
		0.00
<b>Non-current liabilities</b>		
Long Term Borrowings	4	56,365.46
Deferred tax liability	5	3,183.26
Long Term Provisions	6	5,719.93
		<b>65,268.65</b>
<b>Current liabilities</b>		
Short Term Borrowings	7	3,91,110.47
Trade payables	8	3,19,845.99
Other current liabilities	9	38,585.90
Short term Provisions	10	69,952.93
		<b>8,19,495.37</b>
<b>Total</b>		<b>20,23,144.93</b>
<b>Assets</b>		
<b>Non-current assets</b>		
<b>Property, plant &amp; equipment and Intangible Assets</b>		
Property, plant & equipment	11	3,75,085.57
Intangible Assets	12	6,311.73
Other Non-Current Assets	13	17,205.00
		<b>3,98,602.30</b>



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars	Notes	
		<b>AS AT March 31, 2025</b>
<b>Current assets</b>		
Inventories	14	3,87,679.90
Trade receivables	15	8,45,313.36
Cash and cash equivalent	16	3,31,291.30
Short term loans and advances	17	60,258.07
		<b>16,24,542.63</b>
<b>Total</b>		<b>20,23,144.93</b>

**Significant Accounting Policies**

1

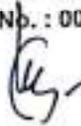
The accompanying notes form an integral part of these financial statements.

In terms of our report of even date annexed  
For Krishan Rakesh & Co.  
Chartered Accountants  
Firm Regn. No. : 009088N

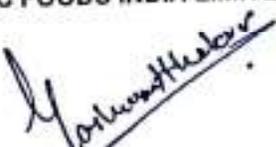
for and on behalf of the board of  
HOAC FOODS INDIA LIMITED

Place : Delhi  
Date : 28-05-2025

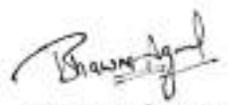


  
K.K. Gupta  
(Partner)  
M.No.: 087891

  
Rambabu Thakur  
(Mg. Director)  
DIN: 08084215

  
Yashwant Thakur  
(Chairman)  
DIN: 10351322

  
Manish Sharma  
(C.F.O.)  
PAN : KMLPS4330C

  
Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

# HOAC FOODS INDIA LIMITED

## Consolidated Statement of Profit & Loss for the year ended March 31, 2025

(Rs. in Hundred)

Particulars	Notes		For the year ended March 31, 2025
<b>Income</b>			
Revenue from operations	18		26,47,657.86
Other Income	19		16,408.38
<b>Total Income</b>			<b>26,64,066.24</b>
<b>Expenses</b>			
Cost of material consumed	20		18,04,761.37
Change in Inventories	21		(49,039.26)
Employee benefits expense	22		2,03,223.63
Finance Cost	23		49,099.45
Depreciation and amortization expense	24		29,465.96
Other expenses	25		2,79,844.48
<b>Total expenses</b>			<b>23,17,355.63</b>
<b>Profit/ (loss) before tax</b>			<b>3,46,710.61</b>
<b>Tax Expenses:</b>			
<u>Current Tax</u>			
Current year			90,537.00
Earlier year			5,075.38
<u>Deferred Tax</u>			
Current year			2,736.43
<b>Profit/ (loss) for the year</b>			<b>2,48,361.80</b>
<b>Minority Share</b>			<b>375.00</b>
<b>Profit/ (loss) from the year</b>			<b>2,48,736.80</b>
<b>Earning Per Share (Basic / Diluted)</b>	39		<b>6.76</b>

**Significant Accounting Policies**

1

The accompanying notes form an integral part of these financial statements.

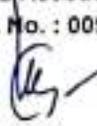
In terms of our report of even date annexed

For Krishan Rakesh & Co.  
Chartered Accountants  
Firm Regn. No. : 009088N

for and on behalf of the board of  
HOAC FOODS INDIA LIMITED

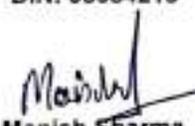


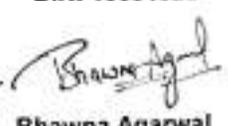
Place : Delhi  
Date : 28-05-2025

  
K.K. Gupta  
(Partner)  
M.No.: 087891

  
Rambabu Thakur  
(Mg. Director)  
DIN: 08084215

  
Yashwant Thakur  
(Chairman)  
DIN: 10351322

  
Manish Sharma  
(C.F.O.)  
PAN : KMLPS4330C

  
Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

# HOAC FOODS INDIA LIMITED

## Consolidated Statement of Cash Flow for the year ended March 31, 2025

(Rs. in Hundred)

Particulars	For the year ended March 31, 2025
<b>A. Cash Flow from Operating Activities</b>	3,48,509.13
Net Profit before tax and extra ordinary items	
Adjustment for :	29,465.96
Depreciation	2,921.23
Provision for Gratuity	(223.04)
Profit on sale of Fixed Assets	49,099.45
Interest expense	
	4,29,772.74
<b>Operating Profit before Working Capital Facilities</b>	
Adjustment for :	(6,18,984.83)
(increase)/decrease in Trade & Other Receivable	(13,110.69)
(increase)/decrease in Inventories	(16,883.49)
(increase)/decrease in Other Current assets	1,50,429.91
increase/(decrease) in Trade Payable & Other payables	13,273.27
increase/(decrease) in Other Current Liabilities	
	(55,503.11)
<b>Cash generated from operation</b>	
Tax Paid	(63,926.55)
	(1,19,429.66)
<b>Net Cash Flow from operating activities</b>	(1,19,429.66)
<b>B. Cash Flow From Investing activities</b>	(3,23,211.92)
Purchase of property, plant and equipment	(1,125.00)
Purchase of Investments	73.72
Capital Work in Progress	3,306.23
Sale/Adjustment of Fixed Assets	
	(3,20,956.97)
<b>Net Cash used in investing activities</b>	(3,20,956.97)



## HOAC FOODS INDIA LIMITED

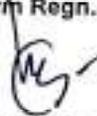
(Rs. in Hundred)

Particulars	For the year ended March 31, 2025
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**C. Cash Flow from Financing Activities**

Interest Paid	(49,099.45)
Proceeds from Increase in Share Capital	1,15,500.00
Minority Interest	
Share Premium Received	4,38,900.00
Proceed / ( Repayments ) from long term borrowings	(22,104.70)
Proceed from of Short Term borrowings	2,44,004.92
<b>Net Cash used in financing activities</b>	<b>7,27,200.77</b>
<b>Net change in cash and cash equivalents</b>	<b>2,86,814.14</b>
Cash and Cash equivalent in the beginning of the year	43,752.15
Cash and Cash equivalent at the end of the year	3,30,566.29

In terms of our report of even date annexed  
For Krishan Rakesh & Co.  
Chartered Accountants  
Firm Regn. No. : 009088N

  
K.K. Gupta  
(Partner)  
M.No.: 087891

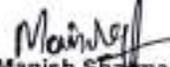


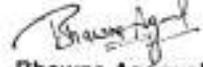
Place : Delhi  
Date : 28-05-2025

for and on behalf of the board of  
HOAC FOODS INDIA LIMITED

  
Rambabu Thakur  
(Mg. Director)  
DIN: 08084215

  
Yashwant Thakur  
(Chairman)  
DIN: 10351322

  
Manish Sharma  
(C.F.O.)  
PAN : KMLPS4330C

  
Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

## HOAC FOODS INDIA LTD

Summary of significant accounting policies and other explanatory information to the Consolidated Financial Statement for the year ended 31st March, 2025

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### 1. Corporate information

The consolidated financial statements comprise financial statements of HOAC Foods India Ltd. ('the Company') for the year ended March 31, 2025. The company is public company domicile in India and is incorporated under the provisions of Companies Act, 2013. The Group is primarily engaged in manufacturing, processing & trading of Atta, Dal Spices, Oil and other products. The registered office of the Company is located at Delhi.

#### 1.1 Basis of preparation of financial statements:

The consolidated financial statements of the Group have been prepared in accordance with Accounting Principles Generally accepted in India (Indian GAAP), the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest Hundred.

#### 1.2 Principles of Consolidation:

- (a) The financial statements of the Company and its subsidiary companies have been consolidated on a line-by-line basis by adding together with the book value of like items of assets, liabilities and after eliminating the inter subsidiary balances in accordance with Accounting Standard (AS) 21- "Consolidated Financial Statements".
- (b) As far as possible the consolidated financial statement have been prepared using uniform accounting policies for like transactions and in similar circumstances and are presented to the extent possible in the same manner as the company's separate financial statements.
- (c) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- (d) Minority Interest's share of net profit of subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the company.
- (e) Minority Interest's share of net assets of the subsidiary Company is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- (f) Particulars of subsidiary companies considered in the consolidated financial statements are :

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest
HOAC Exports Pvt Ltd	India	75%



## HOAC FOODS INDIA LTD

Summary of significant accounting policies and other explanatory information to the Consolidated Financial Statement for the year ended 31st March, 2025

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### 1.3 Use of estimates:

The preparation of financial statements, in conformity with Indian GAAP, requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

### 1.4 Statement of significant accounting policies

#### a) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

##### i) Revenue

Sales are shown net of Goods and Service Tax and after deducting discounts if any allowed against credit notes issued in terms of respective sales schemes.

##### ii) Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

#### b) Property, Plant & Equipment and Intangible Assets

- i) Property, plant & Equipment and Intangible Assets are stated at their original cost of acquisition inclusive of inward freight, technical knowhow fees, duties and expenditure incurred in the acquisition, construction and installation.
- ii) Input Tax Credit availed on capital equipment is accounted for by credit to respective fixed assets.
- iii) Depreciation / amortization on tangible and intangible fixed assets is provided to the extent of depreciable amount on the straight line (SLM) Method. Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013

#### c) Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

Cost of raw materials, packing materials, trading and other products are determined on FIFO basis.

#### d) GST:

GST is accounted for at the time of removal of goods.  
Input Tax Credit, to the extent availed, is adjusted towards cost of materials.



**HOAC FOODS INDIA LTD**

Summary of significant accounting policies and other explanatory information to the Consolidated Financial Statement for the year ended 31st March, 2025

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e) **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

f) **Gratuity / Retirement Benefits**

**Retirement Benefits**

The Company has adopted the Accounting Standard 15-Employees Benefits, prescribed under the Companies (Accounting Standards) Rules, 2006. The Company's obligation towards various employees' benefits has been recognized as follows:

***Defined Contribution plans-*** Provident fund is covered under this category. The Co's contribution towards the provident fund is charged to Profit & Loss account and is being regularly deposited with the PF department.

***Defined Benefit plans-*** Gratuity are defined benefit plans. The present value of obligation under such defined benefit plans is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans is based on the market yield of government Securities as at the balance sheet date, having maturity period approximating to the terms of related obligations.

The liability towards gratuity (long term and short term) as ascertained by actuary and recognised in the balance sheet at present value. Actuarial gains/losses are recognised immediately in the Statement of Profit & Loss.

g) **Provision, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

h) Unless specifically stated to be otherwise, these policies are consistently followed.



# HOAC FOODS INDIA LIMITED

(Rs. In Hundred)

Particulars			AS AT March 31, 2025
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**Note - 2 : Share Capital**

**Authorised**

40,00,000 Equity Shares (P.Y. 500,000 Equity Shares)  
of Par Value of Rs. 10/- each

4,00,000.00

**Issued, Subscribed & paid up**

38,43,210 Equity Shares (P.Y. 26,88,210 Equity Shares)  
of Par Value of Rs. 10/- each #

3,84,321.00

**Total**

3,84,321.00

# Out of the above share 23,71,950 shares have been issued as fully paid up by way of bonus shares by capitalization of Share Premium & accumulated profits

a) The reconciliation of number of shares outstanding and the amount of Share Capital as at the opening and closing dates is set out below:

Particulars		March 31, 2025 Number of share
Shares outstanding at the beginning of the year		26,88,210
Shares Issued during the year		11,55,000
Shares outstanding at the end of the year		38,43,210

b) The company has only one class of equity shares having a par value of Rs. 10/- each. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

c) Following Shareholders hold equity shares more than 5% of the Total equity shares of the company at the end of the year:

Name of Shareholder		March 31, 2025 Number of shares (%age)
Gaytri Thakur		10,14,475 (26.40%)
Rambabu Thakur		16,73,235 (43.54%)

(d) Shares held by the promoter

Equity Shares			March 31, 2025 Number of shares (%age)
Name of Promoter		%age change during the year	
Gaytri Thakur		(11.34)	10,14,475 (26.40%)
Rambabu Thakur		(18.70)	16,73,235 (43.54%)
Yashwant Thakur		0.00%	100 (00.00%)
Rohit Kumar Roy		0.00%	100 (00.00%)
Urvashi Thakur		0.00%	6100 (00.16%)
Rupesh Thakur		0.00%	850 (00.02%)
Sanjeev Kumar Tomer		0.00%	100 (00.00%)

e) The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

f) The company has issued 23,71,950 equity shares as bonus shares during the Financial year 2022-23 to its promoters.



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars			AS AT March 31, 2025
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**Note - 3 : Reserves & Surplus**

**Security Premium Reserve**

Opening Balance	0.00
Additions during the year	4,38,900.00
Less: Utilised against bonus issue during the current year	0.00
	<b>4,38,900.00</b>

**Surplus**

As per last Balance Sheet	66,423.11
Add: Net profit/ (loss) transferred from the statement of profit and loss	2,48,736.80
Less: Utilised against bonus issue during the current year	0.00
	<b>3,15,159.91</b>

**Total**

**7,54,059.91**

**Note - 4 : Long Term Borrowings**

**Secured Loan**

Term Loan	
From Bank	
Against hypothecation of Vehicles	32,860.23

**Unsecured Loan**

From Limited Companies	19,838.29
From Banks	3,666.94
From a Director	0.00
	<b>56,365.46</b>

Particulars	Rate of Interest	Amount Outstanding
<b>Against hypothecation of Vehicles from banks</b>		
(i) Axis Bank Ltd	7.66%	3,117.97
(ii) HDFC Bank Ltd	7.50%	0.00
(iii) Axis Bank Ltd	9.30%	14,348.69
(iv) Axis Bank (New Loan) Tata SFC 609	9.70%	10,681.33
(v) Axis Bank Mahindra Bolero Maxx	9.36%	4,712.24
<b>Subtotal</b>		<b>32,860.23</b>
<b>Unsecured Loan from Bank</b>		
(i) IDFC First Bank	16.00%	3,666.94
(ii) Yes Bank Ltd	16.50%	0.00
<b>Subtotal</b>		<b>3,666.94</b>
<b>Unsecured Loan from Limited Companies</b>		
Cholamandalam Investment & Finance Co. Ltd.	17.50%	7,801.32
Godrej Finance Limited	19.00%	12,036.97
<b>Subtotal</b>		<b>19,838.29</b>



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars			AS AT March 31, 2025
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## Note - 5 : Deferred tax liabilities ( Net )

### Deferred Tax Liabilities

Timing Difference of Fixed Assets depreciation and Amortisation

As at beginning of the year	446.83
Adjustment during the year	2,736.43

3,183.26

Deferred Tax Liability (net) as at closing of the year

3,183.26

## Note - 6 : Long Term Provisions

### Provision for Gratuity Obligation

As per last balance sheet	3,687.08
Additions during the year	2,032.85
Paid during the year	0.00

5,719.93

## Note - 7 : Short Term Borrowings

From Bank

-Working Capital Facilities	3,52,203.80
Current Maturity of Long term Debt	38,906.67

3,91,110.47

1. Working Capital limits from DBS Bank carries interest rate of 11.00% p.a. and is secured by First Pari Passu Charge on current assets of the company including the assets created out of the CGTMSE facility.

The Loan is further secured by Two Residential Flats of the company at Property No. RZ F-1150 Flat nos 101 & 102, Raj Nagar - II Palam Colony, Delhi-110077

2. Working Capital limits from IDFC First Bank carries interest rate of 10.50% p.a. and is secured by way of hypothecation on current assets and moveable Fixed assets ( Present & Future ) of the company.

The Loan is further secured by Two Residential Flats of one of the Directors of the company at Property No. RZ F-1150 UG-1 & UG-2, Raj Nagar - II Palam Colony, Delhi-110077

Both the loans are further guaranteed by Mr. Ram Babu Thakur, Ms Gayatri Thakur & Mr. Yashwant Thakur.



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars			AS AT March 31, 2025
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**Note No. 8 : Trade Payable**

- due from Micro, Small and Medium Enterprises			0.00
Not Due			0.00
Outstanding for following periods from due date of payment			
Less than 1 Year		2,44,031.91	
1-2 Years		0.00	
2-3 Years		0.00	
More than 3 Years		0.00	
- due from Others			0.00
Not Due			0.00
Outstanding for following periods from due date of payment			
Less than 1 Year		75,814.08	
1-2 Years		0.00	
2-3 Years		0.00	
More than 3 Years		0.00	
		3,19,845.99	

**Note - 9 : Other current liabilities**

Statutory Payables			7,589.88
Expenses Payables		30,487.40	
Advance From Customers		508.70	
		38,585.98	

**Note - 10 : Short-term provisions**

Provision for Gratuity Obligation			0.00
As per last balance sheet		888.38	
Additions during the year		0.00	
Paid during the year		888.38	
<b>Provision for Income Tax</b>			
As per last balance sheet		37,378.72	
Additions during the year		90,537.00	
Adjustment during the year		(37,378.72)	
Paid during the year		(21,472.45)	
		69,064.55	
		69,952.93	



## HOAC FOODS INDIA LIMITED

Notes to the financial statement as on March 31, 2025

### Note 11 : Property, Plant & Equipment

Description	Gross Block			Depreciation / Amortisation			Net Block		
	As at 01-04-2024	Additions	Adjustment or Deletions	As at 31-03-2025	As at 01-04-2024	For the Year	Adjustment or Deletions	As at 31-03-2025	As at 31-03-2024
	(Rs. in Hundred)								
Lease Hold Improvements	0.00	1,65,340.04	0.00	1,65,340.04	0.00	11,167.87	0.00	1,54,172.17	0.00
Office Premises	0.00	58,108.00	0.00	58,108.00	0.00	0.00	0.00	58,108.00	0.00
Plant & Machinery	35,559.32	43,699.88	49.50	79,208.69	11,545.14	3,403.17	2.04	64,163.43	23,914.18
Furniture & Fixtures	14,912.12	8,594.46	38.00	23,428.58	4,551.85	1,855.22	2.32	16,993.83	10,360.27
Delivery Vehicles	38,479.17	17,768.29	0.00	56,247.46	10,391.58	3,987.29	0.00	41,868.59	28,087.59
Motor Car	22,580.57	0.00	0.00	22,580.57	2,234.53	2,681.45	0.00	17,664.59	20,346.04
Computer	8,880.63	5,130.47	0.00	14,011.10	6,803.91	2,145.71	0.00	8,949.62	2,076.72
Misc Assets	0.00	9,837.57	0.00	9,837.57	0.00	567.77	0.00	9,269.80	0.00
Office Equipment	6,480.42	6,123.29	0.00	12,603.71	2,872.80	1,947.33	0.00	7,783.58	3,607.62
<b>Current Year</b>	<b>1,26,892.23</b>	<b>3,14,562.09</b>	<b>87.50</b>	<b>4,41,366.82</b>	<b>28,499.81</b>	<b>27,785.80</b>	<b>4.36</b>	<b>3,75,085.57</b>	<b>88,392.42</b>
<b>Previous Year</b>	<b>85,823.55</b>	<b>46,811.13</b>	<b>5,742.45</b>	<b>1,28,892.23</b>	<b>26,807.37</b>	<b>11,612.13</b>	<b>119.68</b>	<b>88,392.42</b>	<b>59,016.18</b>

### Note 12 : Intangible Assets

Description	Gross Block			Depreciation / Amortisation			Net Block		
	As at 01-04-2024	Additions	Adjustment or Deletions	As at 31-03-2025	As at 01-04-2024	For the Year	Adjustment or Deletions	As at 31-03-2025	As at 31-03-2024
	(Rs. in Hundred)								
Softwares	3,689.32	8,649.83	3,005.69	9,333.45	1,347.21	1,680.16	5.64	6,311.73	2,342.11
<b>Current Year</b>	<b>3,689.32</b>	<b>8,649.83</b>	<b>3,005.69</b>	<b>9,333.45</b>	<b>1,347.21</b>	<b>1,680.16</b>	<b>5.64</b>	<b>3,021.73</b>	<b>2,342.11</b>
<b>Previous Year</b>	<b>2,150.18</b>	<b>1,539.14</b>	<b>0.00</b>	<b>3,689.32</b>	<b>460.66</b>	<b>857.20</b>	<b>(29.45)</b>	<b>1,347.21</b>	<b>1,689.62</b>



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars			AS AT March 31, 2025
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**Note - 13 : Other Non-current assets**

Security Deposits (Unsecured)			17,205.00
			17,205.00

**Note - 14 : Inventories**

(As per physically verified, valued and certified by the Management)

Raw Material & Other Materials			1,01,299.02
Packing Material			25,223.10
Finished Goods			2,61,157.78
			3,87,679.90

**Note 15 : Trade Receivable**

(Unsecured considered good unless otherwise stated)

**A) Not Due**

- Undisputed Trade receivables – considered good			0.00
B) Due but not received			
- Undisputed Trade receivables – considered good			6,45,397.71
i) Outstanding for a period upto 6 months			1,98,915.65
ii) Outstanding for a period 6 months to 1 year			0.00
iii) Outstanding for a period 1 year to 2 year			0.00
iv) Outstanding for a period 2 year to 3 year			0.00
v) Outstanding for a period exceeding 3 years			0.00
- Undisputed Trade Receivables - Considered doubtful			0.00
- Disputed Trade Receivables - Considered Good			0.00
- Disputed Trade Receivables - Considered doubtful			0.00
			8,45,313.36

**Note - 16 : Cash and cash equivalents**

Balances with Banks			92,084.28
- In Current Account			39,207.02
Cash In Hand			
			1,31,291.30
<b>Other Bank Balance</b>			2,00,000.00
Bank Deposit with more than three months maturity			
			3,31,291.30



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars			AS AT March 31, 2025
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**Note - 17 : Short term loans and advances**

Balance with revenue authorities	9,234.53
Advance to Suppliers	24,110.17
Amount Recoverable	
- Considered Good	4,241.36
- Considered Doubtful	22,316.67
Advance to Subsidiary	0.00
Prepaid Expenses	355.33

60,258.07



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars			For the year ended March 31, 2025
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**Note - 18 : Revenue from operations**

**Sale of Products**

Atta, Dal Spices, Oil and other products

26,47,657.86

26,47,657.86

**Note - 19 : Other Income**

Profit on sale of Fixed assets

223.04

Interest Received on FDR

12,885.70

Other Interest Received

1,104.73

Other Income

500.00

Franchise Fees

1,694.92

16,408.38

**Note - 20 : Cost of material consumed**

Opening Stock of Raw Material

1,61,032.31

Add: Purchases

17,45,028.08

Add: Cartage

0.00

19,06,060.39

Less: Closing Stock of Raw Material

1,01,299.02

Total

18,04,761.37

**Note - 21 : Changes in Inventories**

In the beginning of the year

Finished Goods

2,12,118.52

As at the end of the year

Finished Goods

2,61,157.78

(49,039.26)

**Note - 22 : Employee benefits expenses**

Salaries and Wages

1,86,278.85

Directors Sitting Fees

3,800.00

Contribution to ESI, Provident Fund and Other Funds etc.

3,986.64

Staff Welfare Expense

9,358.14

2,03,223.63

**Note - 23 : Finance Cost**

Interest on Long Term Loans

14,716.90

Interest on Short Term Loans

14,727.49

Interest on Others

2,096.92

Other Finance Cost

17,558.15

49,099.45



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars			For the year ended March 31, 2025
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**Note - 24 : Depreciation and amortization expense**

Depreciation on tangible assets	27,785.80
Amortisation of intangible assets	1,680.16
	29,465.96

**Note - 25 : Other expenses**

**A. Direct Expenses**

Packing Material Consumed	43,901.25
Other Factory Expenses	4,032.99
	47,934.24

**B. Other administrative expenses**

Rent Expenses	55,657.85
Bank Charges & Processing Fees	3,027.06
Repair & Maintenance Expenses	33,716.83
Conveyance & Travelling	1,137.30
Printing & Stationary Expenses	4,751.32
Communication Expenses	2,101.03
General Office Maintenance & Other Expenses	20,382.63
Auditor's Remuneration	
- As Audit Fees	1,850.00
- For other Matters	500.00
Insurance Charges	1,012.78
Electricity Expenses	18,981.89
Vehicle Running & Maintenance Expenses	4,112.13
GST Charged	4,961.87
Software Expenses	1,333.30
Preliminary Expenses	263.53
Legal & Professional Charges	19,629.12
	1,73,418.65

**C. Advertisement & Promotion Expenses**

Advertisement Expenses	2,610.08
Business Promotion Expenses	938.55
Commission Expenses	6,038.09
	9,586.71

**D. Selling & Distribution Expenses**

Delivery Expenses	14,069.83
Freight and Forwarding Charges	34,835.06

48,904.88

2,79,844.48



## HOAC FOODS INDIA LIMITED

### Notes to the financial statement for the year ended March 31, 2025

26 Ratios

(Rs. In Hundred)

(i) **Current ratio = Current Assets/ Current Liabilities**

Particulars	March 31, 2025
Current assets	16,24,542.63
Current liabilities	8,19,495.37
Ratio	1.98

(ii) **Debt Equity ratio = Total debt/ Total equity**

Particulars	March 31, 2025
Total Debt	4,47,475.93
Total Equity	11,38,380.91
Ratio	0.39

(iii) **Debt Service Coverage Ratio = Net Operating Income/ Total interest and principal payments**

Particulars	March 31, 2025
Profit before tax	3,46,710.61
Other Income	(16,408.38)
Finance cost	49,099.45
Net Operating Income	3,79,401.69
Repayment of Interest during the year	49,099.45
Repayment of Debt during the year	(2,21,900.22)
Total interest and principal payments	(1,72,800.77)
Ratio	(2.20)

(iv) **Return on Equity (ROE) Ratio = Net profit after tax / Total Shareholders' Equity**

Particulars	March 31, 2025
Net profit after tax	2,48,361.80
Total shareholders equity	11,38,380.91
Ratio	0.22

(v) **Inventory turnover ratio = Cost of goods sold/ Average Inventory**

Particulars	March 31, 2025
Cost of Goods Sold	17,55,722.11
Average Inventory	3,67,803.81
Ratio	4.77

(vi) **Trade receivables turnover ratio = Credit sales/ Average trade receivables**

Particulars	March 31, 2025
Credit Sales	6,48,347.08
Average Trade Receivable	5,35,820.95
Ratio	1.21



## HOAC FOODS INDIA LIMITED

### Notes to the financial statement for the year ended March 31, 2025

<b>(vii) Trade payables turnover ratio = Net credit purchase/ Average trade payables</b>		<i>(Rs. In Hundred)</i>
		<b>March 31, 2025</b>
<b>Particulars</b>		
Credit Purchases		17,45,028.08
Average Trade Payable		2,44,631.03
Ratio		7.13

<b>(viii) Net capital turnover ratio= Sales/ net Working Capital</b>		<b>March 31, 2025</b>
<b>Particulars</b>		
Sales		26,47,857.86
Net working Capital		8,05,047.26
Ratio		3.29

<b>(ix) Net profit ratio= Net profit after tax/ Sales</b>		<b>March 31, 2025</b>
<b>Particulars</b>		
Net profit after tax		2,48,361.80
Sales		26,47,657.86
Ratio		0.09

<b>(x) Return on capital employed ratio=Earnings before interest and tax (EBIT)/ (Total Assets-Total Current Liabilities)</b>		<b>March 31, 2025</b>
<b>Particulars</b>		
Net profit after tax		2,48,361.80
Finance cost		48,099.45
Other income		(16,408.38)
EBIT		2,81,052.88
Total assets		16,24,542.63
Current liabilities		8,19,495.37
Capital employed		8,05,047.26
Ratio		0.35



## HOAC FOODS INDIA LIMITED

### Notes to the financial statement for the year ended March 31, 2025

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(xi) Return on Investment ratio= Net Profit (PAT)/ Cost of Investment\*100

The company does not have any investment during the current year, therefore this ratio is not applicable to the company.

- 27 There are no loan outstanding or granted to promoter, directors, KMPs and related parties (as defined under Companies Act, 2013), either severally or jointly with any other person either repayable on demand or without specifying any term of period of repayment.
- 28 Other Disclosure as per amendment in Schedule-III dated 24th March, 2021.
- a) There are no proceedings has been initiated or pending against the entity under the Benami Transactions (Prohibitions) Act, 1988.
  - b) There are none Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
  - c) The provision of Corporate Social Responsibility under section 135 of the Act is not applicable to the company.
  - d) The company has not entered in any transaction relating to Crypto Currency or Virtual Currency during the year.
  - e) The entity has not entered into any transaction with such entities whose name has been struck off u/s 248 of the Act.
  - f) The company has taken loan from bank and financial institution during the year, however there is no returns or statement of current assets have been filed by the company with the bank.
  - g) The company has not declared as wilful defaulter.
  - h) The company has been complied with the provision relating to layers of companies.
  - i) The Company has no undisclosed income pertaining to prior period which is required to be disclosed in current year.
  - j) The company has registered all the charges with Registrar of Companies within the statutory period.



**HOAC FOODS INDIA LTD**

Notes to the Consolidated financial statement for the year ended March 31, 2025

*(Rs. in Hundred)*  
**31 March 2025****29. COMMITMENTS**

- a) Estimated amount of contracts Remaining to be executed on Capital Account and not provided for (Net of advances) NIL
- b) Letters of Credit opened in favour of inland/overseas suppliers NIL

**30. Contingent Liabilities not provided for :-**

- a) Counter guarantees issued to Bankers in respect of guarantees issued by them NIL
- b) Guarantees issued on behalf of Limited Companies NIL
- c) Claim against the company not acknowledged as debts (Being Contested); NIL

**31. Employee Benefits**

Liability for long term employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Accounting Standard 15 (Revised), the details of which are as here under:

**A. Defined Contribution Plans**

The company makes monthly contribution to Provident fund for Company's contribution to Provident Fund for the year which is charged to Statement of Profit and Loss.

Particulars	<i>(Rs. in Hundred)</i>
	Year ended March 31, 2025
Employer's Contribution to Provident Fund	2,448.35
Employer's Contribution to ESI	1,538.29

**B. Defined Benefit Plans****Gratuity:**

The Company has a defined benefit gratuity plan. Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination / resignation. The benefit vests on the employee completing 5 years of service. The Company makes provision of gratuity asset/liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method.

The following tables summarize the components of net benefit expense recognized in the financials and obligation at the end of year:



**HOAC FOODS INDIA LTD**

Notes to the Consolidated financial statement for the year ended March 31, 2025

Balance Sheet

Details of provision for Gratuity

(Rs. In Hundred)

Particulars	March 31, 2025
Defined Benefit Obligation	6,608.31
Funding Status	Unfunded
Fund Balance	N.A.
Current Liability	888.38
Non – Current Liability	5,719.93

Statement of Profit & Loss

Details of Gratuity Provision

Particulars	March 31, 2025
Interest Cost	263.26
Current Service Cost	2118.86
Past Service Cost	0
Net Actuarial (Gain) / Loss	539.11
Amount recognized in the Statement of Profit & Loss	2,921.23

Statement showing changes in present value of obligation:

Particulars	March 31, 2025
Present value of obligation at the beginning	3,687.08
Interest Cost	263.26
Current Service Cost	2118.86
Past Service Cost	0
Benefits paid	0
Net Actuarial (Gain) / Loss	539.11
Present value of obligation at the end	6,608.31

The principal assumption used in determining gratuity benefit obligations for the Company's plans are shown below:

Particulars	March 31, 2025
Discount rate	6.59% per annum
Salary Escalation	10.00 % per annum
Mortality	IALM 2012-14
Attrition rate	30.00 % per annum
Retirement Age	58 Years

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

32. In the opinion of the Management current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated except where indicated otherwise.



**HOAC FOODS INDIA LTD**

Notes to the Consolidated financial statement for the year ended March 31, 2025

33. Balances of certain debtors, creditors, loans and advances are subject to confirmation.

34. Additional Information Pursuant to Para 5 of the Part II of Schedule III of the Companies Act, 2013:

		<i>(Rs. in Hundred)</i>
a)	Particulars of Sales & Stocks	Year Ended 31-03-2025
	<b>Opening Stock</b>	
	- Atta, Dal Spices, Oil and other products	2,12,118.52
	<b>Purchases</b>	
	- Atta, Dal Spices, Oil and other products	0.00
	<b>Sales</b>	
	- Atta, Dal Spices, Oil and other products	26,47,657.86
	<b>Closing Stock</b>	
	- Atta, Dal Spices, Oil and other products	2,61,157.78

b) CIF Value of Imports :

Particulars	March 31, 2025
a) Capital Goods	0.00
b) Raw Materials/Chemicals	0.00
c) Spares and Consumables	0.00

c) Other Expenditure in Foreign Currency (on accrual basis):

Particulars	March 31, 2025
a) Travelling Expense	0.00
b) Other Charges	0.00

d) Earning In Foreign Currency (on accrual basis) :

Particulars	March 31, 2025
Other Income / FOB Value of Exports	0.00

e) Value of imported/indigenous raw material/packing material consumed and the percentage of each to total consumption: -

Particulars	%	2024-25
- Imported	0.00%	0.00
- Indigenous	100.00%	18,04,761.37

35. The inventories are taken as per records duly certified by the Company. The same have been valued in accordance with Accounting Policies.



## HOAC FOODS INDIA LTD

Notes to the Consolidated financial statement for the year ended March 31, 2025

### 36. Segmental Reporting :

The Company is a Manufacturing, Processing & trading company of Food Products. The Company is managed organizationally as a unified entity with various functional heads reporting to the top management and is not organized along product lines. There are therefore, no separate segments within the company as defined by AS-17 (Segmental Reporting) issued by ICAI.

37. Tax Expense is the aggregate of current year income tax and deferred tax charged to the Profit and Loss Account for the year.

#### Current Year Charges

Income Tax provision of Rs. 90,537.00 Hundred has been made as per the provisions of the Income Tax Act.

#### Deferred Tax Liability/Asset

The Company estimates the deferred tax charge using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year. The movement of provision for deferred tax is given below:

(Rs In Hundred)

Particulars	At the beginning of the year	Charge/(credit) during the year	At the end of the year
<b>LIABILITY</b>			
Depreciation	433.54	2,487.07	2,933.90
<b>ASSETS</b>			
Unabsorbed business loss, depreciation & disallowable expenses	0.00	0.00	0.00
<b>Net Deferred Tax Liability</b>	<b>433.54</b>	<b>2,487.07</b>	<b>2,933.90</b>

### 38. Related Party Disclosures:

In accordance with the Accounting Standards (AS-18) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below: -

#### A. Relationships

- (a) Key Managerial Personnel
- Sh. Ram Babu Thakur : Managing Director
  - Sh. Yashwant Thakur : Chairman
  - Sh. Mukesh Garg : Director
  - Mrs. Gayatri Thakur : Director
  - Mrs. Mamta : Director
  - Mr. Manish Sharma : Chief Financial Officer
  - Bhawana Agarwal : Company Secretary



**HOAC FOODS INDIA LTD**

Notes to the Consolidated financial statement for the year ended March 31, 2025

B. The following transactions were carried out with related parties in the ordinary course of business: -

Particulars	(Rs. in Hundred)
	March 31, 2025
<b>Key Managerial Personnel</b>	
Interest Paid	0.00
Ram Babu Thakur	
<b>Unsecured Loan</b>	
Ram Babu Thakur	4,245.08
Opening Balance (Cr.)	0.00
Amount Received	4,245.08
Amount Paid	0.00
Interest Credited (Net)	0.00
Shares Issued	0.00
Closing Balance (Cr.)	
<b>Remuneration</b>	
Ram Babu Thakur	12,000.00
Gayatri Thakur	9,000.00
Manish Sharma	3,330.00
Patterson Thomas	0.00
Bhawana Agarwal	1,800.00
Yashwant Thakur	0.00
<b>Director Sitting Fee</b>	
Mukesh Garg	900.00
Mamta	900.00
Yashwant Thakur	1800.00
<b>Equity Shares Allotted</b>	
Ram Babu Thakur	
99,260 shares of Rs.10/- issued at 85/- per share	0.00

C. Balance written off/written back is Rs. NIL (PY NIL) Hundred



**HOAC FOODS INDIA LTD**

Notes to the Consolidated financial statement for the year ended March 31, 2025

**39. Earnings per share (EPS)**

The numerators and denominators used to calculate Basic and Diluted Earnings per share:

**Basic Earning Per Share**

Particulars	(Rs. in Hundred)
	March 31, 2025
Profit/(Loss) before tax for the year	3,46,710.61
Less : Provision for Income Tax / Deferred Tax	93,273.43
Less : Income Tax adjustments	5,075.38
Add : Minority Share	375.00
Profit/ (Loss) attributable to the Equity Shareholders – (A)	2,48,736.80
Weighted average number of Equity Shares outstanding during the year (B)	36,81,826
Adjusted Weighted average number of Equity Shares outstanding during the year (C)	36,81,826
Nominal value of Equity Shares (Rs)	10/-
Basic/Diluted Earnings per share (Rs) – (A)/(B)	6.76

**40. Dues To Micro And Small Enterprises**

The dues to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the company is given below:

Particulars	(Rs. in Hundred)
	Year Ended 31.03.2025
Not Due	NIL
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	NIL
Principal amount due to micro and small enterprises	NIL
Interest due on above	NIL
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	NIL
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	NIL



**HOAC FOODS INDIA LTD**

Notes to the Consolidated financial statement for the year ended March 31, 2025

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41. Previous year figures have been rearranged/ regrouped wherever considered necessary.

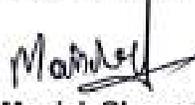
For Krishan Rakesh & Co  
Chartered Accountants  
FRN: 009088N

  
K.K. Gupta  
(Partner)  
M.No.: 087891



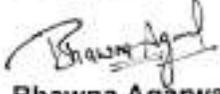
Place : Delhi  
Date : 28-05-2025

  
Rambabu Thakur  
(Managing Director)  
DIN: 08084215

  
Manish Sharma  
(Chief Financial Officer)  
PAN : KMLPS4330C

for and on behalf of the board of  
HOAC FOODS INDIA LIMITED

  
Yashwant Thakur  
(Chairman)  
DIN: 10351322

  
Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

**INDEPENDENT AUDITOR'S REPORT**

To the Members of M/s HOAC FOODS INDIA LTD

**Report on Audit of Financial Statements**

We have audited the accompanying Financial Statements of HOAC FOODS INDIA LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, the Statement of Cash Flow and for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its Profit, and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SA's") specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material



misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one



resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- (d) Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure-I" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The report in respect of internal financial controls is not applicable to the company during the year as per notification of Ministry of Corporate Affairs Notification No. GSR 583(E) dated 13th June, 2017 read with Notification No. GSR 464(E) dated 5th June, 2015, clause (i) of Section 143(3) of the Companies Act, 2013.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company does not have any pending litigations which would impact its financial position.



- (ii) In our opinion and as per the information and explanations provided to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As per the representation received and to the best of its knowledge and belief, the company has not declared or paid dividend either final or interim in nature during the year.
- (vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.





**Krishan Rakesh & Co.**  
CHARTERED ACCOUNTANTS

PHONE : 011-40159075

143, KOHAT ENCLAVE  
2ND FLOOR, PITAMPURA  
DELHI - 110034

Additionally, the audit trail, where enabled, has been preserved by the company as per the statutory requirements for record retention.

For Krishan Rakesh & Co.  
Chartered Accountants  
Firm Regn. No. 009088N



Place : Delhi  
Dated : 28-05-2025  
UDIN : 25087891BMIDZL4892

K.K. GUPTA  
(Partner)  
M.No.: 087891

**ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s M/s HOAC FOODS INDIA LTD)**

- (i.) In respect of Company's Property, Plant and Equipment and Intangible Assets
- (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets;
- (B) The company has maintained proper records showing intangible assets.
- (b) As explained to us, all the property, plant and equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification;
- (c) According to information & explanation given to us, company does not have any immovable property.
- (d) The company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year;
- (e) Further, no proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii.) (a) According to information & explanation given to us Physical verification of inventory has been conducted by the management at reasonable intervals and the coverage and procedure of such verification by the management is appropriate; and there was no discrepancy of 10% or more in the aggregate for each class of inventory noticed.
- (b) The company has not been sanctioned working capital limits in excess of 5 crore rupees during any point of time of the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii.) As informed to us the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
- (iv.) According to the information and explanations given to us, the company has complied with section 185 and 186, wherever applicable, of the Companies Act, 2013.
- (v.) According to the information and explanations given to us the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi.) The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out

by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

(vii.) In respect of the statutory and other dues:

(a) As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.

(b) We, according to information and explanations given to us, there are no any dues referred to in sub-clause (a) have not been deposited on account of any dispute.

(viii.) According to information and explanations given to us, there were no unrecorded transactions in the books of account which have to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961),

(ix.) Based on our audit procedure and on the basis of information and explanation given to us by the management we are of the opinion that:

(a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender,

(b) The company has not been declared as willful defaulter by any bank or financial institution or government and any government authority;

(c) According to information and explanations given to us, the company has obtained vehicle loan during the year and applied for the purpose for which the loans were obtained.

(d) The funds raised on short term basis have not been utilized for long term purposes by the company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The company has not raised any loan during the year on the pledge of the securities held in its subsidiaries, joint ventures or associate companies, accordingly reporting under clause 3(ix)(f) of the Order is not applicable.

(x.) (a) The Company has raised moneys by way of initial public offer during the year. The money raised during the year were applied for the purposes for which those are raised,

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.



- (xi.) (a) Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud by the company or fraud on the company has been noticed/reported during the course of our audit for the year ended 31.03.2025.
- (b) No report under sub-section (12) of section 143 of the Companies Act is required to be filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According the information and explanation given to us no whistle-blower complaints have been received during the year.
- (xii.) The provisions of clause (xii) of the order are not applicable as the company is not a Nidhi Company as specified in the clause.
- (xiii.) According to information and explanations given to us and on the basis of our examination of records of the company, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv.) (a) The company has an adequate internal audit system commensurate with the size and nature of its business;
- (b) The company is not required to appoint internal auditor as per the provision of the Companies Act, 2013.
- (xv.) According to information and explanation given to us the company has not entered into any non-cash transaction with the director or any person connected with him during the year and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi.) (a) According to the information and explanations given to us, and in view of its business activities, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year requiring valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(b) is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) is not applicable to the company.
- (d) According to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii.) The company has not incurred cash losses during the current financial year and preceding financial year accordingly reporting under clause 3(xvii) of the Order is not applicable.

- (xviii.) The company has received the resignation letter dated 26/09/2023 from it's Statutory Auditors and there were no objections or concerns raised by the outgoing auditors.
- (xix.) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx.) (a) The provision sub-section (5) of section 135 of the Act is not applicable to company, therefore the company is not required to transfer any amount to the fund specified in section 135 of the Act.
- (b) No Such amount is required to be transfer to special account in compliance of the provision go sub-section (6) of section 135 of the Act.

Place : Delhi  
Dated : 28-05-2025  
UDIN : 25087891BMIDZL4892



For Krishan Rakesh & Co.  
Chartered Accountants  
Firm Regn. No. 009088N



K.K. GUPTA  
(Partner)  
M.No.: 087891

# HOAC FOODS INDIA LIMITED

## Balance Sheet as at March 31, 2025

(Rs. in Hundred)

Particulars	Notes	AS AT March 31, 2025	AS AT March 31, 2024
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	2	3,84,321.00	2,68,821.00
Reserves and surplus	3	7,55,483.43	66,423.11
		<b>11,39,804.43</b>	<b>3,35,244.11</b>
<b>Non-current liabilities</b>			
Long Term Borrowings	4	56,365.46	78,470.16
Deferred tax liability	5	3,183.26	446.83
Long Term Provisions	6	5,719.93	3,687.08
		<b>65,268.65</b>	<b>82,604.07</b>
<b>Current liabilities</b>			
Short Term Borrowings	7	3,91,110.47	1,47,105.55
Trade payables	8	3,19,845.99	1,69,416.08
Other current liabilities	9	37,572.45	24,299.19
Short term Provisions	10	69,952.93	37,378.72
		<b>8,18,481.84</b>	<b>3,78,199.54</b>
<b>Total</b>		<b>20,23,554.92</b>	<b>7,96,047.71</b>
<b>Assets</b>			
<b>Non-current assets</b>			
<b>Property, plant &amp; equipment and Intangible Assets</b>			
Property, plant & equipment	11	3,75,085.57	88,392.42
Intangible Assets	12	6,311.73	2,342.11
Capital Work in Progress		0.00	73.72
Investments	13	1,125.00	0.00
Other Non-Current Assets	14	17,205.00	7,525.00
		<b>3,99,727.30</b>	<b>98,333.25</b>



# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars	Notes	AS AT March 31, 2025	AS AT March 31, 2024
<b>Current assets</b>			
Inventories	15	3,87,679.90	3,74,569.21
Trade receivables	16	8,45,313.36	2,26,328.53
Cash and cash equivalent	17	3,30,566.29	43,752.14
Short term loans and advances	18	60,268.07	53,064.58
		<b>16,23,827.62</b>	<b>6,97,714.46</b>
<b>Total</b>		<b>20,23,554.92</b>	<b>7,96,047.71</b>

**Significant Accounting Policies**

1

The accompanying notes form an integral part of these financial statements.

In terms of our report of even date annexed  
For Krishan Rakesh & Co.  
Chartered Accountants  
Firm Regn. No. : 009088N

*Rambabu*  
for and on behalf of the board of  
HOAC FOODS INDIA LIMITED

Place : Delhi  
Date : 28-05-2025



*K.K. Gupta*  
K.K. Gupta  
(Partner)  
M.No.: 087891

*Rambabu*  
Rambabu Thakur  
(Mg. Director)  
DIN: 08084215

*Yashwant Thakur*  
Yashwant Thakur  
(Chairman)  
DIN: 10351322

*Manish*  
Manish Sharma  
(C.F.O.)  
PAN : KMLPS4330C

*Bhawna*  
Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

# HOAC FOODS INDIA LIMITED

## Statement of Profit & Loss for the year ended March 31, 2025

(Rs. in Hundred)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Income</b>			
Revenue from operations	19	26,47,657.86	15,62,940.05
Other Income	20	16,408.38	0.00
<b>Total Income</b>		<b>26,64,066.24</b>	<b>15,62,940.05</b>
<b>Expenses</b>			
Cost of material consumed	21	18,04,761.37	10,09,045.61
Change in Inventories	22	(49,039.26)	(194.74)
Employee benefits expense	23	2,01,923.63	1,59,844.91
Finance Cost	24	49,099.45	32,500.50
Depreciation and amortization expense	25	29,465.96	12,933.74
Other expenses	26	2,79,345.96	2,12,529.49
<b>Total expenses</b>		<b>23,15,557.11</b>	<b>14,26,659.52</b>
<b>Profit/ (loss) before tax</b>		<b>3,48,509.13</b>	<b>1,36,280.54</b>
<b>Tax Expenses:</b>			
<b><u>Current Tax</u></b>			
Current year		90,537.00	37,602.00
Earlier year		5,075.38	455.82
<b><u>Deferred Tax</u></b>			
Current year		2,736.43	(4,117.42)
<b>Profit for the year</b>		<b>2,50,160.32</b>	<b>1,02,340.13</b>
<b>Earning Per Share (Basic / Diluted)</b>	39	6.79	3.88

### Significant Accounting Policies

1

The accompanying notes form an integral part of these financial statements.

In terms of our report of even date annexed

For Krishan Rakesh & Co.

Chartered Accountants

Firm Regn. No. : 009088N

*Rambabu*  
for and on behalf of the board of  
HOAC FOODS INDIA LIMITED

Place : Delhi

Date : 28-05-2025



*K.K. Gupta*  
K.K. Gupta  
(Partner)  
M.No.: 087891

*Rambabu*  
Rambabu Thakur  
(Mg. Director)  
DIN: 08084215

*Yashwant Thakur*  
Yashwant Thakur  
(Chairman)  
DIN: 10351322

*Manish*  
Manish Sharma  
(C.F.O.)  
PAN : KMLPS4330C

*Bhawna Agarwal*  
Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

# HOAC FOODS INDIA LIMITED

## Statement of Cash Flow for the year ended March 31, 2025

(Rs. in Hundred)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before tax and extra ordinary items	3,48,509.13	1,36,280.54
Adjustment for :		
Depreciation	29,465.96	12,933.74
Provision for Gratuity	2,921.23	3,687.08
Profit on sale of Fixed Assets	(223.04)	0.00
Interest expense	49,099.45	32,500.50
	<b>4,29,772.74</b>	<b>1,85,401.86</b>
<b>Operating Profit before Working Capital Facilities</b>		
Adjustment for :		
(increase)/decrease in Trade & Other Receivable	(6,18,984.83)	(1,23,397.96)
(increase)/decrease in Inventories	(13,110.69)	(1,54,843.00)
(increase)/decrease in Other Current assets	(16,883.49)	12,887.79
increase/(decrease) in Trade Payable & Other payables	1,50,429.91	69,707.85
increase/(decrease) in Other Current Liabilities	13,273.27	8,365.18
	<b>(65,503.11)</b>	<b>(1,878.29)</b>
<b>Cash generated from operation</b>		
Tax Paid	(63,926.55)	(26,993.90)
	<b>(1,19,429.66)</b>	<b>(28,872.19)</b>
<b>Net Cash Flow from operating activities</b>		
	<b>(1,19,429.66)</b>	<b>(28,872.19)</b>
<b>B. Cash Flow From Investing activities</b>		
Purchase of property, plant and equipment	(3,23,211.92)	(42,962.46)
Purchase of Investments	(1,125.00)	0.00
Capital Work in Progress	73.72	(73.72)
Sale/Adjustment of Fixed Assets	3,306.23	0.00
	<b>(3,20,956.97)</b>	<b>(43,036.18)</b>
<b>Net Cash used in investing activities</b>		
	<b>(3,20,956.97)</b>	<b>(43,036.18)</b>



*Kantaku.*

## HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

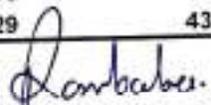
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>C. Cash Flow from Financing Activities</b>		
Interest Paid	(49,099.45)	(32,500.50)
Proceeds from Increase in Share Capital	1,15,500.00	9,926.00
Share Premium Received	4,38,900.00	74,445.00
Proceed / ( Repayments ) from long term borrowings	(22,104.70)	(1,222.57)
Proceed from of Short Term borrowings	2,44,004.92	32,496.98
<b>Net Cash used in financing activities</b>	<b>7,27,200.77</b>	<b>83,144.91</b>
<b>Net change in cash and cash equivalents</b>	<b>2,86,814.14</b>	<b>11,236.54</b>
Cash and Cash equivalent in the beginning of the year	43,752.15	32,515.61
Cash and Cash equivalent at the end of the year	<b>3,30,566.29</b>	<b>43,752.15</b>

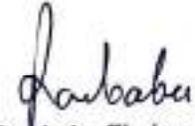
In terms of our report of even date annexed  
For Krishan Rakesh & Co,  
Chartered Accountants  
Firm Regn. No. : 009088N

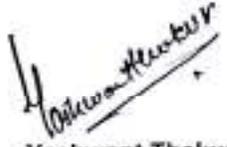
  
K.K. Gupta  
(Partner)  
M.No.: 087891

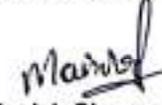
Place : New Delhi  
Date : 28-05-2025

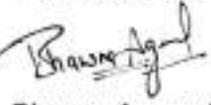


  
for and on behalf of the board of  
HOAC FOODS INDIA LIMITED

  
Rambabu Thakur  
(Mg. Director)  
DIN: 08084215

  
Yashwant Thakur  
(Chairman)  
DIN: 10351322

  
Manish Sharma  
(C.F.O.)  
PAN : KMLPS4330C

  
Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

## HOAC FOODS INDIA LTD

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2025

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### 1. Corporate Information

HOAC Foods India Ltd. ("the Company") was incorporated on 12th March 2018 as a Pvt. Ltd. company and was converted to Ltd company on 30<sup>th</sup> October 2023. The Company is primarily engaged in manufacturing, processing & trading of Atta, Dal Spices, Oil and other products.

#### 1.1 Basis of preparation of financial statements:

These financial statements have been prepared to comply with Accounting Principles Generally accepted in India (Indian GAAP), the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest Hundred.

#### 1.2 Use of estimates:

The preparation of financial statements, in conformity with Indian GAAP, requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

#### 1.3 Statement of significant accounting policies

##### a) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

##### i) Revenue

Sales are shown net of Goods and Service Tax and after deducting discounts if any allowed against credit notes issued in terms of respective sales schemes.

##### ii) Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

##### b) Property, Plant & Equipment and Intangible Assets

i) Property, plant & Equipment and Intangible Assets are stated at their original cost of acquisition inclusive of inward freight, technical knowhow fees, duties and expenditure incurred in the acquisition, construction and installation.

ii) Input Tax Credit availed on capital equipment is accounted for by credit to respective fixed assets.



*Koushan Bakesh*

## HOAC FOODS INDIA LTD

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2025

- iii) Depreciation / amortization on tangible and intangible fixed assets is provided to the extent of depreciable amount on the straight line (SLM) Method. Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013

### c) Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

Cost of raw materials, packing materials, trading and other products are determined on FIFO basis.

### d) GST:

GST is accounted for at the time of removal of goods. Input Tax Credit, to the extent availed, is adjusted towards cost of materials.

### e) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

### f) Gratuity / Retirement Benefits

#### Retirement Benefits

The Company has adopted the Accounting Standard 15-Employees Benefits, prescribed under the Companies (Accounting Standards) Rules, 2006. The Company's obligation towards various employees' benefits has been recognized as follows:

**Defined Contribution plans-** Provident fund is covered under this category. The Co's contribution towards the provident fund is charged to Profit & Loss account and is being regularly deposited with the PF department.

**Defined Benefit plans-** Gratuity are defined benefit plans. The present value of obligation under such defined benefit plans is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans is based on the market yield of government Securities as at the balance sheet date, having maturity period approximating to the terms of related obligations.

The liability towards gratuity (long term and short term) as ascertained by actuary and recognised in the balance sheet at present value. Actuarial gains/losses are recognised immediately in the Statement of Profit & Loss.



*Prakash*

**HOAC FOODS INDIA LTD**

**Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2025**

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**g) Provision, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**h) Unless specifically stated to be otherwise, these policies are consistently followed.**



*Karshan Rakesh*

## HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars	AS AT March 31, 2025	AS AT March 31, 2024
-------------	-------------------------	-------------------------

### Note - 2 : Share Capital

#### Authorised

40,00,000 Equity Shares (P.Y. 500,000 Equity Shares)  
of Par Value of Rs. 10/- each

4,00,000.00

4,00,000.00

#### Issued, Subscribed & paid up

38,43,210 Equity Shares (P.Y. 26,88,210 Equity Shares)  
of Par Value of Rs. 10/- each #

3,84,321.00

2,68,821.00

#### **Total**

3,84,321.00

2,68,821.00

# Out of the above share 23,71,950 shares have been issued as fully paid up by way of bonus shares by capitalization of Share Premium & accumulated profits

a) The reconciliation of number of shares outstanding and the amount of Share Capital as at the opening and closing dates is set out below:

Particulars	March 31, 2025	March 31, 2024
	Number of share	Number of share
Shares outstanding at the beginning of the year	26,88,210	2,17,000
Shares Issued during the year	11,55,000	24,71,210
Shares outstanding at the end of the year	38,43,210	26,88,210

b) The company has only one class of equity shares having a par value of Rs. 10/- each. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

c) Following Shareholders hold equity shares more than 5% of the Total equity shares of the company at the end of the year:

Name of Shareholder	March 31, 2025	March 31, 2024
	Number of shares (%age)	Number of shares (%age)
Gaytri Thakur	10,14,475 (26.40%)	10,14,475 (37.74%)
Rambabu Thakur	16,73,235 (43.54%)	16,73,235 (62.24%)

(d) Shares held by the promoter

Equity Shares Name of Promoter	%age change during the year	March 31, 2025	March 31, 2024
		Number of shares (%age)	Number of shares (%age)
Gaytri Thakur	(11.34)	10,14,475 (26.40%)	10,14,475 (37.74%)
Rambabu Thakur	(18.70)	16,73,235 (43.54%)	16,73,235 (62.24%)
Yashwant Thakur	0.00%	100 (00.00%)	100 (00.00%)
Rohit Kumar Roy	0.00%	100 (00.00%)	100 (00.00%)
Urvashi Thakur	0.16%	6,100 (00.16%)	100 (00.00%)
Rupesh Thakur	0.00%	850 (00.02%)	850 (00.02%)
Sanjeev Kumar Tomer	0.00%	100 (00.00%)	100 (00.00%)



e) The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

*Rambabu*

f) The company has issued 23,71,950 equity shares as bonus shares during the Financial year 2022-23 to its promoters.



## HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars	AS AT March 31, 2025	AS AT March 31, 2024
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### Note - 3 : Reserves & Surplus

#### Security Premium Reserve

Opening Balance	0.00	26,780.69
Additions during the year	4,38,900.00	74,445.00
Less: Utilised against bonus issue during the current year	0.00	1,01,225.69
	<b>4,38,900.00</b>	<b>0.00</b>

#### Surplus

As per last Balance Sheet	66,423.11	1,00,052.28
Add: Net profit/ (loss) transferred from the statement of profit and loss	2,50,160.32	1,02,340.13
Less: Utilised against bonus issue during the current year	0.00	1,35,969.31
	<b>3,16,583.43</b>	<b>66,423.11</b>
<b>Total</b>	<b>7,55,483.43</b>	<b>66,423.11</b>

### Note - 4 : Long Term Borrowings

#### Secured Loan

##### Term Loan

##### From Bank

Against hypothecation of Vehicles	32,860.23	23,827.34
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#### Unsecured Loan

##### From Limited Companies

##### From Banks

##### From a Director

From Limited Companies	19,838.29	32,563.55
From Banks	3,666.94	17,834.18
From a Director	0.00	4,245.08

	<b>56,365.46</b>	<b>78,470.16</b>
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Particulars	Rate of Interest	Amount Outstanding	Amount Outstanding
<b>Against hypothecation of Vehicles from banks</b>			
(i) Axis Bank Ltd	7.66%	3,117.97	5,074.47
(ii) HDFC Bank Ltd	7.50%	0.00	1,348.98
(iii) Axis Bank Ltd	9.30%	14,348.69	17,403.69
(iv) Axis Bank (New Loan) Tata SFC 609	9.70%	10,681.33	0.00
(v) Axis Bank Mahindra Bolero Maxx	9.36%	4,712.24	0.00
		<b>17,466.66</b>	<b>23,827.34</b>
<b>Unsecured Loan from Bank</b>			
(i) IDFC First Bank	16.00%	3,666.94	16,961.39
(ii) Yes Bank Ltd	16.50%	0.00	872.79
		<b>3,666.94</b>	<b>17,834.18</b>
<b>Unsecured Loan from Limited Companies</b>			
Cholamandalam Investment & Finance Co. Ltd.	17.50%	7,801.32	12,924.69
Godrej Finance Limited	19.00%	12,036.97	19,638.86
		<b>19,838.29</b>	<b>32,563.55</b>
<b>Unsecured Loan from Directors</b>			
Rambabu Thakur	7.50%	0.00	4,245.08



*Rambabu*

## HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars	AS AT March 31, 2025	AS AT March 31, 2024
-------------	-------------------------	-------------------------

### Note - 5 : Deferred tax liabilities ( Net )

#### Deferred Tax Liabilities

Timing Difference of Fixed Assets depreciation and Amortisation

As at beginning of the year	446.83	4,564.25
Adjustment during the year	2,736.43	(4,117.42)

	3,183.26	446.83
--	----------	--------

#### Deferred Tax Assets

Unabsorbed depreciation, carry forward losses & disallowances

As at beginning of the year	0.00	0.00
Adjustment during the year	0.00	0.00

	0.00	0.00
--	------	------

Deferred Tax Liability (net) as at closing of the year

	3,183.26	446.83
--	----------	--------

### Note - 6 : Long Term Provisions

#### Provision for Gratuity Obligation

As per last balance sheet	3,687.08	0.00
Additions during the year	2,032.85	3,687.08
Paid during the year	0.00	0.00

	5,719.93	3,687.08
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### Note - 7 : Short Term Borrowings

#### From Bank

-Working Capital Facilities	3,52,203.80	1,08,734.67
Current Maturity of Long term Debt	38,906.67	38,370.88

	3,91,110.47	1,47,105.55
--	-------------	-------------

1. Working Capital limits from DBS Bank carries interest rate of 11.00% p.a. and is secured by First Pari Passu Charge on current assets of the company including the assets created out of the CGTMSE facility.

The Loan is further secured by Two Residential Flats of the company at Property No. RZ F-1150 Flat nos 101 & 102, Raj Nagar - II Palam Colony, Delhi-110077

2. Working Capital limits from IDFC First Bank carries interest rate of 10.50% p.a. and is secured by way of hypothecation on current assets and moveable Fixed assets ( Present & Future ) of the company.

The Loan is further secured by Two Residential Flats of one of the Directors of the company at Property No. RZ F-1150 UG-1 & UG-2, Raj Nagar - II Palam Colony, Delhi-110077

Both the loans are further guaranteed by Mr. Ram Babu Thakur, Ms Gayatri Thakur & Mr. Yashwant Thakur.



*Rambabu*

# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars	AS AT March 31, 2025	AS AT March 31, 2024
<b>Note No. 8 : Trade Payable</b>		
- due from Micro, Small and Medium Enterprises		
Not Due	0.00	0.00
Outstanding for following periods from due date of payment		
Less than 1 Year	2,44,031.91	1,11,439.82
1-2 Years	0.00	0.00
2-3 Years	0.00	0.00
More than 3 Years	0.00	0.00
- due from Others		
Not Due	0.00	0.00
Outstanding for following periods from due date of payment		
Less than 1 Year	75,814.08	57,976.26
1-2 Years	0.00	0.00
2-3 Years	0.00	0.00
More than 3 Years	0.00	0.00
	<b>3,19,845.99</b>	<b>1,69,416.08</b>

**Note - 9 : Other current liabilities**

Statutory Payables	7,589.88	6,856.28
Expenses Payables	29,473.87	17,442.91
Advance From Customers	508.70	0.00
	<b>37,572.45</b>	<b>24,299.19</b>

**Note - 10 : Short-term provisions**

Provision for Gratuity Obligation	0.00	0.00
As per last balance sheet	888.38	0.00
Additions during the year	0.00	0.00
Paid during the year		
	<b>888.38</b>	<b>0.00</b>

**Provision for Income Tax**

As per last balance sheet	37,378.72	26,314.80
Additions during the year	90,537.00	37,602.00
Adjustment during the year	(37,378.72)	(26,314.80)
Paid during the year	(21,472.45)	(223.28)
	<b>69,064.55</b>	<b>37,378.72</b>
	<b>69,952.93</b>	<b>37,378.72</b>



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## HOAC FOODS INDIA LIMITED

Notes to the financial statement as on March 31, 2025

### Note 11 : Property, Plant & Equipment

Description	Gross Block			Depreciation / Amortisation			Net Block	
	As at 01-04-2024	Additions	Adjustment or Deletions	As at 31-03-2025	For the Year	Adjustment or Deletions	As at 31-03-2025	As at 31-03-2024
Lease Hold Improvements		1,05,340.04		1,55,340.04	11,167.87		1,54,172.17	0.00
Office Premises		58,108.00		58,108.00	0.00		58,108.00	0.00
Plant & Machinery	35,559.32	43,999.88	49.50	79,209.69	3,403.17	2.04	64,163.43	23,914.18
Furniture & Fixtures	14,912.12	8,554.46	38.00	23,428.58	1,885.22	2.32	16,093.83	10,380.27
Delivery Vehicles	38,479.17	17,768.29	0.00	56,247.46	3,987.29	0.00	41,868.69	29,087.59
Motor Car	22,580.57	0.00	0.00	22,580.57	2,681.45	0.00	17,604.59	20,346.04
Computer	8,890.63	5,130.47	0.00	14,011.10	2,145.71	0.00	8,949.62	2,076.72
Misc.Assets	0.00	9,837.67	0.00	9,837.67	567.77	0.00	9,269.90	0.00
Office Equipment	6,480.42	6,123.29	0.00	12,603.71	1,947.33	0.00	7,783.58	3,607.62
<b>Current Year</b>	<b>1,26,892.23</b>	<b>3,14,562.09</b>	<b>87.50</b>	<b>4,41,366.82</b>	<b>27,785.90</b>	<b>4.36</b>	<b>3,76,085.57</b>	<b>88,392.42</b>
Previous Year	85,823.55	40,911.13	5,742.45	1,26,692.23	11,912.13	119.08	36,499.81	59,016.18

### Note 12 : Intangible Assets

Description	Gross Block			Depreciation / Amortisation			Net Block	
	As at 01-04-2024	Additions	Adjustment or Deletions	As at 31-03-2025	For the Year	Adjustment or Deletions	As at 31-03-2025	As at 31-03-2024
Softwares	3,689.32	8,649.83	3,005.69	9,333.46	1,690.16	5.64	3,021.73	2,342.11
<b>Current Year</b>	<b>3,689.32</b>	<b>8,649.83</b>	<b>3,005.69</b>	<b>9,333.46</b>	<b>1,680.16</b>	<b>5.64</b>	<b>3,021.73</b>	<b>2,342.11</b>
Previous Year	2,150.18	1,539.14	0.00	3,689.32	857.20	(29.45)	1,347.21	1,689.62



*[Handwritten Signature]*

# HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars	AS AT March 31, 2025	AS AT March 31, 2024
<b>Note - 13 : Non-Current Investments</b>		
<b>Investments in Subsidiary</b>		
11,250 Equity Shares of M/s HOAC Exports Pvt. Ltd.	1,125.00	0.00
	1,125.00	0.00
<b>Note - 14 : Other Non-current assets</b>		
Security Deposits (Unsecured)	17,205.00	7,525.00
	17,205.00	7,525.00
<b>Note - 15 : Inventories</b>		
(As per physically verified, valued and certified by the Management)		
Raw Material & Other Materials	1,01,299.02	1,61,032.31
Packing Material	25,223.10	1,418.38
Finished Goods	2,61,157.78	2,12,118.52
	3,87,679.90	3,74,569.21
<b>Note No. 16 : Trade Receivable</b>		
(Unsecured considered good unless otherwise stated)		
<b>A) Not Due</b>		
- Undisputed Trade receivables – considered good		
B) Due but not received	0.00	0.00
- Undisputed Trade receivables – considered good		
i) Outstanding for a period upto 6 months	6,46,397.71	1,73,104.29
ii) Outstanding for a period 6 months to 1 year	1,98,915.65	12,173.59
iii) Outstanding for a period 1 year to 2 year	0.00	41,050.65
iv) Outstanding for a period 2 year to 3 year	0.00	0.00
v) Outstanding for a period exceeding 3 years	0.00	0.00
- Undisputed Trade Receivables - Considered doubtful	0.00	0.00
- Disputed Trade Receivables - Considered Good	0.00	0.00
- Disputed Trade Receivables - Considered doubtful	0.00	0.00
	8,45,313.36	2,26,328.53
<b>Note - 17 : Cash and cash equivalents</b>		
<b>Balances with Banks</b>		
- In Current Account	91,359.27	13,452.92
Cash In Hand	39,207.02	30,299.22
	1,30,566.29	43,752.14
<b>Other Bank Balance</b>		
Bank Deposit with more than three months maturity	2,00,000.00	0.00
	3,30,566.29	43,752.14



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*K. Rakesh*

## HOAC FOODS INDIA LIMITED

(Rs. in Hundred)

Particulars	AS AT March 31, 2025	AS AT March 31, 2024
<b>Note - 16 : Short term loans and advances</b>		
Balance with revenue authorities	9,210.23	1,025.55
Advance to Suppliers	24,110.17	28,611.09
Amount Recoverable		
- Considered Good	4,241.36	22,995.45
- Considered Doubtful	22,316.67	158.02
Advance to Subsidiary	34.30	0.00
Prepaid Expenses	355.33	274.47
	<b>60,268.07</b>	<b>53,064.58</b>



*Rishabh*

## HOAC FOODS INDIA LIMITED

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Note - 19 : Revenue from operations</b>		
<b>Sale of Products</b>		
Atta, Dal Spices, Oil and other products	26,47,657.86	15,62,940.05
	<b>26,47,657.86</b>	<b>15,62,940.05</b>
<b>Note - 20 : Other Income</b>		
Profit on sale of Fixed assets	223.04	0.00
Interest Received on FDR	12,885.70	0.00
Other Interest Received	1,104.73	0.00
Other Income	500.00	0.00
Franchise Fees	1,694.92	0.00
	<b>16,408.38</b>	<b>0.00</b>
<b>Note - 21 : Cost of material consumed</b>		
Opening Stock of Raw Material	1,61,032.31	5,953.99
Add: Purchases	17,45,028.08	11,64,123.93
Add: Cartage	0.00	0.00
	19,06,060.39	11,70,077.92
Less: Closing Stock of Raw Material	1,01,299.02	1,61,032.31
<b>Total</b>	<b>18,04,761.37</b>	<b>10,09,045.61</b>
<b>Note - 22 : Changes in Inventories</b>		
<b>In the beginning of the year</b>		
Finished Goods	2,12,118.52	2,11,923.78
<b>As at the end of the year</b>		
Finished Goods	2,61,157.78	2,12,118.52
	<b>(49,039.26)</b>	<b>(194.74)</b>
<b>Note - 23 : Employee benefits expenses</b>		
Salaries and Wages	1,84,978.85	1,42,736.12
Directors Sitting Fees	3,600.00	4,680.00
Contribution to ESI, Provident Fund and Other Funds etc.	3,986.64	1,682.96
Staff Welfare Expense	9,358.14	10,765.83
	<b>2,01,923.63</b>	<b>1,59,844.91</b>
<b>Note - 24 : Finance Cost</b>		
Interest on Long Term Loans	14,716.90	18,984.55
Interest on Short Term Loans	14,727.49	5,667.34
Interest on Others	2,096.92	2,742.88
Other Finance Cost	17,558.15	5,105.73
	<b>49,099.45</b>	<b>32,500.50</b>



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## HOAC FOODS INDIA LIMITED

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
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**Note - 25 : Depreciation and amortization expense**

Depreciation on tangible assets	27,785.80	12,076.54
Amortisation of intangible assets	1,680.16	857.20
	<b>29,465.96</b>	<b>12,933.74</b>

**Note - 26 : Other expenses**

**A. Direct Expenses**

Packing Material Consumed	43,901.25	37,397.75
Other Factory Expenses	4,032.99	17,478.83
	<b>47,934.24</b>	<b>54,876.58</b>

**B. Other administrative expenses**

Rent Expenses	55,657.85	39,003.12
Bank Charges & Processing Fees	3,027.06	1,972.05
Repair & Maintenance Expenses	33,716.83	13,558.36
Conveyance & Travelling	1,137.30	2,244.05
Printing & Stationary Expenses	4,751.32	1,596.83
Communication Expenses	2,101.03	2,034.06
General Office Maintenance & Other Expenses	20,247.64	25,981.39
<u>Auditor's Remuneration</u>		
- As Audit Fees	1,750.00	1,500.00
- For other Matters	500.00	1,750.00
Insurance Charges	1,012.78	1,492.27
Electricity Expenses	18,981.89	18,516.37
Vehicle Running & Maintenance Expenses	4,112.13	5,580.43
GST Charged	4,961.87	0.00
Software Expenses	1,333.30	0.00
Legal & Professional Charges	19,629.12	11,400.80
	<b>1,72,920.13</b>	<b>1,26,629.53</b>

**C. Advertisement & Promotion Expenses**

Advertisement Expenses	2,610.08	1,321.18
Business Promotion Expenses	938.55	5,997.24
Commission Expenses	6,038.09	3,261.71
	<b>9,586.71</b>	<b>10,580.12</b>

**D. Selling & Distribution Expenses**

Delivery Expenses	14,069.83	11,954.27
Freight and Forwarding Charges	34,835.06	8,488.99
	<b>48,904.88</b>	<b>20,443.26</b>
	<b>2,79,345.96</b>	<b>2,12,529.49</b>



*R. Rakesh*

# HOAC FOODS INDIA LIMITED

## Notes to the financial statement for the year ended March 31, 2025

27 Ratios

(Rs. In Hundred)

(i) **Current ratio = Current Assets/ Current Liabilities**

Particulars	March 31, 2025	March 31, 2024
Current assets	16,23,827.62	6,97,714.46
Current liabilities	8,18,481.84	3,78,199.54
Ratio	1.98	1.84
% change from previous year	7.01%	

(ii) **Debt Equity ratio = Total debt/ Total equity**

Particulars	March 31, 2025	March 31, 2024
Total Debt	4,47,475.93	2,25,575.71
Total Equity	11,39,804.43	3,35,244.11
Ratio	0.39	0.67
% change from previous year	(71.39%)	

Reason for change more than 25%:

The ratio is improved due improvement of performance of the company during the current year and proceeds from initial public offering during the current year.

(iii) **Debt Service Coverage Ratio = Net Operating Income/ Total interest and principal payments**

Particulars	March 31, 2025	March 31, 2024
Profit before tax	3,48,509.13	1,36,280.54
Other Income	(16,408.38)	0.00
Finance cost	49,099.45	32,500.50
Net Operating Income	3,81,200.21	1,68,781.04
Repayment of Interest during the year	49,099.45	32,500.50
Repayment of Debt during the year	(2,21,900.22)	(31,274.41)
Total interest and principal payments	(1,72,800.77)	1,226.10
Ratio	(2.21)	137.66
% change from previous year	6340.11%	101.20%

Reason for change more than 25%:

The ratio is improved due improvement of performance of the company during the current year.

(iv) **Return on Equity (ROE) Ratio = Net profit after tax / Total Shareholders' Equity**

Particulars	March 31, 2025	March 31, 2024
Net profit after tax	2,50,160.32	1,02,340.13
Total shareholders equity	11,39,804.43	3,35,244.11
Ratio	0.22	0.31
% change from previous period/ year	(28.10%)	

Reason for change more than 25%:

The ratio is improved due improvement of performance of the company during the current year.



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(v) Inventory turnover ratio = Cost of goods sold/ Average Inventory

(Rs. In Hundred)

Particulars	March 31, 2025	March 31, 2024
Cost of Goods Sold	17,55,722.11	10,08,850.88
Average Inventory	3,67,803.81	2,95,514.30
Ratio	4.77	3.41
% change from previous period/ year	39.83%	

Reason for change more than 25%:

The ratio is improved due improvement of performance of the company during the current year.

(vi) Trade receivables turnover ratio = Credit sales/ Average trade receivables

Particulars	March 31, 2025	March 31, 2024
Credit Sales	6,48,347.08	6,48,347.08
Average Trade Receivable	5,35,820.95	1,64,829.55
Ratio	1.21	3.94
% change from previous period/ year	(69.28%)	100.00%

Reason for change more than 25%:

The ratio is decreased due to increase in credit sale and credit period given to the customers

(vii) Trade payables turnover ratio = Net credit purchase/ Average trade payables

Particulars	March 31, 2025	March 31, 2024
Credit Purchases	17,45,028.08	11,64,123.93
Average Trade Payable	2,44,631.03	1,34,562.15
Ratio	7.13	8.65
% change from previous period/ year	(17.55%)	

(viii) Net capital turnover ratio= Sales/ net Working Capital

Particulars	March 31, 2025	March 31, 2024
Sales	26,47,657.86	15,62,940.05
Net working Capital	8,05,345.78	3,19,514.93
Ratio	3.29	4.89
% change from previous period/ year	-32.79%	

Reason for change more than 25%:

The ratio has decreased due to increase in net working capital pursuant to IPO during the current year.

(ix) Net profit ratio= Net profit after tax/ Sales

Particulars	March 31, 2025	March 31, 2024
Net profit after tax	2,50,180.32	1,02,340.13
Sales	26,47,657.86	15,62,940.05
Ratio	0.09	0.07
% change from previous period/ year	44.30%	

Reason for change more than 25%:

The ratio is improved due improvement of performance of the company during the current year.

(x) Return on investment ratio= Net Profit (PAT)/ Cost of Investment\*100

Particulars	March 31, 2025	March 31, 2024
Income from Investment	12,885.70	0.00
Cost of Investment	2,00,000.00	0.00
Ratio	0.06	0.00
% change from previous period/ year	100.00%	

Reason for change more than 25%:

The ratio has increased since there was no income from investment during the previous financial year.



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(Rs. in Hundred)

(xi) Return on capital employed ratio=Earnings before interest and tax (EBIT)/ (Total Assets-Total Current Liabilities)

Particulars	March 31, 2025	March 31, 2024
Net profit after tax	2,50,160.32	1,02,340.13
Finance cost	49,099.45	32,500.50
Other income	(16,408.38)	0.00
EBIT	2,82,851.40	1,34,840.64
Total assets	16,23,827.62	6,97,714.46
Current liabilities	8,18,481.84	3,78,199.54
Capital employed	8,05,345.78	3,19,514.93
Ratio	0.35	0.42
% change from previous period/ year	(16.78%)	

28. There are no loan outstanding or granted to promoter, directors, KMPs and related parties (as defined under Companies Act, 2013), either severally or jointly with any other person either repayable on demand or without specifying any term of period of repayment.

29. Other Disclosure as per amendment in Schedule-III dated 24th March, 2021.

- There are no proceedings has been initiated or pending against the entity under the Benami Transactions (Prohibitions) Act, 1988.
- There are none Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- The provision of Corporate Social Responsibility under section 135 of the Act is not applicable to the company.
- The company has not entered in any transaction relating to Crypto Currency or Virtual Currency during the year.
- The entity has not entered into any transaction with such entities whose name has been struck off u/s 248 of the Act.
- The company has taken loan from bank and financial institution during the year, however there is no returns or statement of current assets have been filed by the company with the bank.
- The company has not declared as wilful defaulter.
- The company has been complied with the provision relating to layers of companies.
- The Company has no undisclosed income pertaining to prior period which is required to be disclosed in current year.
- The company has registered all the charges with Registrar of Companies within the statutory period.



*Rambhakar*

**HOAC FOODS INDIA LTD**  
**OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2025**

	<u>31 March 2025</u>	<i>(Rs. in Hundred)</i> <u>31 March 2024</u>
<b>30. COMMITMENTS</b>		
a) Estimated amount of contracts Remaining to be executed on Capital Account and not provided for (Net of advances)	NIL	NIL
b) Letters of Credit opened in favour of inland/overseas suppliers	NIL	NIL
<b>31. Contingent Liabilities not provided for :-</b>		
a) Counter guarantees issued to Bankers in respect of guarantees issued by them	NIL	NIL
b) Guarantees issued on behalf of Limited Companies	NIL	NIL
c) Claim against the company not acknowledged as debts (Being Contested):	NIL	NIL

**32. Employee Benefits**

Liability for long term employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Accounting Standard 15 (Revised), the details of which are as here under:

**A. Defined Contribution Plans**

The company makes monthly contribution to Provident fund for Company's contribution to Provident Fund for the year which is charged to Statement of Profit and Loss.

Particulars	<i>(Rs. in Hundred)</i>	
	Year ended March 31, 2025	Year ended March 31, 2024
Employer's Contribution to Provident Fund	2,448.35	1,189.40
Employer's Contribution to ESI	1,538.29	364.86

**B. Defined Benefit Plans**

Gratuity:

The Company has a defined benefit gratuity plan. Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination / resignation. The benefit vests on the employee completing 5 years of service. The Company makes provision of gratuity asset/liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method.

The following tables summarize the components of net benefit expense recognized in the financials and obligation at the end of year:



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**HOAC FOODS INDIA LTD**  
**OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2025**

Balance Sheet  
Details of provision for Gratuity

(Rs. in Hundred)

Particulars	March 31, 2025	March 31, 2024
Defined Benefit Obligation	6,608.31	3,687.08
Funding Status	Unfunded	Unfunded
Fund Balance	N.A.	N.A.
Current Liability	888.38	469.35
Non – Current Liability	5,719.93	3,217.73

Statement of Profit & Loss  
Details of Gratuity Provision

Particulars	March 31, 2025	March 31, 2024
Interest Cost	263.26	169.71
Current Service Cost	2118.86	1,262.86
Past Service Cost	0	0
Net Actuarial (Gain) / Loss	539.11	(102.55)
Amount recognized in the Statement of Profit & Loss	2,921.23	1,330.02

Statement showing changes in present value of obligation:

Particulars	March 31, 2025	March 31, 2024
Present value of obligation at the beginning	3,687.08	2,357.06
Interest Cost	263.26	169.71
Current Service Cost	2118.86	1,262.86
Past Service Cost	0	0
Benefits paid	0	0
Net Actuarial (Gain) / Loss	539.11	(102.55)
Present value of obligation at the end	6,608.31	3687.08

The principal assumption used in determining gratuity benefit obligations for the Company's plans are shown below:

Particulars	March 31, 2025	March 31, 2024
Discount rate	6.59% per annum	7.14% per annum
Salary Escalation	10.00 % per annum	10.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Attrition rate	30.00 % per annum	30.00 % per annum
Retirement Age	58 Years	58 Years

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

33. In the opinion of the Management current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated except where indicated otherwise.



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**HOAC FOODS INDIA LTD**  
**OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2025**

34. Balances of certain debtors, creditors, loans and advances are subject to confirmation.

35. Additional Information Pursuant to Para 5 of the Part II of Schedule III of the Companies Act, 2013:

*(Rs. in Hundred)*

a)	Particulars of Sales & Stocks	Year Ended 31-03-2025	Year Ended 31-03-2024
	<b>Opening Stock</b>		
	- Atta, Dal Spices, Oil and other products	2,12,118.52	2,11,923.78
	<b>Purchases</b>		
	- Atta, Dal Spices, Oil and other products	0.00	0.00
	<b>Sales</b>		
	- Atta, Dal Spices, Oil and other products	26,47,657.86	15,62,940.05
	<b>Closing Stock</b>		
	- Atta, Dal Spices, Oil and other products	2,61,157.78	2,12,118.52

b) CIF Value of Imports :

Particulars	March 31, 2025	March 31, 2024
a) Capital Goods	0.00	0.00
b) Raw Materials/Chemicals	0.00	0.00
c) Spares and Consumables	0.00	0.00

c) Other Expenditure in Foreign Currency (on accrual basis):

Particulars	March 31, 2025	March 31, 2024
a) Travelling Expense	0.00	0.00
b) Other Charges	0.00	0.00

d) Earning in Foreign Currency (on accrual basis) :

Particulars	March 31, 2025	March 31, 2024
Other Income / FOB Value of Exports	0.00	0.00

e) Value of imported/indigenous raw material/packing material consumed and the percentage of each to total consumption: -

Particulars	%	2024-25	%	2023-24
- Imported	0.00%	0.00	0.00%	0.00
- Indigenous	100.00%	18,04,761.37	100.00%	10,09,045.61

36. The inventories are taken as per records duly certified by the Company. The same have been valued in accordance with Accounting Policies.



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**37. Segmental Reporting :**

The Company is a Manufacturing, Processing & trading company of Food Products. The Company is managed organizationally as a unified entity with various functional heads reporting to the top management and is not organized along product lines. There are therefore, no separate segments within the company as defined by AS-17 (Segmental Reporting) issued by ICAI.

38. Tax Expense is the aggregate of current year income tax and deferred tax charged to the Profit and Loss Account for the year.

**Current Year Charges**

Income Tax provision of Rs. 90,537.00 Hundred (P.Y. Rs. 37,602 Hundred) has been made as per the provisions of the Income Tax Act.

**Deferred Tax Liability/Asset**

The Company estimates the deferred tax charge using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year. The movement of provision for deferred tax is given below:

(Rs in Hundred)

Particulars	At the beginning of the year	Charge/(credit) during the year	At the end of the year
<b>LIABILITY</b>			
Depreciation	433.54	2,487.07	2,933.90
<b>ASSETS</b>			
Unabsorbed business loss, depreciation & disallowable expenses	0.00	0.00	0.00
<b>Net Deferred Tax Liability</b>	<b>433.54</b>	<b>2,487.07</b>	<b>2,933.90</b>

**39. Related Party Disclosures:**

In accordance with the Accounting Standards (AS-18) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below: -

**A. Relationships**

(a) Key Managerial Personnel

- Sh. Ram Babu Thakur : Managing Director
- Sh. Yashwant Thakur : Chairman
- Sh. Mukesh Garg : Director
- Mrs. Gayatri Thakur : Director
- Mrs. Mamta : Director
- Mr. Manish Sharma : Chief Financial Officer
- Bhawana Agarwal : Company Secretary



*Ram Babu*

**HOAC FOODS INDIA LTD**  
**OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2025**

B. The following transactions were carried out with related parties in the ordinary course of business: -

Particulars	(Rs. in Hundred)	
	March 31, 2025	March 31, 2024
<b>Key Managerial Personnel</b>		
<b>Interest Paid</b>		
Ram Babu Thakur	0.00	666.57
<b>Unsecured Loan</b>		
Ram Babu Thakur		
Opening Balance (Cr.)	4,245.08	64,310.40
Amount Received	0.00	42,649.50
Amount Paid	4,245.08	18,942.49
Interest Credited (Net)	0.00	598.67
Shares Issued	0.00	84,371.00
Closing Balance (Cr.)	0.00	4,245.08
<b>Remuneration</b>		
Ram Babu Thakur	12,000.00	10,600.00
Gayatri Thakur	9,000.00	9,000.00
Manish Sharma	3,330.00	950.00
Patterson Thomas	0.00	300.00
Bhawana Agarwal	1,800.00	375.00
Yashwant Thakur	0.00	3,300.00
<b>Director Sitting Fee</b>		
Mukesh Garg	900.00	900.00
Mamta	900.00	600.00
Yashwant Thakur	1800.00	3,160.00
<b>Equity Shares Allotted</b>		
Ram Babu Thakur		
99,260 shares of Rs. 10/- issued at 85/- per share	0.00	84,371.00

C. Balance written off/written back is Rs. NIL (PY NIL) Hundred



*Ram Babu*

40. Earnings per share (EPS)

The numerators and denominators used to calculate Basic and Diluted Earnings per share:

Basic Earning Per Share

Particulars	(Rs. in Hundred)	
	March 31, 2025	March 31, 2024
Profit/(Loss) for the year	3,48,509.13	1,36,280.54
Less : Provision for Income Tax / Deferred Tax	93,273.43	33,471.29
Less : Income Tax adjustments	5,075.38	455.82
Profit/ (Loss) attributable to the Equity Shareholders – (A)	2,50,160.32	1,02,353.42
Weighted average number of Equity Shares outstanding during the year (B)	36,81,826	26,41,021
Adjusted Weighted average number of Equity Shares outstanding during the year (C)	36,81,826	26,41,021
Nominal value of Equity Shares (Rs)	10/-	10/-
Basic/Diluted Earnings per share (Rs) – (A)/(B)	6.79	3.88

41. Dues To Micro And Small Enterprises

The dues to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the company is given below:

Particulars	(Rs. in Hundred)	
	Year Ended 31.03.2025	Year Ended 31.03.2024
Not Due	NIL	3,030.63
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	NIL	NIL
Principal amount due to micro and small enterprises	NIL	NIL
Interest due on above	NIL	NIL
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of	NIL	NIL



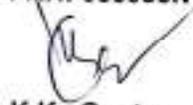
*Krishan Rakesh B. Co.*

**HOAC FOODS INDIA LTD**  
**OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2025**

Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
disallowance as a deductible expenditure under section 23 of the MSMED Act 2006		

42. Previous year figures have been rearranged/ regrouped wherever considered necessary.

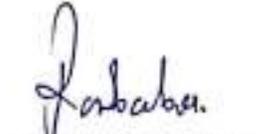
For Krishan Rakesh & Co  
Chartered Accountants  
FRN: 009088N



K.K. Gupta  
(Partner)  
M.No.: 087891



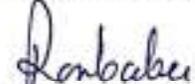
Place : Delhi  
Date : 28-05-2025



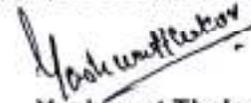
Rambabu Thakur  
(Managing Director)  
DIN: 08084215



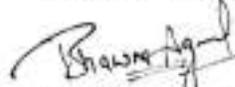
Manish Sharma  
(Chief Financial Officer)  
PAN : KMLPS4330C



for and on behalf of the board of  
HOAC FOODS INDIA LIMITED



Yashwant Thakur  
(Chairman)  
DIN: 10351322



Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L



**INDEPENDENT AUDITOR'S REPORT**

**To the Members of M/s HOAC FOODS INDIA LTD  
(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**

**Report on Audit of Financial Statements**

We have audited the accompanying Financial Statements of HOAC FOODS INDIA LTD (Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED) ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, the Statement of Cash Flow and for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its Profit, and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SA's") specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be





materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one





resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- (d) Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.





**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the 'Annexure-I' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The report in respect of internal financial controls is not applicable to the company during the year as per notification of Ministry of Corporate Affairs Notification No. GSR 583(E) dated 13th June, 2017 read with Notification No. GSR 464(E) dated 5th June, 2015, clause (i) of Section 143(3) of the Companies Act, 2013.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company does not have any pending litigations which would impact its financial position.





**Krishan Rakesh & Co.**  
CHARTERED ACCOUNTANTS

PHONE : 011-40159075

143, KOHAT ENCLAVE  
2ND FLOOR, PITAMPURA  
DELHI-110034

- (i) In our opinion and as per the information and explanations provided to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses.
- (ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As per the representation received and to the best of its knowledge and belief, the company has not declared or paid dividend either final or interim in nature during the year.
- (vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.





**Krishan Rakesh & Co.**  
CHARTERED ACCOUNTANTS

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As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For Krishan Rakesh & Co.**  
**Chartered Accountants**  
**Firm Regn. No. 009088N**

**Place : Delhi**  
**Dated : 06-06-2024**  
**UDIN : 24560019BKDHJT3188**



**Shiva Nishad**  
**(Partner)**  
**M.No.: 560019**



**ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s M/s HOAC FOODS INDIA LTD (Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED))**

- (i.) In respect of Company's Property, Plant and Equipment and Intangible Assets
- (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets;
- (B) The company has maintained proper records showing intangible assets.
- (b) As explained to us, all the property, plant and equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification;
- (c) According to information & explanation given to us, company does not have any immovable property.
- (d) The company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) Further, no proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii.) (a) According to information & explanation given to us Physical verification of inventory has been conducted by the management at reasonable intervals and the coverage and procedure of such verification by the management is appropriate; and there was no discrepancy of 10% or more in the aggregate for each class of inventory noticed.
- (b) The company has not been sanctioned working capital limits in excess of 5 crore rupees during any point of time of the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii.) As informed to us the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
- (iv.) According to the information and explanations given to us, the company has complied with section 185 and 186, wherever applicable, of the Companies Act, 2013.
- (v.) According to the information and explanations given to us the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi.) The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out





by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

- (vii.) In respect of the statutory and other dues:
- (a) As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
  - (b) We, according to information and explanations given to us, there are no any dues referred to in sub-clause (a) have not been deposited on account of any dispute.
- (viii.) According to information and explanations given to us, there were no unrecorded transactions in the books of account which have to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix.) Based on our audit procedure and on the basis of information and explanation given to us by the management we are of the opinion that
- (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
  - (b) The company has not been declared as wilful defaulter by any bank or financial institution or government and any government authority.
  - (c) According to information and explanations given to us, the company has obtained vehicle loan during the year and applied for the purpose for which the loans were obtained.
  - (d) The funds raised on short term basis have not been utilised for long term purposes by the company.
  - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - (f) The company has not raised any loan during the year on the pledge of the securities held in its subsidiaries, joint ventures or associate companies, accordingly reporting under clause 3(ix)(f) of the Order is not applicable.
- (x.)
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
  - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.





- (xi.) (a) Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud by the company or fraud on the company has been noticed/reported during the course of our audit for the year ended 31.03.2024.
- (b) No report under sub-section (12) of section 143 of the Companies Act is required to be filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanation given to us no whistle-blower complaints have been received during the year.
- (xii.) The provisions of clause (xii) of the order are not applicable as the company is not a Nidhi Company as specified in the clause.
- (xiii.) According to information and explanations given to us and on the basis of our examination of records of the company, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv.) (a) The company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) The company is not required to appoint Internal auditor as per the provision of the Companies Act, 2013.
- (xv.) According to information and explanation given to us the company has not entered into any non-cash transaction with the director or any person connected with him during the year and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi.) (a) According to the information and explanations given to us, and in view of its business activities, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year requiring valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(b) is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) is not applicable to the company.
- (d) According to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii.) The company has not incurred cash losses during the current financial year and preceding financial year accordingly reporting under clause 3(xvii) of the Order is not applicable.





**Krishan Rakesh & Co.**  
CHARTERED ACCOUNTANTS

PHONE : 011-40159075

143, KOHAT ENCLAVE  
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- (xviii.) The company has received the resignation letter dated 26/09/2023 from its Statutory Auditors and there were no objections or concerns raised by the outgoing auditors.
- (xix.) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx.) (a) The provision sub-section (5) of section 135 of the Act is not applicable to company, therefore the company is not required to transfer any amount to the fund specified in section 135 of the Act.
- (b) No Such amount is required to be transfer to special account in compliance of the provision go sub-section (6) of section 135 of the Act.

Place : Delhi  
Dated : 06-06-2024  
UDIN : 24560019BKDHJT3188



**For Krishan Rakesh & Co.**  
**Chartered Accountants**  
**Firm Regn. No. 009088N**

**Shiva Nishad**  
**(Partner)**  
**M.No.: 560019**

**HOAC FOODS INDIA LIMITED**  
(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

**Balance Sheet as at March 31, 2024**

(Rs. in Hundred)

Particulars	Notes	AS AT 31.03.2024	AS AT 31.03.2023
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	2	2,68,821.00	21,700.00
Reserves and surplus	3	66,436.40	1,26,832.97
		<b>3,35,257.40</b>	<b>1,48,532.97</b>
<b>Non-current liabilities</b>			
Long Term Borrowings	4	78,470.16	70,602.73
Deferred tax liability	5	433.54	4,564.25
Long Term Provisions	6	3,637.08	0.00
		<b>82,590.78</b>	<b>84,256.98</b>
<b>Current liabilities</b>			
Short Term Borrowings	7	1,47,105.55	1,14,608.57
Trade payables	8	1,89,416.08	99,708.23
Other current liabilities	9	24,299.19	15,934.01
Short term Provisions	10	37,378.72	26,314.80
		<b>3,78,199.54</b>	<b>2,56,565.61</b>
<b>Total</b>		<b>7,96,047.71</b>	<b>4,89,355.56</b>
<b>Assets</b>			
<b>Non-current assets</b>			
<b>Property, plant &amp; equipment and Intangible Assets</b>			
Property, plant & equipment	11	88,392.42	58,016.18
Intangible Assets	12	2,342.11	1,889.62
Capital Work in Progress		73.72	0.00
Other Non-Current Assets	13	5,660.00	22,870.03
		<b>96,468.25</b>	<b>83,575.83</b>

HOAC FOODS INDIA LIMITED

*Pombalera*

Director



**HOAC FOODS INDIA LIMITED**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**

Particulars	Notes	(Rs. in Hundred)	
		AS AT 31.03.2024	AS AT 31.03.2023
<b>Current assets</b>			
Inventories	14	3,74,589.21	2,19,726.21
Trade receivables	15	2,26,328.53	1,02,930.57
Cash and cash equivalent	16	43,752.14	32,515.61
Short term loans and advances	17	54,929.58	50,607.34
		<b>6,99,579.46</b>	<b>4,05,779.73</b>
<b>Total</b>		<b>7,96,047.71</b>	<b>4,88,355.56</b>

Significant Accounting Policies 1  
 The accompanying notes form an integral part of these financial statements.

In terms of our report of even date annexed  
**For Krishan Rakesh & Co.**  
 Chartered Accountants  
 Firm Rega. No. : 009088N

for and on behalf of the board of  
**HOAC FOODS INDIA LIMITED**

Place : Delhi  
 Date : 06-06-2024



*Shiva Nishad*  
**Shiva Nishad**  
 (Partner)  
 M.No.: 560019

*Rambabu Thakur*  
**Rambabu Thakur**  
 (Mg. Director)  
 DIN: 08084215

*Yashwant Thakur*  
**Yashwant Thakur**  
 (Chairman)  
 DIN: 10351322

*Manish Sharma*  
**Manish Sharma**  
 (Chief Financial Officer)  
 PAN : KMLPS4330C

*Bhawna Agarwal*  
**Bhawna Agarwal**  
 (Company Secretary)  
 PAN : AZWPA0809L

**HOAC FOODS INDIA LIMITED**  
*Rambabu Thakur*  
**Director**

**HOAC FOODS INDIA LIMITED**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**

**Statement of Profit & Loss**  
**for the year ended March 31, 2024**

Particulars	Notes	(Rs. in Hundred)	
		For the year ended 31.03.2024	For the year ended 31.03.2023
<b>Income</b>			
Revenue from operations	18	15,52,940.05	12,10,094.00
Other Income	19	0.00	10,554.95
<b>Total Income</b>		<b>15,52,940.05</b>	<b>12,20,648.95</b>
<b>Expenses</b>			
Cost of material consumed	20	10,09,045.51	9,28,041.71
Change in Inventories	21	(194.74)	(96,208.70)
Employee benefits expense	22	1,59,344.91	92,784.68
Finance Cost	23	32,500.50	25,548.51
Depreciation and amortization expense	24	12,933.74	18,251.78
Other expenses	25	2,12,529.49	1,70,707.11
<b>Total expenses</b>		<b>14,26,659.52</b>	<b>11,39,125.05</b>
<b>Profit/(loss) before tax</b>		<b>1,36,280.54</b>	<b>81,523.91</b>
<b>Tax Expenses:</b>			
<b>Current Tax</b>			
Current year		37,602.00	26,314.80
Earlier year		455.82	2,721.96
<b>Deferred Tax</b>			
Current year		(4,130.71)	2,020.35
<b>Profit/(loss) for the year</b>		<b>1,02,363.42</b>	<b>50,466.80</b>
<b>Earning Per Share (Basic / Diluted)</b>	38	<b>3.88</b>	<b>23.26</b>
<b>Adjusted Earning Per Share (Basic / Diluted)</b>	38	<b>3.88</b>	<b>2.74</b>

**Significant Accounting Policies**

1

The accompanying notes form an integral part of these financial statements.  
In terms of our report of even date annexed

For **Krishna Raksh & Co.**  
Chartered Accountants  
Firm Regn. No. : 009088N

for and on behalf of the board of  
**HOAC FOODS INDIA LIMITED**

Place : Delhi  
Date : 06-06-2024



*Shiva Nishad*  
Shiva Nishad  
(Partner)  
M.No.: 560019

*Rambabu Thakur*  
Rambabu Thakur  
(Mg. Director)  
DIN: 68054215

*Yashwant Thakur*  
Yashwant Thakur  
(Chairman)  
DIN: 10351322

*Manish Sharma*  
Manish Sharma  
(Chief Financial Officer)  
PAN : KMLPS4330C

*Bhawna Agarwal*  
Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

**HOAC FOODS INDIA LIMITED**

*Rambabu Thakur*

Director

**HOAC FOODS INDIA LIMITED**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**

**Statement of Cash Flow**  
**for the year ended March 31, 2024**

(Rs. in Hundred)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before tax and extra ordinary items	1,36,280.54	81,523.91
Adjustment for :		
Depreciation	12,933.74	18,251.76
Provision for Gratuity	3,687.08	0.00
Interest expense	32,500.50	25,548.51
<b>Operating Profit before Working Capital Facilities</b>	<b>1,85,401.86</b>	<b>1,25,324.18</b>
Adjustment for :		
(Increase)/decrease in Trade & Other Receivable	(1,23,397.96)	(26,420.13)
(Increase)/decrease in Inventories	(1,54,843.00)	(86,026.07)
(Increase)/decrease in Other Current assets	12,587.79	(29,284.47)
Increase/(decrease) in Trade Payable & Other payables	69,707.85	6,301.03
Increase/(decrease) in Other Current Liabilities	8,365.18	(28,581.02)
<b>Cash generated from operation</b>	<b>(1,878.29)</b>	<b>(38,686.47)</b>
Tax Paid	(26,993.90)	(12,069.56)
<b>Net Cash Flow from operating activities</b>	<b>(28,872.19)</b>	<b>(50,756.03)</b>
<b>B. Cash Flow From Investing activities</b>		
Purchase of property, plant and equipment	(42,982.46)	(34,198.10)
Capital Work in Progress	(73.72)	0.00
Sale/Adjustment of Fixed Assets	0.00	0.00
<b>Net Cash used in investing activities</b>	<b>(43,036.18)</b>	<b>(34,198.10)</b>

HOAC FOODS INDIA LIMITED

*Rambabu*

Director



**HOAC FOODS INDIA LIMITED**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**

Particulars	(Rs. in Hundred)	
	For the year ended 31.03.2024	For the year ended 31.03.2023
<b>C. Cash Flow from Financing Activities</b>		
Interest Paid	(32,500.50)	(25,548.51)
Proceeds from increase in Share Capital	9,926.00	0.00
Share Premium Received	74,445.00	0.00
Proceed / ( Repayments ) from long term borrowings	(1,222.57)	42,308.03
Proceed from of Short Term borrowings	32,496.98	41,757.27
<b>Net Cash used in financing activities</b>	<b>83,144.91</b>	<b>58,518.80</b>
<b>Net change in cash and cash equivalents</b>	<b>11,236.54</b>	<b>(26,437.33)</b>
Cash and Cash equivalent in the beginning of the year	32,515.61	58,952.95
Cash and Cash equivalent at the end of the year	<b>43,752.15</b>	<b>32,515.62</b>

In terms of our report of even date annexed  
For Krishan Rakesh & Co.  
Chartered Accountants  
Firm Regn. No. : 009088N

*Shiva Nishad*

Shiva Nishad  
(Partner)  
M.No.: 560019

Place : New Delhi  
Date : 06-06-2024



for and on behalf of the board of  
HOAC FOODS INDIA LIMITED

*Rambabu Thakur*

Rambabu Thakur  
(Mg. Director)  
DIN: 03084215

*Yashwant Thakur*

Yashwant Thakur  
(Chairman)  
DIN: 10351322

*Manish Sharma*

Manish Sharma  
(Chief Financial Officer)  
PAN : KMLPS4330C

*Bhawna Agarwal*

Bhawna Agarwal  
(Company Secretary)  
PAN : AZWPA0809L

HOAC FOODS INDIA LIMITED

*Rambabu Thakur*

Director

**HOAC FOODS INDIA LTD**

(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

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**1. Corporate Information**

HOAC Foods India Ltd. ('the Company') was incorporated on 12th March 2018 as a Pvt. Ltd. company and was converted to Ltd company on 30<sup>th</sup> October 2023. The Company is primarily engaged in manufacturing, processing & trading of Atta, Dal Spices, Oil and other products.

**1.1 Basis of preparation of financial statements:**

These financial statements have been prepared to comply with Accounting Principles Generally accepted in India (Indian GAAP), the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest Hundred.

**1.2 Use of estimates:**

The preparation of financial statements, in conformity with Indian GAAP, requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**1.3 Statement of significant accounting policies**

**a) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**i) Revenue**

Sales are shown net of Goods and Service Tax and after deducting discounts if any allowed against credit notes issued in terms of respective sales schemes.

**ii) Interest**

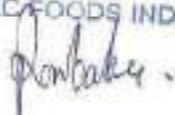
Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

**b) Property, Plant & Equipment and Intangible Assets**

**i)** Property, plant & Equipment and Intangible Assets are stated at their original cost of acquisition inclusive of inward freight, technical knowhow fees, duties and expenditure incurred in the acquisition, construction and installation.

**ii)** Input Tax Credit availed on capital equipment is accounted for by credit to respective fixed assets.

HOAC FOODS INDIA LIMITED



Director



**HOAC FOODS INDIA LTD**

(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

- iii) Depreciation / amortization on tangible and intangible fixed assets is provided to the extent of depreciable amount on the straight line (SLM) Method. Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013

c) **Inventories**

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

Cost of raw materials, packing materials, trading and other products are determined on FIFO basis.

d) **GST:**

GST is accounted for at the time of removal of goods. Input Tax Credit, to the extent availed, is adjusted towards cost of materials.

e) **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

f) **Gratuity / Retirement Benefits**

**Retirement Benefits**

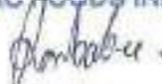
The Company has adopted the Accounting Standard 15-Employees Benefits, prescribed under the Companies (Accounting Standards) Rules, 2006. The Company's obligation towards various employees' benefits has been recognized as follows:

**Defined Contribution plans-** Provident fund is covered under this category. The Co's contribution towards the provident fund is charged to Profit & Loss account and is being regularly deposited with the PF department.

**Defined Benefit plans-** Gratuity are defined benefit plans. The present value of obligation under such defined benefit plans is determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans is based on the market yield of government Securities as at the balance sheet date, having maturity period approximating to the terms of related obligations.

HOAC FOODS INDIA LIMITED



Director



**HOAC FOODS INDIA LTD**

(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

Summary of significant accounting policies and other explanatory information for the year ended 31st March, 2024

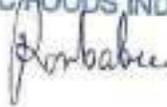
The liability towards gratuity (long term and short term) as ascertained by actuary and recognised in the balance sheet at present value. Actuarial gains/losses are recognised immediately in the Statement of Profit & Loss.

**g) Provision, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**h) Unless specifically stated to be otherwise, these policies are consistently followed.**

HOAC FOODS INDIA LIMITED



Director



**HOAC FOODS INDIA LIMITED**  
(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

Particulars	(Rs. in Hundred)	
	AS AT 31.03.2024	AS AT 31.03.2023

**Note - 2 : Share Capital**

**Authorised**

40,00,000 Equity Shares (P.Y. 500,000 Equity Shares) of Par Value of Rs. 10/- each	4,00,000.00	50,000.00
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**Issued, Subscribed & paid up**

26,88,210 Equity Shares (P.Y. 2,17,000 Equity Shares) of Par Value of Rs. 10/- each #	2,58,821.00	21,700.00
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<b>Total</b>	<b>2,58,821.00</b>	<b>21,700.00</b>
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# Out of the above share 23,71,950 shares have been issued as fully paid up by way of bonus shares by capitalization of Share Premium & accumulated profits

a) The reconciliation of number of shares outstanding and the amount of Share Capital as at the opening and closing dates is set out below:

Particulars	31.03.2024	31.03.2023
	Number of share	Number of share
Shares outstanding at the beginning of the year	2,17,000	2,17,000
Shares issued during the year	24,71,210	0
Shares outstanding at the end of the year	26,88,210	2,17,000

b) The company has only one class of equity shares having a par value of Rs. 10/- each. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

c) Following Shareholders hold equity shares more than 5% of the Total equity shares of the company at the end of the year:

Name of Shareholder	31.03.2024	31.03.2023
	Number of shares (%age)	Number of shares (%age)
Gaytri Thakur	16,73,235 (62.24%)	97,650 (45.00%)
Rambabu Thakur	10,14,475 (37.74%)	119,350 (55.00%)

(d) Shares held by the promoter:

Name of Promoter	%age change during the year	31.03.2024	31.03.2023
		Number of shares (%age)	Number of shares (%age)
Gaytri Thakur	17.28	16,73,235 (62.24%)	97,650 (45.00%)
Rambabu Thakur	(17.28)	10,14,475 (37.74%)	119,350 (55.00%)
Yashwant Thakur	0.00%	100 (00.00%)	NIL

e) The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

f) The company has issued 23,71,950 equity shares as bonus shares during the immediately current year to its promoters.

HOAC FOODS INDIA LIMITED

Rambabu

Director



**HOAC FOODS INDIA LIMITED**  
(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

Particulars	(Rs. in Hundred)	
	AS AT 31.03.2024	AS AT 31.03.2023
<b>Note - 3 : Reserves &amp; Surplus</b>		
<b>Security Premium Reserve</b>		
Opening Balance	26,780.69	26,780.69
Additions during the year	74,445.00	0.00
Less: Utilised against bonus issue during the current year	1,01,226.69	0.00
	0.00	26,780.69
<b>Surplus</b>		
As per last Balance Sheet	1,00,062.28	49,585.48
Add: Net profit/ (loss) transferred from the statement of profit and loss	1,02,353.42	50,466.80
Less: Utilised against bonus issue during the current year	1,35,969.31	0.00
	66,436.40	1,00,052.28
<b>Total</b>	66,436.40	1,26,932.97

**Note - 4 : Long Term Borrowings**

<b>Secured Loan</b>		
<b>Term Loan</b>		
From Bank		
Against hypothecation of Vehicles	29,644.47	4,272.01
<b>Unsecured Loan</b>		
From Limited Companies	42,232.54	0.00
From Banks	40,718.96	81,068.00
From a Director	4,245.08	75,420.72
	1,16,841.04	1,60,760.73
Current Maturities of long term debts	38,370.88	81,068.00
	78,470.16	79,692.73

Particulars	Rate of Interest	Amount Outstanding	Repayment Terms
<b>Against hypothecation of Vehicles from banks</b>			
(i) Axis Bank Ltd	7.88%	6,540.43	Rs.19,732 in 41 EMI's
(ii) HDFC Bank Ltd	7.50%	2,880.60	Rs.13,958 in 22 EMI's
(iii) Axis Bank Ltd	9.30%	19,943.44	Rs.35,732 in 74 EMI's
<b>Unsecured Loan from Bank</b>			
(i) IDFC First Bank	16.00%	28,302.17	Rs.1,25,511 in 27 EMI's
(ii) Yes Bank Ltd	16.50%	12,416.79	Rs.1,06,213 in 13 EMI's
<b>Unsecured Loan from Limited Companies</b>			
Cholamandalam Investment & Finance Co. Ltd.	17.50%	17,232.54	Rs.58,344 in 39 EMI's
Godrej Finance Limited	19.00%	25,000.00	Rs.88,755 in 48 EMI's starting from Aug-2024
<b>Unsecured Loan from Directors</b>			
Rambabu Thakur	7.50%	4,245.08	Repayable after 2 year

HOAC FOODS INDIA LIMITED

*Rambabu*

Director



**HOAC FOODS INDIA LIMITED**  
(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

Particulars	(Rs. in Hundred)	
	AS AT 31.03.2024	AS AT 31.03.2023

**Note - 5 : Deferred tax liabilities ( Net )**

Deferred Tax Liabilities		
Timing Difference of Fixed Assets depreciation and Amortisation		
As at beginning of the year	4,564.25	2,543.90
Adjustment during the year	(4,130.71)	2,020.35
	433.54	4,564.25
Deferred Tax Assets		
Unabsorbed depreciation, carry forward losses & disallowances		
As at beginning of the year	0.00	0.00
Adjustment during the year	0.00	0.00
	0.00	0.00
Deferred Tax Liability (net) as at closing of the year	433.54	4,564.25

**Note - 6 : Long Term Provisions**

Provision for Gratuity Obligation		
As per last balance sheet	0.00	0.00
Additions during the year	3,687.08	0.00
Paid during the year	0.00	0.00
	3,687.08	0.00

**Note - 7 : Short Term Borrowings**

From Bank		
-Working Capital Facilities	1,08,734.57	33,540.57
Current Maturity of Long term Debt	38,370.88	81,068.00
	1,47,105.55	1,14,608.57

Working Capital limits carries interest rate of 11.00% p.a. are secured by First Charge by Hypothecation of inventories, Book Debts, other Current Assets and Movable Fixed Assets and Second Charge on residential premise of Ms. Gayatri Thakur and personal guarantee of Mr. Ram Babu Thakur & Ms Gayatri Thakur.

HOAC FOODS INDIA LIMITED

*Rambabu*

Director



**HOAC FOODS INDIA LIMITED**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
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**Note No. 8 : Trade Payable**

- due from Micro, Small and Medium Enterprises		
Not Due	3,030.63	11,575.63
Outstanding for following periods from due date of payment		
Less than 1 Year	0.00	0.00
1-2 Years	0.00	0.00
2-3 Years	0.00	0.00
More than 3 Years	0.00	0.00
- due from Others		
Not Due	0.00	0.00
Outstanding for following periods from due date of payment		
Less than 1 Year	1,56,385.44	88,131.60
1-2 Years	0.00	0.00
2-3 Years	0.00	0.00
More than 3 Years	0.00	0.00
	<b>1,59,416.08</b>	<b>99,708.23</b>

**Note - 9 : Other current liabilities**

Statutory Payables	6,856.28	7,886.68
Expenses Payables	17,442.91	7,693.97
Advance From Customers	0.00	353.36
	<b>24,299.19</b>	<b>15,934.01</b>

**Note - 10 : Short-term provisions**

Provision for Income Tax		
As per last balance sheet	26,314.80	8,347.60
Additions during the year	37,602.00	26,314.80
Adjustment during the year	(26,314.80)	0.00
Paid during the year	(223.28)	(9,347.60)
	<b>37,378.72</b>	<b>26,314.80</b>

HOAC FOODS INDIA LIMITED

*(Handwritten Signature)*

Director



**HOAC FOODS INDIA LIMITED**  
(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

Notes to the financial statement as on March 31, 2024

**Note 11 : Property, Plant & Equipment**

Description	Gross Block				Depreciation / Amortisation		Net Block	
	As at 01-04-2023	Additions	Adjustment or Deletions	As at 31-03-2024	As at 01-04-2023	For the Year	As at 31-03-2024	As at 31-03-2023
						Adjustment or Deletions		
Plant & Machinery	23,001.41	11,867.90	0.00	35,559.32	5,046.91	2,016.38	11,545.14	23,914.18
Furniture & Fixtures	17,590.45	2,680.26	5,358.60	14,912.12	4,947.78	1,261.86	4,551.85	10,360.27
Delivery Vehicles	31,551.55	8,927.63	0.00	38,479.17	7,043.55	3,348.03	10,391.58	28,087.59
Motor Car	0.00	22,580.57	0.00	22,580.57	0.00	2,234.53	2,234.53	20,346.04
Computer	7,511.82	1,368.71	0.00	8,880.53	4,994.96	1,808.94	6,803.91	2,076.72
Office Equipment	5,000.21	1,288.08	353.85	6,480.42	1,774.18	1,143.57	2,872.60	3,607.82
<b>Current Year</b>	<b>85,823.55</b>	<b>49,811.13</b>	<b>5,742.45</b>	<b>1,26,892.23</b>	<b>28,807.37</b>	<b>11,812.13</b>	<b>38,499.81</b>	<b>98,392.42</b>
Previous Year	52,306.81	33,454.74	0.00	85,823.55	8,784.70	18,022.67	26,507.37	43,594.11

**Note 12 : Intangible Assets**

Description	Gross Block				Depreciation / Amortisation		Net Block	
	As at 01-04-2023	Additions	Adjustment or Deletions	As at 31-03-2024	As at 01-04-2023	For the Year	As at 31-03-2024	As at 31-03-2023
						Adjustment or Deletions		
Softwares	2,150.18	1,530.14	0.00	3,680.32	460.56	857.20	1,347.21	2,342.11
<b>Current Year</b>	<b>2,150.18</b>	<b>1,530.14</b>	<b>0.00</b>	<b>3,680.32</b>	<b>460.56</b>	<b>857.20</b>	<b>1,347.21</b>	<b>1,689.62</b>
Previous Year	1,406.82	743.36	0.00	2,150.18	231.46	229.10	460.56	1,689.62

HOAC FOODS INDIA LIMITED

*K. Babu*

Director



**HOAC FOODS INDIA LIMITED**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**

Particulars	(Rs. in Hundred)	
	AS AT 31.03.2024	AS AT 31.03.2023
<b>Note - 13 : Other Non-current assets</b>		
Security Deposits (Unsecured)	5,660.00	22,870.03
	<b>5,660.00</b>	<b>22,870.03</b>
<b>Note - 14 : Inventories</b>		
(As per physically verified, valued and certified by the Management)		
Raw Material & Other Materials	1,81,832.31	5,953.99
Packing Material	1,418.38	1,848.44
Finished Goods	2,12,118.52	2,11,923.78
	<b>3,74,569.21</b>	<b>2,19,726.21</b>
<b>Note No. 15 : Trade Receivable</b>		
(Unsecured considered good unless otherwise stated)		
<b>A) Not Due</b>		
- Undisputed Trade receivables – considered good		
B) Due but not received	0.00	0.00
- Undisputed Trade receivables – considered good		
i) Outstanding for a period upto 6 months	1,73,104.29	1,02,930.57
ii) Outstanding for a period 6 months to 1 year	12,173.59	0.00
iii) Outstanding for a period 1 year to 2 year	41,850.65	0.00
iv) Outstanding for a period 2 year to 3 year	0.00	0.00
v) Outstanding for a period exceeding 3 years	0.00	0.00
- Undisputed Trade Receivables - Considered doubtful	0.00	0.00
- Disputed Trade Receivables - Considered Good	0.00	0.00
- Disputed Trade Receivables - Considered doubtful	0.00	0.00
	<b>2,26,328.53</b>	<b>1,02,930.57</b>
<b>Note - 16 : Cash and cash equivalents</b>		
Balances with Banks		
- In Current Account	13,452.92	6,461.64
Cash in Hand	30,299.22	24,033.97
	<b>43,752.14</b>	<b>32,515.61</b>
<b>Note - 17 : Other Current Assets</b>		
Balance with revenue authorities	1,025.55	3,368.50
Advance to Suppliers	30,476.09	0.00
Amount Recoverable		
- Considered Good	836.80	22,464.44
- Considered Doubtful	22,316.67	22,316.67
Staff Advance	0.00	2,437.73
Prepaid Expenses	274.47	0.00
	<b>54,929.58</b>	<b>50,607.34</b>

HOAC FOODS INDIA LIMITED

*Rambabu*

Director



**HOAC FOODS INDIA LIMITED**  
(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

(Rs. in Hundred)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
<b>Note - 18 : Revenue from operations</b>		
<b>Sale of Products</b>		
Atts. Dal Spices, Oil and other products	15,62,940.05	12,10,094.00
	15,62,940.05	12,10,094.00
<b>Note - 19 : Other Income</b>		
Freight Charges Recovered	0.00	10,554.98
	0.00	10,554.98
<b>Note - 20 : Cost of material consumed</b>		
Opening Stock of Raw Material	5,953.99	16,148.08
Add: Purchases	11,64,123.93	9,17,786.34
Add: Cartage	0.00	61.30
	11,70,077.92	9,33,995.70
Less: Closing Stock of Raw Material	1,61,832.31	5,953.99
<b>Total</b>	10,08,045.61	9,28,041.71
<b>Note - 21 : Changes in inventories</b>		
In the beginning of the year		
Finished Goods	2,11,923.78	1,15,715.08
As at the end of the year		
Finished Goods	2,12,118.52	2,11,923.78
	(194.74)	(96,208.70)
<b>Note - 22 : Employee benefits expenses</b>		
Salaries and Wages	1,42,736.12	87,479.48
Directors Sitting Fees	4,680.00	0.00
Contribution to ESI, Provident Fund and Other Funds etc.	1,682.96	299.79
Staff Welfare Expense	10,765.83	5,008.41
	1,59,844.91	92,784.68
<b>Note - 23 : Finance Cost</b>		
Interest on Long Term Loans	18,984.55	22,006.53
Interest on Short Term Loans	5,667.34	3,541.98
Interest on Others	2,742.88	0.00
Other Finance Cost	5,105.73	0.00
	32,500.50	25,548.51

HOAC FOODS INDIA LIMITED

*Hombaker*

Director



**HOAC FOODS INDIA LIMITED**  
(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)

(Rs. in Hundred)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
-------------	----------------------------------	----------------------------------

**Note - 24 : Depreciation and amortization expense**

Depreciation on tangible assets	12,076.53	18,032.67
Amortisation of intangible assets	857.20	229.10
	<b>12,933.74</b>	<b>18,261.76</b>

**Note - 25 : Other expenses**

**A. Direct Expenses**

Packing Material Consumed	37,397.75	16,527.77
Other Factory Expenses	17,478.83	18,582.47
	<b>54,876.58</b>	<b>35,110.24</b>

**B. Other administrative expenses**

Rent Expenses	39,603.12	57,832.86
Bank Charges & Processing Fees	1,972.05	3,074.27
Repair & Maintenance Expenses	13,558.36	8,301.02
Conveyance & Travelling	2,244.05	0.00
Printing & Stationary Expenses	1,596.83	2,322.58
Communication Expenses	2,634.06	2,130.00
General Office Maintenance & Other Expenses	25,981.39	18,782.80
Auditor's Remuneration		
- As Audit Fees	1,500.00	300.00
- For other Matters	1,750.00	0.00
Insurance Charges	1,492.27	394.15
Electricity Expenses	18,516.37	13,468.09
Vehicle Running & Maintenance Expenses	5,500.43	6,072.90
Legal & Professional Charges	11,400.60	0.00
	<b>1,26,629.53</b>	<b>1,16,278.45</b>

**C. Advertisement & Promotion Expenses**

Advertisement Expenses	1,321.18	748.89
Business Promotion Expenses	5,997.24	5,812.87
Commission Expenses	3,281.71	0.00
	<b>10,580.12</b>	<b>6,559.86</b>

**D. Selling & Distribution Expenses**

Delivery Expenses	11,954.27	3,656.66
Freight and Forwarding Charges	8,488.99	10,101.90
	<b>20,443.26</b>	<b>13,758.56</b>
	<b>2,12,529.49</b>	<b>1,70,707.11</b>

HOAC FOODS INDIA LIMITED

*Hombalur*

Director



# HOAC FOODS INDIA LIMITED

## Notes to the financial statement for the year ended March 31, 2024

### 26 Ratios

(Rs. In Hundred)

#### (i) Current ratio = Current Assets/ Current Liabilities

Particulars	March 31, 2024	March 31, 2023
Current assets	6,99,579.46	4,05,779.73
Current liabilities	3,78,199.54	2,56,565.61
Ratio	1.85	1.58
% change from previous year	14.50%	

#### (ii) Debt Equity ratio = Total debt/ Total equity

Particulars	March 31, 2024	March 31, 2023
Total Debt	2,25,575.71	1,04,301.30
Total Equity	3,35,257.40	1,48,532.97
Ratio	0.67	1.31
% change from previous year	(94.42%)	

Reason for change more than 25%:

The ratio is improved due improvement of performance of the company during the current year.

#### (iii) Debt Service Coverage Ratio = Net Operating Income/ Total interest and principal payments

Particulars	March 31, 2024	March 31, 2023
Profit before tax	1,36,280.54	81,523.91
Other Income	0.00	(10,554.96)
Finance cost	32,500.50	25,548.51
Net Operating Income	1,68,781.04	96,517.46
Repayment of interest during the year	32,500.50	25,548.51
Repayment of Debt during the year	(31,274.41)	(84,065.31)
Total interest and principal payments	1,226.10	(58,516.80)
Ratio	137.65	(1.65)
% change from previous year	101.20%	

Reason for change more than 25%:

The ratio is improved due improvement of performance of the company during the current year.

#### (iv) Return on Equity (ROE) Ratio = Net profit after tax / Total Shareholders' Equity

Particulars	March 31, 2024	March 31, 2023
Net profit after tax	1,02,363.42	50,466.80
Total shareholders equity	3,35,257.40	1,48,532.97
Ratio	0.31	0.34
% change from previous period/ year	(10.15%)	

#### (v) Inventory turnover ratio = Cost of goods sold/ Average Inventory

Particulars	March 31, 2024	March 31, 2023
Cost of Goods Sold	10,08,850.88	8,31,833.01
Average Inventory	2,95,514.30	1,74,870.46
Ratio	3.41	4.75
% change from previous period/ year	(28.23%)	

Reason for change more than 25%:

The ratio is decreased pursuant to increase in sale during the current year.

HOAC FOODS INDIA LIMITED

*H. K. Babu*

Director



## HOAC FOODS INDIA LIMITED

### Notes to the financial statement for the year ended March 31, 2024

(vi) Trade receivables turnover ratio = Credit sales/ Average trade receivables (Rs. In Hundred)

Particulars	March 31, 2024	March 31, 2023
Credit Sales	6,48,347.06	3,34,736.97
Average Trade Receivable	1,64,629.56	89,720.51
Ratio	3.94	3.73
% change from previous period/ year	5.56%	

(vii) Trade payables turnover ratio = Net credit purchase/ Average trade payables (Rs. In Hundred)

Particulars	March 31, 2024	March 31, 2023
Credit Purchases	11,64,123.93	9,17,786.34
Average Trade Payable	1,34,562.15	96,557.72
Ratio	8.65	9.51
% change from previous period/ year	(8.98%)	

(viii) Net capital turnover ratio= Sales/ net Working Capital

Particulars	March 31, 2024	March 31, 2023
Sales	15,62,940.05	12,10,094.00
Net working Capital	3,21,379.93	1,49,214.12
Ratio	4.86	8.11
% change from previous period/ year	40.03%	

Reason for change more than 25%:

The company just operated for 45 days in previous year whereas the company was operation throughout the year in current year

(ix) Net profit ratio= Net profit after tax/ Sales

Particulars	March 31, 2024	March 31, 2023
Net profit after tax	1,02,353.42	50,466.80
Sales	15,62,940.05	12,10,094.00
Ratio	0.07	0.04
% change from previous period/ year	(57.03%)	

Reason for change more than 25%:

The ratio is decreased pursuant to increase in sale during the current year.

(x) Return on capital employed ratio=Earnings before interest and tax (EBIT)/ (Total Assets–Total Current Liabilities)

Particulars	March 31, 2024	March 31, 2023
Net profit after tax	1,02,353.42	50,466.80
Finance cost	32,500.50	25,548.51
Other income	0.00	(10,554.96)
EBIT	1,34,853.93	65,460.35
Total assets	6,99,579.46	4,05,779.73
Current liabilities	3,78,199.54	2,56,565.61
Capital employed	3,21,379.93	1,49,214.12
Ratio	0.42	0.44
% change from previous period/ year	(4.35%)	

HOAC FOODS INDIA LIMITED

*Rambabu*

Director



# HOAC FOODS INDIA LIMITED

## Notes to the financial statement for the year ended March 31, 2024

**(xi) Return on investment ratio= Net Profit (PAT)/ Cost of Investment\*100**

The company does not have any investment during the current year, therefore this ratio is not applicable to the company.

**27** There are no loan outstanding or granted to promoter, directors, KMPs and related parties (as defined under Companies Act, 2013), either severally or jointly with any other person either repayable on demand or without specifying any term of period of repayment.

**28 Other Disclosure as per amendment in Schedule-III dated 24th March, 2021.**

- a) There are no proceedings has been initiated or pending against the entity under the Benami Transactions (Prohibitions) Act, 1998.
- b) There are none Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- c) The provision of Corporate Social Responsibility under section 135 of the Act is not applicable to the company.
- d) The company has not entered in any transaction relating to Crypto Currency or Virtual Currency during the year.
- e) The entity has not entered into any transaction with such entities whose name has been struck off u/s 248 of the Act.
- f) The company has taken loan from bank and financial institution during the year, however there is no returns or statement of current assets have been filed by the company with the bank.
- g) The company has not declared as wilful defaulter.
- h) The company has been complied with the provision relating to layers of companies.
- i) The Company has no undisclosed income pertaining to prior period which is required to be disclosed in current year.
- j) The company has registered all the charges with Registrar of Companies within the statutory period.

HOAC FOODS INDIA LIMITED

*Ponbaba*

Director



**HOAC FOODS INDIA LTD**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**  
OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024

	<u>31 March 2024</u>	<i>(Rs. in Hundred)</i> <u>31 March 2023</u>
<b>29. COMMITMENTS</b>		
a) Estimated amount of contracts Remaining to be executed on Capital Account and not provided for (Net of advances)	NIL	NIL
b) Letters of Credit opened in favour of inland/overseas suppliers	NIL	NIL
<b>30. Contingent Liabilities not provided for :-</b>		
a) Counter guarantees issued to Bankers in respect of guarantees issued by them	NIL	NIL
b) Guarantees issued on behalf of Limited Companies	NIL	NIL
c) Claim against the company not acknowledged as debts (Being Contested):	NIL	NIL

**31. Employee Benefits**

Liability for long term employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Accounting Standard 15 (Revised), the details of which are as here under:

**A. Defined Contribution Plans**

The company makes monthly contribution to Provident fund for Company's contribution to Provident Fund for the year which is charged to Statement of Profit and Loss.

<b>Particulars</b>	<i>(Rs. in Hundred)</i>	
	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
Employer's Contribution to Provident Fund	1,189.40	0.00
Employer's Contribution to ES	364.86	298.79

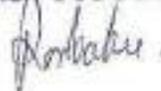
**B. Defined Benefit Plans**

Gratuity:

The Company has a defined benefit gratuity plan. Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination / resignation. The benefit vests on the employee completing 5 years of service. The Company makes provision of gratuity asset/liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method.

The following tables summarize the components of net benefit expense recognized in the financials and obligation at the end of year:

HOAC FOODS INDIA LIMITED



Director



**HOAC FOODS INDIA LTD**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**  
**OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024**

Balance Sheet

Details of provision for Gratuity

(Rs. In Hundred)

Particulars	March 31, 2024
Defined Benefit Obligation	3,887.08
Funding Status	<b>Unfunded</b>
Fund Balance	<b>N.A.</b>
Current Liability	469.35
Non – Current Liability	3,217.73

Statement of Profit & Loss

Details of Gratuity Provision

Particulars	March 31, 2024
Interest Cost	169.71
Current Service Cost	1,262.86
Past Service Cost	0
Net Actuarial (Gain) / Loss	(102.55)
Amount recognized in the Statement of Profit & Loss	1,330.02

Statement showing changes in present value of obligation:

Particulars	March 31, 2024
Present value of obligation at the beginning	2,357.06
Interest Cost	169.71
Current Service Cost	1,262.86
Past Service Cost	0
Benefits paid	0
Net Actuarial (Gain) / Loss	(102.55)
Present value of obligation at the end	3687.08

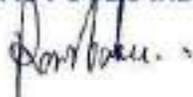
The principal assumption used in determining gratuity benefit obligations for the Company's plans are shown below:

Particulars	March 31, 2024
Discount rate	7.14% per annum
Salary Escalation	10.00 % per annum
Mortality	IALM 2012-14
Attrition rate	30.00 % per annum
Retirement Age	58 Years

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

32. In the opinion of the Management current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated except where indicated otherwise.

HOAC FOODS INDIA LIMITED



Director



**HOAC FOODS INDIA LTD**  
 (Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)  
 OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024

33. Balances of certain debtors, creditors, loans and advances are subject to confirmation.

34. Additional Information Pursuant to Para 5 of the Part II of Schedule III of the Companies Act, 2013:

*(Rs. in Hundred)*

a)	Particulars of Sales & Stocks	Year Ended 31-03-2024	Year Ended 31-03-2023
	<b>Opening Stock</b>		
	- Atta, Dal Spices, Oil and other products	2,11,923.78	1,15,715.08
	<b>Purchases</b>		
	- Atta, Dal Spices, Oil and other products	0.00	0.00
	<b>Sales</b>		
	- Atta, Dal Spices, Oil and other products	15,62,940.05	12,10,094.00
	<b>Closing Stock</b>		
	- Atta, Dal Spices, Oil and other products	2,12,118.52	2,11,923.78

b) CIF Value of Imports :

Particulars	March 31, 2024	March 31, 2023
a) Capital Goods	0.00	0.00
b) Raw Materials/Chemicals	0.00	0.00
c) Spares and Consumables	0.00	0.00

c) Other Expenditure in Foreign Currency (on accrual basis):

Particulars	March 31, 2024	March 31, 2023
a) Travelling Expense	0.00	0.00
b) Other Charges	0.00	0.00

d) Earning in Foreign Currency (on accrual basis) :

Particulars	March 31, 2024	March 31, 2023
Other Income / FOB Value of Exports	0.00	0.00

e) Value of imported/indigenous raw material/packing material consumed and the percentage of each to total consumption: -

Particulars	%	2023-24	%	2022-23
- Imported	0.00%	0.00	0.00%	0.00
- Indigenous	100.00%	10,09,045.61	100.00%	9,28,011.71

35. The inventories are taken as per records duly certified by the Company. The same have been valued in accordance with Accounting Policies.

**HOAC FOODS, INDIA LIMITED**

*[Signature]*

Director



**36. Segmental Reporting :**

The Company is a Manufacturing, Processing & trading company of Food Products. The Company is managed organizationally as a unified entity with various functional heads reporting to the top management and is not organized along product lines. There are therefore, no separate segments within the company as defined by AS-17 (Segmental Reporting) issued by ICAI.

37. Tax Expense is the aggregate of current year income tax and deferred tax charged to the Profit and Loss Account for the year.

**Current Year Charges**

Income Tax provision of Rs. Hundred (P.Y. Rs. 26,314.80 Hundred) has been made as per the provisions of the Income Tax Act.

**Deferred Tax Liability/Asset**

The Company estimates the deferred tax charge using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year. The movement of provision for deferred tax is given below:

(Rs in Hundred)

Particulars	At the beginning of the year	Charge/(credit) during the year	At the end of the year
<b>LIABILITY</b>			
Depreciation	4,564.25	(4,130.71)	433.54
<b>ASSETS</b>			
Unabsorbed business loss, depreciation & disallowable expenses	0.00	0.00	0.00
Net Deferred Tax Liability	4,564.25	(4,130.71)	433.54

**38. Related Party Disclosures:**

In accordance with the Accounting Standards (AS-18) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below: -

**A. Relationships**

- (a) Key Managerial Personnel
- Sh. Ram Babu Thakur : Managing Director
  - Sh. Yashwant Thakur : Chairman
  - Sh. Mukesh Garg : Director
  - Mrs. Gayatri Thakur : Director
  - Mrs. Mamta : Director
  - Mr. Manish Sharma : Chief Financial Officer (w.e.f. 01-11-2023)
  - Patterson Thomas : Company Secretary (Nov-2023 to Dec-2023)
  - Bhawana Agarwal : Company Secretary (w.e.f.15.01.2024)

HOAC FOODS INDIA LIMITED

*[Handwritten Signature]*

Director



**HOAC FOODS INDIA LTD**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**  
**OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024**

B. The following transactions were carried out with related parties in the ordinary course of business: -

Particulars	<i>(Rs. in Hundred)</i>	
	March 31, 2024	March 31, 2023
<b>Key Managerial Personnel</b>		
<b>Interest Paid</b>		
Ram Babu Thakur	666.57	0.00
<b>Unsecured Loan</b>		
Ram Babu Thakur		
Opening Balance (Cr.)	64,310.40	20,310.00
Amount Received	42,649.50	47,500.00
Amount Paid	18,942.49	3,499.80
Interest Credited (Net)	598.67	0.00
Shares Issued	84,371.00	0.00
Closing Balance (Cr.)	4,245.08	64310.40
<b>Remuneration</b>		
Ram Babu Thakur	10,600.00	5,800.00
Gayatri Thakur	9,000.00	6,460.00
Manish Sharma	950.00	0.00
Patterson Thomas	300.00	0.00
Bhawana Agarwal	375.00	0.00
Yashwant Thakur	3,300.00	3,120.00
<b>Director Sitting Fee</b>		
Mukesh Garg	900.00	0.00
Mamta	600.00	0.00
Yashwant Thakur	3,160.00	0.00
<b>Equity Shares Allotted</b>		
Ram Babu Thakur		
99,260 shares of Rs. 10/- issued at 85/- per share	84,371.00	0.00

C. Balance written off/written back is Rs. NIL (PY NIL) Hundred

HOAC FOODS INDIA LIMITED

*Ram Babu Thakur*

Director



**39. Earnings per share (EPS)**

The numerators and denominators used to calculate Basic and Diluted Earnings per share:

**Basic Earning Per Share**

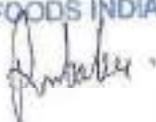
Particulars	(Rs. in Hundred)	
	March 31, 2024	March 31, 2023
Profit/(Loss) for the year	1,36,280.54	81,523.91
Less : Provision for Income Tax / Deferred Tax	33,471.29	28,335.15
Less : Income Tax adjustments	455.82	2,721.98
Profit/ (Loss) attributable to the Equity Shareholders – (A)	1,02,353.42	50,466.80
Weighted average number of Equity Shares outstanding during the year (B)	26,41,021	2,17,000
Adjustment for Bonus Shares Issued during the current year.	0	16,27,500
Adjusted Weighted average number of Equity Shares outstanding during the year (C)	26,41,021	18,44,500
Nominal value of Equity Shares (Rs)	10/-	10/-
Basic/Diluted Earnings per share (Rs) – (A)/(B)	3.88	23.28
Adjusted Basic/Diluted Earnings per share (Rs) – (A)/(C)	3.88	2.74

**40. Dues To Micro And Small Enterprises**

The dues to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the company is given below:

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Not Due	3,030.63	11,576.63
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	NIL	NIL
Principal amount due to micro and small enterprises	NIL	NIL
Interest due on above	NIL	NIL
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year	NIL	NIL

HOAC FOODS INDIA LIMITED



Director



**HOAC FOODS INDIA LTD**  
**(Formerly Known as HOAC FOODS INDIA PRIVATE LIMITED)**  
**OTHER NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024**

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	NIL	NIL

41. Previous year figures have been rearranged/ regrouped wherever considered necessary.

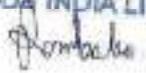
For Krishan Rakesh & Co  
Chartered Accountants  
FRN: 009088N

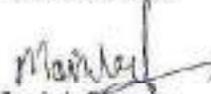
  
**Shiva Nishad**  
(Partner)  
M.No.: 560019

Place : Delhi  
Date : 06-06-2024

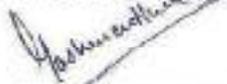


**HOAC FOODS INDIA LIMITED**

  
**Rambabu Thakur**  
(Managing Director)  
DIN: 08084215

  
**Manish Sharma**  
(Chief Financial Officer)  
PAN : KMLPS4330C

for and on behalf of the board of  
**HOAC FOODS INDIA LIMITED**

  
**Yashwant Thakur**  
(Chairman)  
DIN: 10351322

  
**Bhawna Agarwal**  
(Company Secretary)  
PAN : AZWPA0809L



**INDEPENDENT AUDITOR'S REPORT**

TO,

**THE MEMBERS OF HOAC FOODS INDIA PRIVATE LIMITED**

**Opinion**

**Report on the Financial Statements**

We have audited the accompanying financial statements of HOAC FOODS INDIA PRIVATE LIMITED, which comprise the Balance Sheet as at 31/03/2023, the Statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31/03/2023, and its profit for the year ended on that date.

**Basis for opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and





## NITIKA SALUJA Chartered Accountant

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presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Report on Other Legal and Regulatory Requirements**

This report doesn't include a statement on the matters specified in paragraph 3 and 4 of the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India, in terms of sub section 11 of section 143 of the companies Act, 2013 since in Our opinion and according to the information and explanation given to us, the said order is not applicable to the company.



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Registered Address: 535, Sector-6, Urban Estate, Karnal- 132001 Haryana  
Contact No. 8447211230, 8595149099 Email Id: canitikasaluja@gmail.com



As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31/03/2023 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) Clause i) of section 143(3) is not applicable pursuant to notification G.S.R. 583(E) dated 13 June 2017.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls found satisfactory with regard to the operations of the company.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. A) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other person or behalf of the company (ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries,

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## NITIKA SALUJA Chartered Accountant

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- B) The management has represented that, to the best of its knowledge and bellies no funds have been received by the company from any person or entity including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or behalf of the Funding Party ("ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries; and
- C) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representations under sub clause (a) and (b) contain any material mis-statement
- v. The Company has neither declared nor paid any dividend during the year in contravention of the provision of section 123 of the companies Act 2013.

Date: 05/09/2023  
Place: New Delhi

For Nitika Saluja  
  
(Chartered Accountant)  
M. No. 540140  
UDIN: 23540140BGVYVZ0028



**"Annexure A" to the Independent Auditor's Report of even date on the Standalone Financial Statements of HOAC FOODS INDIA PRIVATE LIMITED**

**Report on the Internal Financial Controls under Clause (l) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to standalone financial statement of HOAC FOODS INDIA PRIVATE LIMITED (the "Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed

risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a





# NITIKA SALUJA Chartered Accountant

basis for our audit opinion on the Company's internal financial controls system over financial reporting.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Date: 05/09/2023  
Place : New Delhi

For NITIKA SALUJA



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## NITIKA SALUJA Chartered Accountant

Annexure A referred to in the Independent Auditors' Report to the Members of India HOAC Foods Limited on the financial statements for the year ended 31 March 2023, we report that:

- i. In respect of fixed assets:
  - a) The company has maintain proper records showing full particulars including quantitative details and situation of its fixed assets.
  - b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no materials discrepancies were noticed on such verification.
  - c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
- ii. In respect of inventories: - Inventories, except for goods-in-transit and stocks lying with third parties have been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of such verification is reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly detailed with in the books of account.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, LLP or other parties listed in the register maintained under Section 189 of the Companies Act 2013.
- iv. According to the information and explanations given to us, the Company has not given any loans, or provided any guarantee or security as specified under section 185 and 186 of the Companies Act, 2013. Moreover, in respect of the investments made by the Company, requirements of section 186 of the Companies Act, 2013 have been complied with.
- v. According to the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(V) of the Order is not applicable to the Company
- vi. Maintenance of cost records u/s 148(1) of the Companies Act 2013 has not been specified by the Central Government for the company.
- vii. According to the information and explanation given to us, no undisputed amount payable in respect of income tax, cess, and other materials statutory dues were in arrears as at 31<sup>st</sup> March 2023 for a period more than six months from the date they become payable.



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## NITIKA SALUJA Chartered Accountant

- According to the records of the company, there are no dues of income tax and cess which have not been deposited with the appropriate authorities on account of any dispute.
- viii. The company has not defaulted in repayment of loans to banks, government, debentures-holders, etc. Hence the amount and period of defaults is not to be reported.
  - ix. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. According, paragraph 3 (ix) of the Order is not applicable.
  - x. According to the information and explanations given to us, no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit.
  - xi. According to the information and explanation give to us and based on our examination of the records of the Company, the Company has not paid managerial remuneration.
  - xii. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
  - xiii. According to the information and explanations given to us and based on our examination of the record of the company all transactions with the related parties are in compliance with sections 177 and 188 of companies Act 2013 where applicable and details of such transactions have been disclosed in the accounting standard financial statement as required by the applicable accounting standard.
  - xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of the shares or fully or partly convertible debentures during the year.
  - xv. According to the information and explanation give to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
  - xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
  - xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
  - xviii. There has been change of the statutory auditors during the year. Accordingly, clause 3(xvi) of the Order is not applicable.
  - xix. According to the information and explanations given to us and 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, our knowledge of the Board of Directors and management plans and based on our examination of the evidence Supporting the assumptions, nothing



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## NITIKA SALUJA Chartered Accountant

has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. In our opinion and according to the information and explanations given to us, there is nospent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx) (b) of the Order are not applicable.

For Chartered Accountant



Place: New Delhi  
Date: 05/09/2023

Registered Address: 535, Sector-6, Urban Estate, Karnal- 132001 Haryana  
Contact No. 8447211230, 8595149099 Email Id: canitikasaluja@gmail.com

## **HOAC FOODS INDIA PRIVATE LIMITED**

**Notes to financial statements for the year ended 31 March 2023**

### **CORPORATE INFORMATION**

HOAC Foods India Private Limited (the company) is a private company domiciled in India. The company is engaged in the manufacturing and trading of cereals, flour of cereals and spices. The Company caters to domestic market only. The registered office of the company situated at RZF-1150, Flat No. UG-01, GF, Gali No. 1, Raj Nagar, Part-2, Palam Colony, Delhi – 110077.

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **1) Basis Of Accounting:**

- a. The Concern has prepared its financial statements under the historical cost convention and in accordance with generally accepted accounting principles.
- b. Accounting policies not specifically referred to are consistent with generally accepted accounting principles.
- c. In case of disputes, the Accounting entries for adjustments are made on settlement of disputes.

#### **2) Use of Estimates:**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **3) Fixed Assets & Depreciation:**

- (a) Fixed Assets are stated at their original cost of acquisition inclusive of inward freight, duties and expenditure incurred in the acquisition, construction and installation.
- (b) Duties and Taxes, which have recoverable rights are not separately accounted for but are included in the cost of respective fixed assets. Pre-operative expenses have been allocated to assets on pro-rata basis.
- (c) Depreciation on fixed assets is provided as per rate and method prescribed as per Indian Companies Laws on WDV method.

**4.) Intangible Assets :**

Intangible assets acquired separately are measured on initial intangible assets acquired in an recognition at cost. The cost of amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

**5.) Lease:**

Where the company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on actual payment basis.

**6) Borrowing Cost:**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur

**7) Inventories**

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## 8) Revenue recognition

**Sales of Goods** - Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects Goods and Service Tax (GST) and other taxes on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

### Notes to Accounts:-

**Tax on Income** – Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence on timing difference, being the difference between taxable incomes and accounting income that originate in one period and is capable of reversal in one or more subsequent period.

Management has recognized the temporary differences between accounting profit and taxable profit as per Income tax provisions and recognized deferred tax Assets of Rs. (4,56,425/-) as on 31<sup>st</sup> March 2023.

Carrying amount of deferred taxes has been stated on net basis.

### Earnings per share:

As per Accounting Standard 20 related to "Earning per Share", figures are given as below:

Particulars	Current Year
Earnings per share (Basic)	2.33
Earnings per share (Diluted)	2.33
Basic Share Price	Rs. 10

(Earning per share (Basis / Diluted) as mentioned as per basis on Rs. Hundred ('00), unless otherwise Statement)

In the opinion of the management, the Current Assets, Loans and Advances have a value which, on realization in the ordinary course of business, will be at least equal to the amount at which they are stated in the Balance Sheet except stated otherwise. All the assets are free from encumbrances

**HOAC FOODS INDIA PRIVATE LIMITED**  
**BZE-1150, FLAT NO. UC-01, GE, GALI NO. 1, RAINAGAR, PART-2,**  
**PALAM COLONY, DELHI - 110077**  
**CIN : U15120DL2018PTC330732**

**Balance Sheet as on 31st March 2023**

**All Amount in Rs. Hundred ('00), unless otherwise stated)**

Particulars	Note No	As on 31.03.2023	As on 31.03.2022
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
(a) Share Capital	1	21,700.00	21,700.00
(b) Reserves and Surplus	2	126,832.95	76,366.17
(c) Money received against share warrants		-	-
<b>Non-Current Liabilities</b>			
(a) Long-term borrowings	3	96,450.33	54,142.30
(b) Deferred Tax Liabilities (Net)	4	4,564.25	2,543.90
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(e) Director Imprest		-	-
<b>Current Liabilities</b>			
(a) Short-term borrowings	5	97,850.97	56,093.70
(b) Trade payables	6	99,708.23	93,407.20
(c) Other current liabilities	7	15,934.01	44,515.03
(d) Short-term provisions	8	26,314.80	9,347.60
<b>TOTAL</b>		<b>489,355.56</b>	<b>358,115.90</b>
<b>ASSETS</b>			
<b>Non-Current assets</b>			
(a) Fixed assets			
(i) Tangible assets		60,705.80	44,759.47
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
<b>Current assets</b>			
(a) Current investments		-	-
(b) Inventories of Work in Progress at the end		219,726.21	133,700.14
(c) Trade receivables	9	102,930.57	76,510.44
(d) Cash and Bank balances	10	32,515.60	58,952.95
(e) Short-term loans and advances		-	-
(f) Long-term loans and advances		44,781.11	11,775.80
(g) Other current assets	11	28,696.26	32,417.10
<b>TOTAL</b>		<b>489,355.56</b>	<b>358,115.90</b>

"As per Accountants Report Attached"

"Complied from Books of Accounts and records produced before us"

For Chartered Accountant



Nidhi Saluja  
M.No. 540140  
UDIN: 23540140BGVYZ8028

Place : New Delhi  
Dated: 05/09/2023

For and on behalf of the Board of Directors of  
**"HOAC Foods India Private Limited"**

गायत्री

Director

Mrs. Gaytri Thakur  
(Director)

HOAC FOODS INDIA PRIVATE LIMITED  
DIN - 08084214

रामबाबू

Director

Mr. Rambabu Thakur  
(Director)

DIN - 08084215

**HOAC FOODS INDIA PRIVATE LIMITED**  
**RZF-1150, FLAT NO. UG-01, GE, GALI NO. 1, RAINAGAR, PART-2,**  
**PALAM COLONY, DELHI - 110077**  
**CIN : U15120DL2018PTC330739**

**Profit and Loss Account for the Year ended on 31st March 2023**  
**All Amount in Rs. Hundred ('00), unless otherwise stated)**

PARTICULARS	Note No	As on 31.03.2023	As on 31.03.2022
<b>Revenue :</b>			
Revenue from Operations	12	1,210,094.00	1,080,381.64
Other Income		10,554.96	6,677.47
<b>Total Revenue (I)</b>		<b>1,220,648.96</b>	<b>1,087,059.11</b>
<b>Expenses :</b>			
<b>Cost Of Material Consumed</b>			
Cost Of Material Consumed	13	831,760.27	819,279.44
Employee Benefits Expense	14	90,116.56	58,829.60
Finance Costs	15	28,622.78	17,664.27
Other Expenses	16	173,095.66	149,612.58
Depriciation Expenses		18,251.76	4,532.40
<b>Total Expenses (II)</b>		<b>1,141,847.02</b>	<b>1,049,918.29</b>
<b>Profit before Tax (I-II)</b>		<b>78,801.93</b>	<b>37,140.82</b>
<b>Less : Tax Expenses :</b>			
1) Current Tax		26,314.80	9,347.60
2) Deferred Tax		2,020.35	1,746.31
<b>Profit/(loss) for the Period after Tax</b>		<b>50,466.78</b>	<b>26,046.91</b>
<b>Earnings Per Share</b>			
Basic & Diluted EPS	17	2.33	1.20

**"As per Accountants Report Attached"**

**"Compiled from Books of Accounts and records produced before us"**

**For Chartered Accountant**

**For and on behalf of the Board of Directors of  
"HOAC Foods India Private Limited"**



**Nitika Saluja**  
**M.No. 540140**  
**UDIN: 23540140BGVYVZ8028**

**HOAC FOODS INDIA PVT. LTD.**

**गायत्री**

**Director**  
**Mrs. Gaytri Thakur**  
**(Director)**  
**DIN - 08084214**

**HOAC FOODS INDIA PVT. LTD.**

**रामबाबू**  
**Mr. Rambabu Thakur**  
**(Director)**  
**DIN - 08084215**

**Place : New Delhi**  
**Dated: 05/09/2023**

**HOAC FOODS INDIA PRIVATE LIMITED**  
**R2F-1150, FLAT NO. UG-01, GF, GALI NO. 1, RAJ NAGAR, PART-2,**  
**PALAM COLONY, DELHI - 110077**  
**CIN : U15120DL2018PTC330739**

**Cash Flow Statement for the year ended 31 March 2023**  
**(All Amount in Rs Hundred ('00), unless otherwise stated)**

PARTICULARS	As on 31.03.2023	As on 31.03.2022
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net (Loss) / Profit Before Exceptional, extraordinary Items and Taxes:-	78,801.93	37,140.82
<b>Adjustment for :</b>		
Depreciation and amortisation	18,251.76	4,532.40
Finance Cost	28,622.78	17,663.97
<b>(i) Operating (Loss) / Profit Before Working Capital Changes</b>	<b>= 125,676.48</b>	<b>59,337.19</b>
<b>(ii) Adjustments for :</b>		
(Increase) / Decrease in Trade and Other Receivables	(26,420.13)	(64,289.93)
(Increase) / Decrease in Inventories	(86,026.07)	(41,005.65)
(Increase) / Decrease in Other Assets	(29,284.47)	(31,405.96)
Increase / (Decrease) in Other current liabilities	(28,581.02)	11,673.00
Increase / (Decrease) in Trade and Other Payables	6,301.03	54,108.76
<b>(iii) Cash Generated from Operations A_(i+ii = iii)</b>	<b>(38,334.17)</b>	<b>(11,582.59)</b>
<b>(iv) Direct Taxes Paid (During the Year)</b>	<b>(9,347.60)</b>	<b>(4,754.38)</b>
<b>(v) Net Cash Flow (used in)/ from Operating Activities A_(iii+iv) = (v)</b>	<b>= (47,681.77)</b>	<b>(16,336.97)</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
<b>(i) Acquisition of Fixed Assets</b>	<b>(34,198.10)</b>	<b>(14,169.01)</b>
<b>(ii) Net Cash Flow used in Investing Activities B_(i) = (ii)</b>	<b>= (34,198.10)</b>	<b>(14,169.01)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>(i) Issue of Shares</b>	<b>-</b>	<b>-</b>
<b>(ii) Issue of Share Capital</b>	<b>-</b>	<b>38,480.69</b>
<b>(iii) Movement in Short term borrowing</b>	<b>41,757.27</b>	<b>17,800.53</b>
<b>(iv) Movement in Long term borrowing</b>	<b>42,308.03</b>	<b>(5,858.28)</b>
<b>(v) Interest Paid</b>	<b>(28,622.78)</b>	<b>(17,663.97)</b>
<b>(vi) Net Cash Flow from/(used in) Financing Activities C_(i+ii+iii+iv+v) = vi</b>	<b>= 55,442.52</b>	<b>32,758.97</b>
<b>(D) Net Increase/ (Decrease) in Cash and Cash equivalents</b>	<b>= (26,437.35)</b>	<b>2,252.99</b>
<b>A(v) + B(ii) + C(vi) = D</b>		
<b>(E) Cash and Cash equivalents (Opening balance)</b>	<b>= 58,952.95</b>	<b>56,699.96</b>
<b>(F) Cash and Cash equivalents (Closing balance)</b>	<b>= 32,515.60</b>	<b>58,952.95</b>
<b>(D-E = F)</b>		

**Notes**

1 The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 (AS-3) on "Cash Flow Statements", and present cash flows by operating, investing and financing activities.

"As per Accountants Report Attached"

"Compiled from Books of Accounts and records produced before us"

For Chartered Accountant



Nitika Saluja  
M.No. 540140  
UDIN: 23540140BGVYZ8028

For and on behalf of the Board of Directors of  
"HOAC Foods India Private Limited"

HOAC FOODS INDIA PVT. LTD

गायत्री

Director  
Mrs. Gaytri Thakur  
(Director)  
DIN- 08084214

HOAC FOODS INDIA PVT. LTD

Rambabu

Mr. Rambabu Thakur  
Dir(Director)  
DIN- 08084215

Place : New Delhi  
Dated: 05/09/2023

**HOAC FOODS INDIA PRIVATE LIMITED**  
**RZF-1150, FLAT NO. UG-01, GF, GALI NO. 1, RAINAGAR, PART-2,**  
**PALAM COLONY, DELHI - 110077**  
**CIN : U15120DL2018PTC330739**

**Notes forming part of Financial Statements**  
**All Amount in Rs. Hundred ('00), unless otherwise stated)**

**NOTE 1**

SHARE CAPITAL	As at 31 March 2023	
	Number	Amount (Rs)
<b>Authorised Shares</b>		
Equity Shares of Rs. 10 each	50,000.00	500,000
<b>Total</b>	<b>50,000.00</b>	<b>500,000</b>
<b>Issued Shares</b>		
Equity Shares of Rs.10 each	21,700.00	2,170,000
<b>Total</b>	<b>21,700.00</b>	<b>2,170,000</b>
<b>Subscribed &amp; Paid up</b>		
Equity Shares of Rs. 10 each fully paid up	21,700.00	2,170,000
<b>Total</b>	<b>21,700.00</b>	<b>2,170,000</b>

(a) **Reconciliation of the number of shares O/S at the beginning and at the end of the reporting period**

Equity Shares	As at 31 March 2023	
	Number	Amount (Rs)
Shares outstanding at the beginning of the period	21,700.00	2,170,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
<b>Shares outstanding at the end of the period</b>	<b>21,700.00</b>	<b>2,170,000</b>

The Company has only one class of Equity Shares having par value of Rs.10 per Share shareholder are eligible the remaining assets of company after distribution of all preferential accounts, in proportion to their shareholding.

(b) **Details of shareholders holding more than 5% shares in the company.**

Name of Shareholder	As at 31 March 2023	
	Number	% of Holding
<b>Equity Shares of Rs.10 each</b>		
Mrs. Gaytri Thakur	119,350	55%
Mr. Rambabu Thakur	97,650	45%



HOAC FOODS INDIA PVT. LTD.  
*[Signature]*  
 Director

HOAC FOODS INDIA PVT. LTD.  
*[Signature]*  
 Director

All Amount in Rs. Hundred (00), unless otherwise stated)

**NOTE 2**

RESERVES AND SURPLUS	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
a) Surplus		
Opening Balance	49,585.48	23,538.57
Security Premium	26,780.69	26,780.69
Add: Profit for the year	50,466.78	26,046.91
<b>Closing Balance</b>	<b>126,832.95</b>	<b>76,366.17</b>

**NOTE- 3**

Unsecured loans		
(i) Bonds/debentures *( state in descending order of maturity or conversion, starting from the farthest redemption or conversion date)	NIL	NIL
(ii) Term loans	NIL	833.39
(iii) Deferred payment liabilities	NIL	NIL
(iv) Deposits	NIL	NIL
(v) Loans and advances from related parties	NIL	NIL
(vi) Long term maturities of finance lease obligations	96,450.33	53,308.91
(vii) Other loans and advances (specify nature)	NIL	NIL
	96,450.33	54,142.30
<b>Total</b>	<b>96,450.33</b>	<b>54,142.30</b>

**NOTE 4**

Calculation of Deferred Tax as on 31st March 2022

	COMPANIES ACT	INCOME TAX ACT	TIMING DIFFERENCE
Depreciation Exp.	18,251.76	10,297.62	7,954.14
		<b>TOTAL</b>	<b>7,954.14</b>
<b>Total</b>	<b>Deferred Tax Asset</b>		<b>2,020.35</b>

Calculation of Deferred Tax to be recognised

Opening Balance	2,543.90
Closing Deferred Tax Assets	4,564.25
Reversal of DTA	2,020.35

**NOTE 5**

SHORT TERM BORROWINGS	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
(i) Deferred payment liabilities	NIL	NIL
(ii) Short term borrowing from related parties	33,540.57	35,783.70
(iii) Other loans and advances (specify nature)	64,310.40	20,310.00
<b>Total</b>	<b>97,850.97</b>	<b>56,093.70</b>



HOAC FOODS INDIA PVT. LTD.

गायत्री

Director F-123

HOAC FOODS INDIA PVT. LTD.

Rambhadr.

Director

All Amount in Rs. Hundred ('00), unless otherwise stated)

**NOTE 6**

TRADE PAYABLES	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Total outstanding dues of micro and small enterprises	0.00	0.00
Total outstanding due of Creditors other than micro and small enterprises	99,708.23	93,407.20
<b>Total</b>	<b>99,708.23</b>	<b>93,407.20</b>

**NOTE 7**

OTHER CURRENT LIABILITIES	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Current maturities of Long term Borrowings	0.00	35,830.23
Advance From Customer	353.36	5,164.00
Salary Payable (ESI)	684.95	0.00
Salary Payable (Gurugram)	1,559.48	0.00
Salary Payable (Delhi)	4,010.00	0.00
ESIC Payable (Employee Share)	69.22	0.00
ESIC Payable (Employer Share)	298.79	0.00
Interest on TDS/TCS	323.15	0.00
TCS Payable - 206CR	144.45	0.00
TDS Payable - 194Q	129.65	0.00
TDS Payable - 194I	2,811.86	1,236.51
Electricity Exp.	117.80	0.00
Payable to Directors	1,021.74	1,782.67
GST Payable	4,109.56	0.00
Audit Fees Payable	300.00	600.00
<b>Total</b>	<b>15,934.01</b>	<b>44,613.41</b>

**NOTE 8**

SHORT TERM PROVISIONS	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Provision For Income Tax	26,314.80	9,347.60
<b>Total</b>	<b>26,314.80</b>	<b>9,347.60</b>

**NOTE 9**

TRADE RECEIVABLES	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
(a) Due over Six Months		
Consideration Goods (unsecured)	0.00	0.00
(b) Other		
Consideration Goods (unsecured)	102,930.57	76,510.44
<b>Total</b>	<b>102,930.57</b>	<b>76,510.44</b>

**NOTE 10**

CASH & BANK BALANCES	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Cash In Hand	24,033.97	6,701.77
Cash at Bank	8,481.64	52,251.18
<b>Total</b>	<b>32,515.60</b>	<b>58,952.95</b>

**NOTE 11**

OTHER CURRENT ASSETS	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Security Deposit (Revenue Authorities)	3,388.50	7,242.49
Employees Advances	2,437.73	2,013.45
Other Security	0.00	291.13
Security Deposit (Supplier)	22,870.03	22,870.03
<b>Total</b>	<b>28,696.26</b>	<b>32,417.10</b>



HOAC FOODS INDIA PVT. LTD.

जाय रत

Director  
F-124

HOAC FOODS INDIA PVT. LTD.

Rambhaka

Director

**HOAC FOODS INDIA PRIVATE LIMITED**

BZE-1150, FLAT NO. UG-01, GE. GALI NO. 1, RAJ NAGAR, PART-2, PALAM COLONY, DELHI - 110077

CIN : U15120DL2018PTC330739

All Amount in Rs. Hundred ('00), unless otherwise stated)

**NOTE 12**

REVENUE FROM OPERATIONS	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Sale of Products	1,210,094.00	1,080,381.64
Sale of Services	0.00	0.00
Other operating revenues	10,554.96	6,677.47
Revenue from Operations (Gross)	1,220,648.96	1,087,059.11
Less : Excise Duty		
Revenue from Operations (Net)	1,220,648.96	1,087,059.11

**NOTE 13**

COST OF MATERIAL CONSUMED	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Inventory at the beginning of the period	133,700.14	92,694.19
Add : Purchases	917,786.34	860,285.39
Less : Inventory for WIP at end of period	219,726.21	133,700.14
Cost of Material Consumed	831,760.27	819,279.44

**NOTE 14**

EMPLOYEE BENEFITS EXPENSE	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Salaries and Wages	72,099.46	47,536.01
Contribution to Provident and other Funds	298.79	192.00
Director Remuneration	15,380.00	10,500.00
Staff Welfare expenses	2,338.31	601.59
Total Employee Benefits Expense	90,116.56	58,829.60

**NOTE 15**

FINANCE COST	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Interest & Bank Charges	3,074.27	610.17
interest on Loan	25,548.51	14,463.80
Processing Fee	0.00	23.43
Loan Prepayment Charges	0.00	2,365.72
Other Interest Payment	0.00	201.15
Total	28,622.78	17,664.27



HOAC FOODS INDIA PVT. LTD.

गायत्री

Director

HOAC FOODS INDIA PVT. LTD.

Rambabu  
Director

**HOAC FOODS INDIA PRIVATE LIMITED**  
**RZF-1150, FLAT NO. UG-01, GE, GALI NO. 1, RAJ NAGAR, PART-2,**  
**PALAM COLONY, DELHI - 110077**  
**CIN : U15120DL2018PTC330739**

All Amount in Rs. Hundred ('00), unless otherwise stated)

NOTE 16

OTHER EXPENSES	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
<b>Direct Expenses</b>		
Freight & Cartages Exp.	61.30	2,563.45
Packing Exp.	16,539.21	0.00
Gurugram (General & Misc. Exp.)	15,033.54	0.00
Interest on Dealy Payment	1.40	0.00
Labour Charges	136.74	0.00
<b>Indirect Expenses</b>		
Advertisement Exp.	746.99	0.00
Business Promotions	4,941.02	0.00
Fuel & Gas Exp. (Sector-83, Gurugram)	11.90	0.00
Maintenance of Shop (Sector-83, Gurugram)	142.70	0.00
Electricity Exp. (Gwal Pahadi)	472.28	0.00
Maintenance of Shop (Gwal Pahadi)	99.00	0.00
Electricity Exp (Factory)	2,815.64	0.00
Factory Exp.	733.48	0.00
Insurance	394.15	0.00
GST Late Fees	13.52	0.00
Interest on TDS/TCS Late Deposit	708.74	0.00
TDS Filing Late Fees	314.40	0.00
Printing & Stationery Exp.	370.66	2,678.77
Rent Exp.	57,832.66	47,624.89
Repair & Mainteance Exp.	7,941.02	0.00
Fuel & Gas Exp. (Sector-12)	403.10	0.00
Fuel & Gas Exp. (Sector-7)	1,880.70	0.00
Electricity & Repair Exp. (Sector-7)	161.50	0.00
Office Shop Exp. (Sector-7)	2,766.97	0.00
Shop & Other Repair	118.30	0.00
Electric Bike Exp.	80.00	0.00
Barcode Label Exp.	1,951.90	0.00
Bike Rent Exp.	3,576.67	0.00
Electricity Exp.	9,680.25	0.00
Business Promotion (Marketing)	434.85	0.00
Canopi Exp	162.00	0.00
Festival Exp.	2,668.10	2,045.30
Discount Allowed	1.98	0.00
Display Charges on Store	275.00	0.00
Electricity Exp. (DLF)	304.52	0.00
Other Exp.	1,470.19	0.00
Electricity Exp. (Office)	33.90	0.00
General & Miscellenous Exp.	9,128.92	0.00
Freight Charges	10,101.90	0.00
Registration Exp.	198.00	0.00



HOAC FOODS INDIA PVT. LTD.

मायफे 126

Director

HOAC FOODS INDIA PVT. LTD.

Rambabu.

Director

Fuel & Gas (Other)	6,377.20	0.00
Incentive Exp	2.01	0.00
Income Tax & Previous Demand Exp.	2,721.96	0.00
Interest on ESI Late Payment	133.27	0.00
Labour Charges	2,677.31	0.00
Professional Fees	1,042.60	0.00
Rebate & Short Excess	2.12	0.00
RTO Passing Exp.	500.00	0.00
Sainitry & Cleaning Exp.	2,500.10	0.00
Telephone & Internet Exp.	1,480.45	0.00
POS Machine Exp.	0.00	373.65
Electricity & Water Charges	0.00	15,948.21
Packing Exp.	0.00	26,061.84
Selling and Markeings	0.00	4,091.22
Shop Running Exp.	0.00	6,343.89
Insurance	0.00	110.65
Travelling & Conveyance Exp.	0.00	2,392.93
Communication Exp.	0.00	1,258.00
Accounting Charges	0.00	300.00
Legal & Professional Charges	0.00	1,861.00
Rates & Taxes	0.00	2,855.73
Contractor & Labour Charges	0.00	11,787.29
Business Promotion (Other than Advertismet)	0.00	4,369.82
Office Exp.	0.00	6,426.05
Legal Fees	0.00	250.00
Vehicle Running & Maintenace	0.00	2,202.74
Software Exp.	649.56	381.36
Miscellenous Exp	0.00	3,490.44
<b>Repair &amp; Maintenance Basis</b>		
Machinery		3,709.79
Others		185.56
Rounded Off	0.00	0.00
Payment to Auditors - As Auditor	300.00	300.00
<b>Total Other Expenses</b>	<b>173,095.66</b>	<b>149,612.58</b>

**NOTE 17**

EARNINGS PER SHARE	As on 31.03.2023	As on 31.03.2022
	Amount (Rs)	Amount (Rs)
Profit/(Loss) after Tax	50,466.78	26,046.91
Number of Equity Shares	21,700.00	21,700.00
Earnings per Equity Share (Basic & Diluted)	2.33	1.20



HOAC FOODS INDIA PVT. LTD.

गामजी

Director

HOAC FOODS INDIA PVT. LTD.

Rombaker.

Director

**HOAC FOODS INDIA PRIVATE LIMITED**  
**RZF-1150, FLAT NO. HG-01, G.F. GALI NO. 1, RAJ NAGAR, PART-2, PALAM COLONY, DELHI - 110077**  
**CIN - U15122DL2018PTC230723**

**SCHEDULE OF FIXED ASSETS AS PER COMPANIES ACT**

All Amounts in Rs. Hundred ('00), unless otherwise stated.  
 NOTE \*

PARTICULAR	GROSS BLOCK				Rate	Days	DEPRECIATION			NET BLOCK	
	As at 01.04.2022	Addition	Deletion	As at 31.03.2023			As at 01.04.2022	For the year	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023
<b>Computer &amp; Printers</b>											
computer (Other)	0.00	338.90	0.00	338.90	63.16	253	0.00	148.37	148.37	0.00	190.53
printer - I Pad	352.28	0.00	0.00	352.28	13.91	365	193.60	48.99	242.59	158.68	109.61
computer	1591.70	0.00	0.00	1591.70	63.16	365	226.20	1,005.32	1,231.52	1,365.50	360.18
computer	0.00	22.00	0.00	22.00	63.16	333	0.00	12.68	12.68	0.00	9.32
computer	0.00	13.14	0.00	13.14	63.16	320	0.00	7.46	7.46	0.00	5.68
computer	0.00	61.83	0.00	61.83	63.16	325	0.00	34.77	34.77	0.00	27.06
computer	0.00	10.00	0.00	10.00	63.16	320	0.00	5.54	5.54	0.00	4.46
computer	0.00	30.42	0.00	30.42	63.16	313	0.00	16.48	16.48	0.00	13.94
computer	0.00	32.20	0.00	32.20	63.16	301	0.00	16.77	16.77	0.00	15.43
computer	0.00	35.53	0.00	35.53	63.16	286	0.00	17.58	17.58	0.00	17.94
computer	0.00	11.00	0.00	11.00	63.16	30	0.00	0.57	0.57	0.00	10.43
computer	0.00	8.47	0.00	8.47	63.16	29	0.00	0.43	0.43	0.00	8.04
computer	0.00	47.46	0.00	47.46	63.16	29	0.00	2.38	2.38	0.00	45.08
desktop	344.13	0.00	0.00	344.13	63.16	365	187.50	160.53	348.03	360.53	7.50
pson Printer	454.05	0.00	0.00	454.05	30.50	365	212.05	93.44	305.49	242.00	149.56
pson Printer	0.00	114.41	0.00	114.41	20.58	192	0.00	12.39	12.39	0.00	102.02
IP Desktop	831.57	0.00	0.00	831.57	63.16	365	187.50	525.22	712.72	644.07	1188.65
IP Laptop (Other)	0.00	30.90	0.00	30.90	63.16	336	0.00	22.62	22.62	0.00	8.28
IP Laptop (Other)	0.00	330.50	0.00	330.50	63.16	229	0.00	130.97	130.97	0.00	199.53
IP Laptop (Other)	0.00	337.20	0.00	337.20	63.16	389	0.00	226.98	226.98	0.00	110.22
IP Laptop	0.00	242.11	0.00	242.11	63.16	334	0.00	139.93	139.93	0.00	102.18
choco PC	908.63	0.00	0.00	908.63	63.16	365	254.10	575.89	827.99	654.93	173.06
printer	1,240.32	0.00	0.00	1,240.32	20.58	365	282.09	235.26	508.25	477.33	77.92
printer	0.00	115.25	0.00	115.25	20.58	252	0.00	16.30	16.30	0.00	98.95
<b>Furniture &amp; Fixtures</b>											
acid Rack	577.10	0.00	0.00	577.10	25.00	365	71.00	149.37	220.37	506.73	276.73
iligator SS	0.00	116.50	0.00	116.50	10.10	717	0.00	12.54	12.54	0.00	103.96
iligator SS	0.00	112.00	0.00	112.00	10.10	55	0.00	3.05	3.05	0.00	108.95
counter Wall	247.41	0.00	0.00	247.41	10.10	365	72.41	44.78	117.19	175.22	135.27
counter Wall	0.00	393.75	0.00	393.75	10.10	243	0.00	0.00	0.00	0.00	393.75
cutting & Hood Crompton	253.95	0.00	0.00	253.95	10.10	365	67.90	45.96	113.46	186.45	140.44
<b>Furniture &amp; Fixtures</b>	<b>1,126.21</b>	<b>0.00</b>	<b>0.00</b>	<b>1,126.21</b>	<b>25.00</b>	<b>365</b>	<b>55.65</b>	<b>291.46</b>	<b>347.11</b>	<b>1,070.56</b>	<b>779.33</b>
furniture & Fixture (Other)	0.00	49.28	0.00	49.28	25.00	41	0.00	1.43	1.43	0.00	47.85
furniture & Fixture (CGN)	374.97	0.00	0.00	374.97	25.00	365	60.95	97.04	157.99	314.02	216.98
furniture & Fixture (CGN)	0.00	410.16	0.00	410.16	25.00	41	0.00	11.92	11.92	0.00	398.24



HOAC FOODS INDIA PVT. LTD.

राज त्री

Director

HOAC FOODS INDIA PVT. LTD.

Rombaber.

Director

ambury & Fixture (CCN)	0.00	30.21	0.00	30.21	25.00	39	0.00	1.06	1.06	0.00	37.16
area Plant Machine	933.00	0.00	0.00	933.00	10.10	365	171.00	169.03	340.03	762.00	102.97
ceiling (Neo - 900)	0.00	0.00	0.00	0.00	10.10		0.00	0.00	0.00	0.00	0.00
ght Board & Flex Board	465.70	0.00	0.00	465.70	10.10	365	136.50	84.29	210.79	119.20	104.91
ght Board & Flex Board	0.00	606.00	0.00	606.00	10.10	363	0.00	109.00	109.00	0.00	496.92
ght Board & Flex Board	0.00	430.00	0.00	430.00	10.10	303	0.00	64.61	64.61	0.00	365.39
ght Board & Flex Board	0.00	730.00	0.00	730.00	10.10	240	0.00	95.76	95.76	0.00	447.24
ght Board & Flex Board	0.00	39.45	0.00	39.45	10.10	211	0.00	4.13	4.13	0.00	35.32
ght Board & Flex Board	0.00	93.00	0.00	93.00	10.10	205	0.00	9.25	9.25	0.00	83.75
ght Board & Flex Board	0.00	383.00	0.00	383.00	10.10	180	0.00	34.19	34.19	0.00	148.81
ght Board & Flex Board	0.00	150.00	0.00	150.00	10.10	167	0.00	12.42	12.42	0.00	137.58
ght Board & Flex Board	0.00	160.00	0.00	160.00	10.10	155	0.00	12.91	12.91	0.00	147.09
ght Board & Flex Board	0.00	105.00	0.00	105.00	10.10	144	0.00	7.60	7.60	0.00	97.40
ght Board & Flex Board	0.00	17.50	0.00	17.50	10.10	137	0.00	1.19	1.19	0.00	16.31
ght Board & Flex Board	0.00	39.00	0.00	39.00	10.10	111	0.00	2.15	2.15	0.00	36.85
itary (Luminous)	0.00	150.00	0.00	150.00	10.10	233	0.00	17.53	17.53	0.00	132.47
al Finishing	175.43	0.00	0.00	175.43	25.00	365	50.03	45.45	95.07	125.00	70.55
doors	259.51	0.00	0.00	259.51	25.00	365	64.51	67.10	131.67	195.00	137.84
stairs	50.22	0.00	0.00	50.22	25.00	305	10.22	13.00	23.22	40.00	37.00
up Wall Bark	0.00	80.00	0.00	80.00	25.00	256	0.00	14.52	14.52	0.00	65.48
eel Drum	779.18	0.00	0.00	779.18	25.00	365	77.20	201.45	278.65	707.98	671.71
eel Drum	0.00	416.46	0.00	416.46	25.00	239	0.00	76.48	76.48	0.00	119.98
eel Drum	0.00	372.56	0.00	372.56	25.00	247	0.00	65.25	65.25	0.00	107.11
eel Drum	0.00	353.00	0.00	353.00	25.00	139	0.00	34.79	34.79	0.00	318.21
eel Drum (Other)	539.99	0.00	0.00	539.99	25.00	365	81.60	139.75	221.35	458.39	318.64
ible & Sofa Set	2,273.04	0.00	0.00	2,273.04	25.00	365	220.50	598.26	818.76	2,052.54	1,464.28
ibe & Tyre (Car)	144.86	0.00	0.00	144.86	10.10	365	46.42	26.12	72.54	98.44	72.12
ibe & Tyre (Car)	0.00	26.17	0.00	26.17	10.10	294	0.00	3.82	3.82	0.00	22.36
ibe & Tyre (Car)	0.00	26.56	0.00	26.56	10.10	190	0.00	1.02	1.02	0.00	24.74
ibe & Tyre (Car)	0.00	10.16	0.00	10.16	10.10	70	0.00	0.35	0.35	0.00	9.81
ibe & Tyre (Car)	0.00	52.35	0.00	52.35	10.10	43	0.00	1.12	1.12	0.00	51.23
ibe & Tyre (Car)	0.00	0.00	0.00	0.00	10.10		0.00	0.00	0.00	0.00	0.00
<b>Misc Equipments</b>											
uminium Glass	0.00	49.53	0.00	49.53	25.00	251	0.00	8.81	8.81	0.00	40.72
ometric Machine	73.50	0.00	0.00	73.50	10.10	365	10.35	13.30	23.65	61.15	49.85
TV Camera	372.53	0.00	0.00	372.53	10.10	365	92.53	37.43	130.00	200.00	213.57
TV Camera	0.00	441.85	0.00	441.85	10.10	358	0.00	78.44	78.44	0.00	363.41
TV Camera	0.00	25.42	0.00	25.42	10.10	208	0.00	2.62	2.62	0.00	22.80
TV Camera	0.00	7.50	0.00	7.50	10.10	208	0.00	0.77	0.77	0.00	6.73
TV Camera	0.00	25.42	0.00	25.42	10.10	204	0.00	2.57	2.57	0.00	22.85
TV Camera	0.00	28.00	0.00	28.00	10.10	198	0.00	2.75	2.75	0.00	25.25
TV Camera	0.00	30.96	0.00	30.96	10.10	191	0.00	2.93	2.93	0.00	27.97
TV Camera	0.00	28.00	0.00	28.00	10.10	191	0.00	2.85	2.85	0.00	25.15
TV Camera	0.00	25.42	0.00	25.42	10.10	115	0.00	1.45	1.45	0.00	23.97
oding Machine	105.59	0.00	0.00	105.59	10.10	365	29.86	19.11	48.77	75.93	56.82
OSC Camera)	117.48	0.00	0.00	117.48	10.10	365	35.13	21.26	57.39	81.13	60.04
ectric Items	163.11	0.00	0.00	163.11	10.10	365	49.28	29.52	78.80	113.03	84.31



HOAC FOODS INDIA PVT. LTD.

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Director

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Other Items (Other)	876.61	0.00	0.00	876.61	18.10	365	191.41	158.67	350.10	495.18	526.53
Other Items (Other)	0.00	20.00	0.00	20.00	18.10	284	0.00	2.82	2.82	0.00	17.18
TV	14.46	0.00	0.00	14.46	18.10	365	4.23	2.62	6.85	10.23	7.61
D TV	452.84	0.00	0.00	452.84	18.10	365	81.60	81.96	163.56	171.24	285.29
Video A/D	0.00	338.51	0.00	338.51	63.16	364	0.00	208.18	208.18	0.00	122.33
Video AC	233.55	0.00	0.00	233.55	18.10	365	66.68	42.27	108.95	166.87	124.60
Mobile Phones	203.49	0.00	0.00	203.49	13.91	365	59.47	28.30	87.77	144.02	115.71
Mobile Phones	0.00	35.00	0.00	35.00	13.91	195	0.00	2.60	2.60	0.00	32.40
Mobile Phones	0.00	70.53	0.00	70.53	13.91	44	0.00	1.18	1.18	0.00	69.35
IT Softwares	52.47	0.00	0.00	52.47	16.21	365	16.47	8.51	24.98	36.00	27.49
IT Softwares	0.00	36.00	0.00	36.00	16.21	118	0.00	1.89	1.89	0.00	34.11
IT Softwares	0.00	157.63	0.00	157.63	16.21	37	0.00	2.59	2.59	0.00	155.04
S Battery	157.30	0.00	0.00	157.30	18.10	365	101.66	28.47	130.13	55.64	27.17
S Battery	0.00	28.34	0.00	28.34	18.10	240	0.00	2.42	2.42	0.00	17.92
no X-50	418.28	0.00	0.00	418.28	13.91	365	121.67	58.18	179.85	296.61	218.41
with Analog	27.24	0.00	0.00	27.24	18.10	365	8.64	4.94	13.58	19.65	11.77
Water Dispenser	497.30	0.00	0.00	497.30	18.10	365	156.22	90.01	246.23	341.08	251.07
<b>Auto &amp; Trucks</b>											
to ACE	12,167.38	0.00	0.00	12,167.38	18.10	365	1,529.17	2,202.30	3,731.47	10,638.21	8,415.92
to 1516 Body	0.00	16,796.88	0.00	16,796.88	18.10	347	0.00	2,890.31	2,890.31	0.00	11,906.57
to 1516 Body	0.00	2,118.64	0.00	2,118.64	18.10	332	0.00	348.80	348.80	0.00	1,769.84
to 1516 Body	0.00	468.64	0.00	468.64	18.10	314	0.00	72.97	72.97	0.00	395.67
<b>Electrical &amp; Fittings</b>											
Electrical & Fittings	943.71	0.00	0.00	943.71	18.10	365	101.36	170.81	272.17	842.35	671.54
Electrical Equipments	1,075.33	0.00	0.00	1,075.33	18.10	365	126.21	194.63	320.84	949.12	754.49
Electrical Equipments	0.00	316.10	0.00	316.10	18.10	111	0.00	17.40	17.40	0.00	298.70
Electrical Equipments	0.00	68.94	0.00	68.94	18.10	29	0.00	0.99	0.99	0.00	67.95
Electric Motor	1,104.22	0.00	0.00	1,104.22	18.10	365	136.25	199.86	336.11	967.97	768.11
Electric Motor	0.00	490.00	0.00	490.00	18.10	301	0.00	73.14	73.14	0.00	416.86
Electric Motor	0.00	89.51	0.00	89.51	18.10	44	0.00	1.95	1.95	0.00	87.56
Electric Motor	670.67	0.00	0.00	670.67	18.10	365	81.65	121.39	203.04	589.02	487.61
Our Machine Parts	166.10	0.00	0.00	166.10	18.10	365	40.26	30.06	70.32	125.84	95.78
Battery (Car)	0.00	71.88	0.00	71.88	18.10	275	0.00	9.80	9.80	0.00	62.07
Battery (Car)	0.00	22.66	0.00	22.66	18.10	61	0.00	0.69	0.69	0.00	21.97
D TV	0.00	194.68	0.00	194.68	18.10	753	0.00	22.54	22.54	0.00	172.14
D TV (MI)	0.00	139.82	0.00	139.82	18.10	354	0.00	24.55	24.55	0.00	115.28
D TV (MI)	0.00	164.99	0.00	164.99	18.10	354	0.00	28.96	28.96	0.00	136.03
Machine Motor Starter	0.00	41.00	0.00	41.00	18.10	174	0.00	3.54	3.54	0.00	37.46
Machine Motor Starter	0.00	57.59	0.00	57.59	18.10	32	0.00	0.91	0.91	0.00	56.67
Mobile Equipments	0.00	254.15	0.00	254.15	13.91	327	0.00	31.67	31.67	0.00	222.48
Mobile Equipments	0.00	101.86	0.00	101.86	13.91	249	0.00	9.67	9.67	0.00	92.19
Machine & Filter Press	2,062.50	0.00	0.00	2,062.50	25.09	365	212.50	533.98	746.48	1,850.00	1,316.02
Grinding Machine	331.45	0.00	0.00	331.45	18.10	365	61.45	39.99	121.44	270.00	210.01
Grinding Machine	0.00	43.50	0.00	43.50	18.10	195	0.00	4.21	4.21	0.00	39.29
Grinding Machine	0.00	20.60	0.00	20.60	18.10	244	0.00	2.49	2.49	0.00	18.11
Grinding Machine	383.60	0.00	0.00	383.60	18.10	365	136.80	69.43	206.23	246.80	177.37
Grinding Machine (Other)	0.00	40.80	0.00	40.80	18.10	244	0.00	7.36	7.36	0.00	33.44



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ONG Machine (Other)	0.00	55.00	0.00	55.00	18.10	126	0.00	3.44	3.44	0.00	51.56
g Packing Machine	1,671.25	0.00	0.00	1,671.25	18.10	365	271.25	302.50	573.75	1,400.00	1,097.50
g Batterys	0.00	6.60	0.00	6.60	18.10	225	0.00	0.96	0.96	0.00	7.56
lmpool AC	827.59	0.00	0.00	827.59	18.10	365	171.34	149.79	321.13	656.25	506.46
<b>Dugram Factory (Equipments)</b>											
lchokh Chaman	0.00	182.94	0.00	182.94	18.10	230	0.00	20.86	20.86	0.00	162.08
akki Items	0.00	3.30	0.00	3.30	18.10	358	0.00	0.50	0.50	0.00	2.71
akki Items	0.00	7.50	0.00	7.50	18.10	326	0.00	1.21	1.21	0.00	6.29
akki Items	0.00	2.80	0.00	2.80	18.10	240	0.00	0.33	0.33	0.00	2.47
akki Items	0.00	3.80	0.00	3.80	18.10	222	0.00	0.42	0.42	0.00	3.38
akki Items (Other)	369.19	0.00	0.00	369.19	18.10	365	91.19	68.02	138.01	298.00	231.18
akki Pather	628.60	0.00	0.00	628.60	18.10	365	111.60	113.70	225.30	517.00	403.22
akki Pather	0.00	58.00	0.00	58.00	18.10	326	0.00	9.38	9.38	0.00	48.62
akki Pather	0.00	132.16	0.00	132.16	18.10	175	0.00	11.27	11.27	0.00	120.89
akki Pather	0.00	92.04	0.00	92.04	18.10	160	0.00	7.30	7.30	0.00	84.74
akki Stone	201.50	0.00	0.00	201.50	18.10	365	36.50	36.47	72.97	165.00	124.53
vir Neelam Bold	14.23	0.00	0.00	14.23	31.23	365	4.23	4.44	8.67	10.00	5.30
electric Wire	479.99	0.00	0.00	479.99	18.10	365	93.65	86.80	180.51	386.34	299.45
electric Item For Factory	2,704.03	0.00	0.00	2,704.03	18.10	365	436.86	489.43	926.29	2,267.17	1,777.74
factory Item (Other)	0.00	46.40	0.00	46.40	18.10	347	0.00	7.98	7.98	0.00	38.42
stery	0.00	83.59	0.00	83.59	18.10	233	0.00	9.66	9.66	0.00	73.94
otor	0.00	43.22	0.00	43.22	18.10	233	0.00	4.99	4.99	0.00	38.23
electric Items	0.00	50.85	0.00	50.85	18.10	136	0.00	6.22	6.22	0.00	42.63
electric Items	0.00	15.25	0.00	15.25	18.10	175	0.00	2.08	2.08	0.00	13.17
electric Items	0.00	154.72	0.00	154.72	18.10	39	0.00	2.99	2.99	0.00	151.73
weighing Machine	0.00	33.00	0.00	33.00	18.10	211	0.00	3.45	3.45	0.00	29.55
weighing Machine	0.00	48.80	0.00	48.80	18.10	32	0.00	0.77	0.77	0.00	48.03
Large Software (Factory)	0.00	45.00	0.00	45.00	13.21	46	0.00	0.75	0.75	0.00	44.25
toobile Factory Use	0.00	246.00	0.00	246.00	13.21	280	0.00	22.36	22.36	0.00	223.64
Motor	0.00	575.00	0.00	575.00	18.10	247	0.00	70.43	70.43	0.00	504.57
Motor	0.00	348.00	0.00	348.00	18.10	119	0.00	32.34	32.34	0.00	315.66
Motor	0.00	221.00	0.00	221.00	18.10	37	0.00	4.03	4.03	0.00	216.97
45 Pipe	0.00	125.82	0.00	125.82	31.23	343	0.00	36.93	36.93	0.00	88.89
45 Pipe	0.00	76.27	0.00	76.27	31.23	335	0.00	21.86	21.86	0.00	54.41
45 Pipe	0.00	18.00	0.00	18.00	31.23	125	0.00	1.47	1.47	0.00	16.53
factory Item (Other)	0.00	3.00	0.00	3.00	31.23	342	0.00	0.88	0.88	0.00	2.12
Motor	1,842.32	0.00	0.00	1,842.32	18.10	365	301.48	333.46	634.94	1,540.84	1,207.38
Machine 3HP	146.90	0.00	0.00	146.90	18.10	365	36.90	28.59	63.49	116.00	83.41
Panika & Roll	278.50	0.00	0.00	278.50	18.10	365	41.30	50.41	91.71	234.00	186.69
Printing Cylinder	0.00	267.00	0.00	267.00	18.10	302	0.00	39.99	39.99	0.00	227.01
Printing Cylinder	0.00	134.00	0.00	134.00	18.10	252	0.00	16.75	16.75	0.00	117.25
Printing Cylinder	0.00	216.00	0.00	216.00	18.10	111	0.00	11.89	11.89	0.00	204.11
Roll / Jodi / Daxi Machine	1,024.59	0.00	0.00	1,024.59	18.10	365	184.39	185.45	370.04	840.00	639.55
Steel and Pipe Gudgason	787.20	0.00	0.00	787.20	31.23	365	242.24	245.84	488.08	544.96	299.13
W belt runner	116.50	0.00	0.00	116.50	18.10	365	51.79	21.09	72.87	64.72	43.63



HOAC FOODS INDIA PVT. LTD.

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Director

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Rambabu

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Items												
Intang Software	1,406.82	0.00	0.00	1,406.82	13.21	365	231.46	185.84	417.30	1,175.34	0.00	989.52
Intang Software	0.00	148.68	0.00	148.68	13.21	364	0.00	39.59	19.59	0.00	0.00	129.09
Intang Software	0.00	59.00	0.00	59.00	13.21	250	0.00	5.51	5.51	0.00	0.00	23.49
Intang Software	0.00	148.68	0.00	148.68	13.21	247	0.00	13.29	13.29	0.00	0.00	135.39
Intang Software	0.00	45.00	0.00	45.00	13.21	46	0.00	0.75	0.75	0.00	0.00	44.25
Intang Software	0.00	47.00	0.00	47.00	13.21	46	0.00	0.78	0.78	0.00	0.00	46.22
Intang Software	0.00	50.00	0.00	50.00	13.21	46	0.00	0.81	0.81	0.00	0.00	49.19
Intang Software	0.00	100.00	0.00	100.00	13.21	39	0.00	1.41	1.41	0.00	0.00	98.59
Intang Software	0.00	50.00	0.00	50.00	13.21	11	0.00	0.20	0.20	0.00	0.00	49.80
Intang Software	0.00	50.00	0.00	50.00	13.21	8	0.00	0.14	0.14	0.00	0.00	49.86
Jant & Machinery	4,263.97	0.00	0.00	4,263.97	31.23	365	481.41	1,331.64	1,815.07	2,789.54	0.00	2,443.90
Veighting Machine	417.56	0.00	0.00	417.56	18.10	365	100.49	75.54	176.03	314.87	0.00	241.32
Total	53,775.63	34,198.10	0.00	87,973.73	-	-	9,016.16	18,251.76	27,267.92	44,759.47	0.00	60,705.80

or Chartered Accountant


  
 M. Ramababu  
 A.No. 560140  
 DIN: 21849140BCVY28028

For HOAC Foods India Private Limited  
**HOAC FOODS INDIA PVT. LTD.**

गामत्री

Mr. Gayatri Thakur  
 (Director)  
 DIN - 08084214

**HOAC FOODS INDIA PVT. LTD.**

ramababu

Mr. Ramababu Thakur  
 (Director)  
 DIN - 08084215

Place: New Delhi  
 Dated: 05/09/2023

**HOAC FOODS INDIA PRIVATE LIMITED**  
**RZF-1150, FLAT NO.UG-01, GF,GALING, 1, BAI NAGAR, PART-2, PALAM COLONY, DELHI - 110077**  
**CIN : U51200DL2010PTC330739**

**SCHEDULE OF FIXED ASSETS AS PER INCOME TAX ACT**

All Amount in Rs. Hundred ('00), unless otherwise stated)

Schedule 'F'

**Depreciation Chart as Per Income Tax Act**

Assets	Opening 01.04.2022	Rate	Addition		Sale	Total	Dep	Residual Value 31.03.2023
			<180 Days	>180 Days				
<b>Computer &amp; Printers</b>								
Computer (Other)	0.00	40%	336.90	0.00	0.00	336.90	135.71	201.19
Apple - I Pad	158.60	40%	0.00	0.00	0.00	158.60	63.60	95.00
Computer	184.10	40%	205.11	66.93	0.00	456.14	169.23	286.91
Desktop	135.53	40%	0.00	0.00	0.00	135.53	52.37	78.16
Epson Printer	207.27	40%	114.41	0.00	0.00	321.68	128.83	192.85
HP Desktop	181.60	40%	0.00	0.00	0.00	181.60	72.80	108.80
HP Laptop (Other)	0.00	40%	369.40	337.20	0.00	706.60	215.36	491.24
HP Laptop	0.00	40%	242.11	0.00	0.00	242.11	97.00	145.11
Lenovo PC	284.10	40%	0.00	0.00	0.00	284.10	113.80	170.30
Printer	142.00	40%	115.25	0.00	0.00	257.25	103.06	154.19
<b>Furniture &amp; Fixture</b>								
Acid Rack	586.00	10%	0.00	0.00	0.00	586.00	58.61	527.39
Alligator SS	0.00	10%	116.50	112.00	0.00	228.50	17.26	211.24
Counter Wall	925.00	10%	393.75	0.00	0.00	1,318.75	131.89	1,186.87
Ducting & Hood Crompton	304.10	10%	0.00	0.00	0.00	304.10	30.42	273.68
Furniture & Fixture	2,071.00	10%	0.00	0.00	0.00	2,071.00	207.11	1,863.89
Furniture & Fixture (Other)	0.00	10%	0.00	49.29	0.00	49.29	2.47	46.81
Furniture & Fixture (GGN)	246.00	10%	0.00	448.37	0.00	694.37	47.03	647.34
Flower Plant Machine	1,245.00	10%	0.00	0.00	0.00	1,245.00	124.51	1,120.49
Light Board & Flex Board	765.00	10%	1,904.45	862.50	0.00	3,531.95	310.08	3,221.87
Battery (Luminous)	0.00	10%	150.00	0.00	0.00	150.00	15.01	134.99
Mat Flooring	1,125.00	10%	0.00	0.00	0.00	1,125.00	112.51	1,012.49
Mirrors	765.00	10%	0.00	0.00	0.00	765.00	76.51	688.49
Chairs	40.00	10%	0.00	0.00	0.00	40.00	4.01	35.99
Shop Wall Rack	0.00	10%	80.00	0.00	0.00	80.00	8.01	71.99
Steel Drum	227.90	10%	709.02	353.00	0.00	1,670.00	167.36	1,502.64
Steel Drum (Other)	478.39	10%	0.00	0.00	0.00	478.39	47.85	430.54
Table & Sofa Set	2,067.54	10%	0.00	0.00	0.00	2,067.54	206.76	1,860.78
Tube & Tyre (Car)	122.41	10%	89.07	26.17	0.00	237.65	22.47	215.18
<b>Office Equipments</b>								
Aluminium Glass	0.00	15%	49.53	0.00	0.00	49.53	7.45	42.08
Biometric Machine	63.15	15%	0.00	0.00	0.00	63.15	9.50	53.65
CCTV Camera	173.85	15%	587.10	25.42	0.00	786.37	116.07	670.30
Coding Machine	75.93	15%	0.00	0.00	0.00	75.93	11.41	64.52



HOAC FOODS INDIA PVT. LTD.

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Director

HOAC FOODS INDIA PVT. LTD.

Rambabu.

Director

CP-USC (Camera)	01.35	15%	0.00	0.00	0.00	01.35	12.23	69.13
Electric Items	113.83	15%	20.00	0.00	0.00	133.83	20.10	113.73
Electric Items (Other)	101.60	15%	0.00	0.00	0.00	101.60	15.26	86.34
Fan	16.00	15%	0.00	0.00	0.00	16.00	2.42	13.58
LED TV	121.05	15%	0.00	0.00	0.00	121.05	18.18	102.87
Lenovo A10	0.00	15%	330.51	0.00	0.00	330.51	49.60	280.91
Living AC	78.40	15%	0.00	0.00	0.00	78.40	11.78	66.62
Mobile Phones	78.00	15%	0.00	0.00	0.00	78.00	11.78	66.22
Tally Softwares	34.00	15%	0.00	70.51	0.00	178.33	21.10	155.15
UPS Battery	55.64	15%	0.00	193.63	0.00	229.63	19.94	209.69
Vivo X-50	186.65	15%	20.34	0.00	0.00	75.98	11.42	64.56
Watch Analog	18.65	15%	0.00	0.00	0.00	186.65	28.02	158.63
Water Dispenser	341.08	15%	0.00	0.00	0.00	18.65	2.82	15.83
<b>Vehicle &amp; Trucks</b>						341.08	51.19	289.90
Tata ACE	10,280.00	15%	0.00	0.00	0.00	10,280.00	1,542.02	8,737.98
Tata 1516 Body	0.00	15%	2,587.29	0.00	0.00	2,587.29	388.12	2,199.17
Tata Truck	0.00	15%	15,796.88	0.00	0.00	16,796.88	2,519.55	14,277.33
<b>Electrical &amp; Fittings</b>								
Electrical & Fittings	856.20	15%	0.00	0.00	0.00	856.20	128.45	727.75
Electrical Equipments	383.30	15%	0.00	383.04	0.00	748.34	83.40	664.95
Electric Motor	317.84	15%	498.00	89.51	0.00	897.33	137.91	769.44
Electric Motor	401.05	15%	0.00	0.00	0.00	401.05	60.18	340.87
Flour Machine Parts	125.84	15%	0.00	0.00	0.00	125.84	18.90	106.94
Battery (Car)	0.00	15%	71.08	22.64	0.00	94.53	12.50	82.03
LED TV	0.00	15%	179.68	0.00	0.00	179.68	26.07	153.61
LED TV (M)	0.00	15%	304.81	0.00	0.00	304.81	45.24	259.57
Machine Motor Starter	0.00	15%	0.00	98.58	0.00	98.58	7.42	91.16
Mobile Equipments	0.00	15%	354.01	0.00	0.00	354.01	53.42	300.59
Oil Machine & Filter Press	1,052.00	15%	0.00	0.00	0.00	1,052.00	157.82	894.18
Packing Machine	60.80	15%	43.20	0.00	0.00	104.00	15.62	88.38
Sealing Machine	81.20	15%	28.60	0.00	0.00	109.80	15.29	94.51
Sewing Machine (Other)	0.00	15%	60.80	55.00	0.00	115.80	13.27	102.53
Spice Packing Machine	905.00	15%	0.00	0.00	0.00	905.00	135.77	769.23
UPS Battery	0.00	15%	8.59	0.00	0.00	8.59	1.21	7.38
Whirlpool AC	357.50	15%	0.00	0.00	0.00	357.50	53.65	303.85
<b>Gurugram Factory (Equipments)</b>								
Atta Chaki Chimani	0.00	15%	182.90	0.00	0.00	182.90	27.46	155.44
Chakki Items	0.00	15%	17.48	0.00	0.00	17.48	2.63	14.77
Chakki Items (Other)	298.00	15%	0.00	0.00	0.00	298.00	44.72	253.28
Chakki Pather	321.00	15%	50.00	224.30	0.00	603.20	73.69	529.51
Chakki Stone	165.00	15%	0.00	0.00	0.00	165.00	24.77	140.23
Cycle Nexlam Bold	10.00	15%	0.00	0.00	0.00	10.00	1.52	8.48
Electric Wire	193.39	15%	0.00	0.00	0.00	193.39	29.01	164.38
Electric Item For Factory	484.10	15%	0.00	0.00	0.00	484.10	72.64	411.46



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Director

HOAC FOODS INDIA PVT. LTD.

Rambabu.

Director

Factory Item (Other)	0.00	15%	49.40	0.00	0.00	49.40	5.43	43.97
Battery	0.00	15%	83.59	0.00	0.00	83.59	12.56	71.03
Motor	0.00	15%	43.22	0.00	0.00	43.22	6.51	36.71
Electric Items	0.00	15%	86.18	154.72	0.00	220.82	21.54	199.28
Weighting Machine	0.00	15%	33.80	48.80	0.00	81.80	8.63	73.17
Marg Software (Factory)	0.00	15%	0.00	45.00	0.00	45.00	3.40	41.60
Mobile Factory Use	0.00	15%	246.00	0.00	0.00	246.00	36.92	209.08
Motor	0.00	15%	575.00	760.00	0.00	1,344.00	143.95	1,200.05
MS Pipe	0.00	15%	220.18	0.00	0.00	220.18	33.04	187.08
Motor	541.40	15%	0.00	0.00	0.00	541.40	81.23	460.17
Machine 3HP	78.33	15%	0.00	0.00	0.00	78.33	11.77	66.56
Panika & Roll	234.80	15%	0.00	0.00	0.00	234.80	35.12	199.68
Printing Cylinder	0.00	15%	401.00	216.00	0.00	617.00	76.37	540.63
Pully / Jali / Dast Machine	202.30	15%	0.00	0.00	0.00	202.30	30.37	171.93
Steel and Pipe Gudgaon	544.96	15%	0.00	0.00	0.00	544.96	81.77	463.19
V Belt Fenner	64.72	15%	0.00	0.00	0.00	64.72	9.73	54.99
Others								
Marg Software	1,102.40	15%	356.37	342.00	0.00	1,800.77	244.49	1,556.28
Plant & Machinery	3,780.54	15%	0.00	0.00	0.00	3,780.54	565.91	3,214.63
Weighting Machine	352.30	15%	0.00	0.00	0.00	352.30	52.87	299.43
<b>TOTAL</b>	<b>37,463.48</b>	<b>-</b>	<b>29,202.55</b>	<b>4,995.55</b>	<b>0.00</b>	<b>71,661.58</b>	<b>10,297.62</b>	<b>61,363.97</b>

For Chartered Accountant



Place : New Delhi  
Dated: 05/09/2023

"For HOAC Foods India Private Limited"  
HOAC FOODS INDIA PVT. LTD.

मायत्री

Mrs. G. Biswas  
(Director)  
DIN - 08084214

HOAC FOODS INDIA PVT. LTD.

Rambabu  
Mr. Rambabu Thakur  
(Director)  
DIN - 08084215

### PROPOSED ALLOTTEES IN THE ISSUE

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Book Running Lead Manager to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees and the percentage of post-Issue capital (assuming that the Equity Shares are Allotted to them pursuant to this Issue) that may be held by them in our Company is set forth below.

S. No.	Name of the proposed Allottees	Percentage of the post-Issue share capital held (%) <sup>^*</sup>
1.	NINE ALPS OPPORTUNITY FUND	<b>1.16%</b>
2.	HOLANI VENTURE CAPITAL FUND- HOLANI VENTURE CAPITAL FUND-I	<b>1.14%</b>
3.	MILI CAPITAL INVESTMENT TRUST-MILI EMERGING EQUITIES FUND	<b>0.57%</b>
4.	PARADISE MOON INVESTMENT FUND I	<b>1.16%</b>
5.	MONEYWISE FINANCIALSERVICES PRIVATE LIMITED	<b>2.28%</b>
6.	SWYOM INDIA ALPHA FUND	<b>1.16%</b>
7.	CHANAKYA OPPORTUNITIES FUND 1	<b>1.14%</b>
8.	BEACON STONE CAPITAL VCC - BEACON STONE I	<b>1.71%</b>
9.	SAINT CAPITAL FUND	<b>1.14%</b>

<sup>^</sup> Based on beneficiary position as on July 03, 2025.

## DECLARATION

Our Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all material approvals and permissions required to carry on our Company's business have been obtained, are currently valid and have been complied with. Our Company further certifies that all the statements in this Placement Document are true and correct.

**Signed on behalf of Board of Directors:  
HOAC Foods India Limited**

Sd/-  
**Mr. Rambabu Thakur**  
**Managing Director**  
**DIN: 08084215**

**Date: July 03, 2025**  
**Place: Delhi**

We, the Board of Directors of the Company certify that:

- I. the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- II. the compliance with the Companies Act, 2013 and the rules thereunder, does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and
- III. the monies received under the Issue shall be used only for the purposes and objects indicated in the Placement Document (which includes disclosures prescribed under Form PAS-4).

**SIGNED ON BEHALF OF THE BOARD OF DIRECTORS:  
HOAC Foods India Limited**

**Signed by:**

Sd/-  
**Mr. Rambabu Thakur**  
**Managing Director**  
DIN: 08084215

**Date: July 03 2025**  
**Place: Delhi**

I am authorized by the Board of Directors of the Company, *vide* resolution dated May 29, 2025 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

**Signed by:**

Sd/-  
**Mr. Rambabu Thakur**  
**Managing Director**  
**DIN: 08084215**

**Date: July 03 2025**  
**Place: Delhi**

## ISSUER

### HOAC Foods India Limited

**Registered Office:** D-498, 1st Floor Palam Extension ,Sector-7 Dwarka,  
, South West Delhi, New Delhi,110077, India.

**Telephone:** +91 85272 73940

**CIN:** L15120DL2018PLC330739

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

**Contact Person:** Ms. Bhawna Agarwal, Company Secretary and Compliance Officer

### BOOK RUNNING LEAD MANAGER

#### GYR Capital Advisors Private Limited

**Address:** 428, Gala Empire, Near JB Tower,

Drive in Road, Thaltej,

Ahmedabad-380 054,

Gujarat, India

**Telephone:** +91 8777564648

**Email:** [info@gyrcapitaladvisors.com](mailto:info@gyrcapitaladvisors.com)

**Contact Person:** Mr. Mohit Baid

### LEGAL COUNSEL TO THE COMPANY

#### M/s. Vidhigya Associates, Advocates

501, 5th Floor, Jeevan Sahakar Building Sir P M Road, Homji Street Fort, Mumbai –

400 001, Maharashtra, India.

**Tel:** +91 8424030160

**Email:** [rahul@vidhigyaassociates.com](mailto:rahul@vidhigyaassociates.com)

**Contact Person:** Mr. Rahul Pandey

### AUDITORS TO OUR COMPANY

#### M/s Krishan Rakesh & Co

143, 2nd Floor, Kohat Enclave, Pitampura, Delhi-11, Delhi, 110034, India.

**Tel:** 011-40159075

**Email:** [cakkg1958@gmail.com](mailto:cakkg1958@gmail.com)

**Contact Person:** Mr. K K Gupta, Partner

**SAMPLE APPLICATION FORM**

<b>HOAC FOODS INDIA LIMITED</b>    <i>(Incorporated in the Republic of India as a company with limited liability under the Indian Companies Act, 2013)</i>  <b>Registered Office:</b> D-498, 1st Floor Palam Extension Sector-7 Dwarka, Raj Nagar - II, South West Delhi, New Delhi, Delhi, India, 110077 <b>CIN:</b> L15120DL2018PLC330739 <b>Website:</b> <a href="https://www.hoacfoodsindia.com/">https://www.hoacfoodsindia.com/</a> <b>Tel:</b> +91 85272 73940 <b>E-mail:</b> <a href="mailto:info@attahariom.com">info@attahariom.com</a>	<b>APPLICATION FORM</b>  <b>Name of the Bidder</b> <b>Form. No.</b> <b>Date:</b>
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**QUALIFIED INSTITUTIONS PLACEMENT OF [●] EQUITY SHARES OF FACE VALUE ₹10 EACH (THE "EQUITY SHARES") FOR CASH, AT A PRICE OF ₹[●] PER EQUITY SHARE (THE "ISSUE PRICE"), INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE, AGGREGATING TO ₹ [●] LAKHS IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, 2013, AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT"), READ WITH CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER BY THE HOAC FOODS INDIA LIMITED (THE "COMPANY" OR THE "ISSUER", THE "HFIL"). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS 210.64 AND OUR COMPANY MAY OFFER A DISCOUNT OF UP TO 5% ON THE FLOOR PRICE, AS APPROVED BY THE SHAREHOLDERS.**

**Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; or (b) restricted from participating in the Issue under the SEBI Regulations and other applicable laws, including foreign exchange related laws; are eligible to submit this Application Form ("Eligible QIBs"). In addition to the above, with respect to the Issue, Eligible QIBs shall consist of (i) QIBs which are resident in India; and (ii) Eligible FPIs participating through Schedule II of the FEMA Rules or a multilateral or bilateral development financial institution eligible to invest in India under applicable law. Further, foreign venture capital investors, as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, are not permitted to participate in the Issue. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws of the United States and, unless so registered, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold 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 made.**

**ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE THROUGH SCHEDULE II OF THE FEMA RULES, IN THIS ISSUE, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE. ALLOTMENTS MADE TO AIFS AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBs SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. ALLOTMENTS MADE TO AIFs AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING, THE FEMA RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.**

STATUS (Insert '✓' for applicable category)			
<b>FI</b>	Scheduled Commercial Banks and Financial Institutions	<b>IC</b>	Insurance Companies
<b>MF</b>	Mutual Funds	<b>VCF</b>	Venture Capital Funds
<b>NIF</b>	National Investment Fund	<b>FPI</b>	Foreign Portfolio Investor*
<b>IF</b>	Insurance Funds	<b>AIF</b>	Alternative Investment Fund**
<b>SI- NBFC</b>	Systemically Important Non-Banking Financial Companies	<b>OTH</b>	Others _____ (Please specify)

Total shares currently held by QIB or QIBs belonging to the same group or those who are under common control. For details of what constitutes "same group" or "common control", see "Application Form" under Issue Procedure section of the PPD.

\*Foreign portfolio investors as defined under the Securities and Exchange

Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue

\*\* Sponsor and Manager should be Indian owned and controlled

To,  
**The Board of Directors**  
**HOAC Foods India Limited**  
D-498, 1st Floor Palam Extension  
Sector-7 Dwarka, Raj Nagar - II, South West Delhi,  
New Delhi, Delhi, India, 110077

Dear Sirs,

On the basis of the serially numbered PPD of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, on the terms and price indicated below. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations. We are not a promoter of the Company (as defined in the SEBI ICDR Regulations), or any person related to the promoters of the Company, directly or indirectly. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with promoters or persons related to promoter of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules. We confirm that we are not an FVCI. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

We confirm that the Bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations"). We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Placement Document and this Application Form. We confirm that, in relation to our application, each Eligible FPIs, have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of Equity Shares to be Allotted under each such scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant authorizations. We note that the Board of Directors of the Company, or any duly authorized committee thereof, is entitled, in consultation with GYR Capital Advisors Private Limited ("Lead Manager"), in their sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We further understand, agree and consent that (i) our names, address, contact details, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Book Running Lead Managers; and; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Delhi and Haryana (the "RoC") as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company shall be required to disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of National Stock Exchange of India Limited, and we consent to such disclosures. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the RBI and other applicable laws. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

By submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections "Notice to Investors", "Representations by Investors", "Issue Procedure", "Selling Restrictions" and "Transfer Restrictions and Purchaser Representations" sections of the PPD are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLM, each of which is entitled to rely on and is relying on these representations and warranties in consummating the Issue.

By signing and submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section "Risk Factors" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company,

the BRLM or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document, this Application Form, the CAN and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognized stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the sole and absolute discretion of the Company in consultation with the BRLM and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue.

For the purposes of this representation: The expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations i.e. entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, amongst the Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below.

We acknowledge that the Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. By submitting this Application Form and checking the applicable box above, we hereby represent that we are located outside the United States and purchasing the Equity Shares in an offshore transaction in reliance on Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales are made.

By submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares. We acknowledge that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB.

<b>BIDDER DETAILS (In Block Letters)</b>	
<b>NAME OF BIDDER*</b>	
<b>NATIONALITY</b>	
<b>REGISTERED ADDRESS</b>	
<b>CITY AND CODE</b>	
<b>COUNTRY</b>	
<b>MOBILE NO.</b>	
<b>PHONE NO.</b>	<b>FAX NO.</b>
<b>EMAIL ID</b>	
<b>FOR ELIGIBLE FPIs**</b>	SEBI FPI REGISTRATION NO.
<b>FOR MF</b>	SEBI MF REGISTRATION NO.
<b>FOR AIFs***</b>	SEBI AIF REGISTRATION NO.
<b>FOR VCFs***</b>	SEBI VCF REGISTRATION NO.
<b>FOR SI-NBFC</b>	RBI REGISTRATION DETAILS
<b>FOR INSURANCE COMPANIES</b>	IRDAI REGISTRATION DETAILS.
<p><i>*Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund bidders are requested to provide details of the bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Issuer and the BRLM.</i></p> <p><i>** In case you are an Eligible FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.</i></p> <p><i>*** Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.</i></p>	

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under PAS-4 of the PAS Rules. For such information, the BRLM have relied on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

DEPOSITORY ACCOUNT DETAILS												
Depository Name	National Securities Depository Limited				Central Depository Services (India) Limited							
Depository Participant Name												
DP – ID	I	N										
Beneficiary Account Number	(16-digit beneficiary A/c. No. to be mentioned above)											

The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. However, for the purposes of refund, if any, only the bank details as mentioned below, from which the Bid Amount has been remitted for the Equity Shares applied for in the Issue will be considered.

PAYMENT DETAILS	
<b>REMITTANCE BY WAY OF ELECTRONIC FUND</b>	
<b>By 3:30 p.m. (IST), [●] (ISSUE CLOSING DATE)</b>	

BANK ACCOUNT DETAILS FOR PAYMENT OF BID AMOUNT THROUGH ELECTRONIC FUND TRANSFER			
Name of the Account	HOAC FOODS INDIA LIMITED-QIP-ESCROW ACCOUNT	Account Type	QIP ESCROW ACCOUNT
Name of Bank	ICICI BANK LIMITED	Address of the Branch of the Bank	Capital Market Division, 163 5 <sup>th</sup> floor, H.T Parekh Marg Backbay Reclamation, Church gate Mumbai- 400020
Account No.	000405163784	IFSC	ICIC0000004
Tel No.	022 - 68052182	E-mail	Ipocmg@icicibank.com

The Bid Amount should be transferred pursuant to the Application Form only by way of electronic fund transfers, towards the Escrow Account. Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Issue Period i.e. prior to or on the Issue Closing Date. All payments must be made in favor of “**HOAC FOODS INDIA LIMITED-QIP-ESCROW ACCOUNT**”. The payment for subscription to the Equity Shares to be allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	

NO. OF EQUITY SHARES BID FOR/APPLICATION LOT SIZE		PRICE PER EQUITY SHARE (RUPEES)	
(In Figures)	(In Words)	(In Figures)	(In Words)
BID AMOUNT (RUPEES)			
(In Figures)		(In Words)	

DETAILS OF CONTACT PERSON	
Name	
Address:	
Tel. No:	Fax No:
Email:	

OTHER DETAILS	ENCLOSURES TO BE SUBMITTED*
PAN*	<input type="checkbox"/> Copy of the PAN Card or PAN allotment letter**
Date of Application	<input type="checkbox"/> FIRC
Signature of Authorized Signatory (may be signed either physically or digitally)	<input type="checkbox"/> Copy of the SEBI registration certificate as a Mutual Fund
	<input type="checkbox"/> Copy of the SEBI registration certificate as an Eligible FPI
	<input type="checkbox"/> Copy of the SEBI registration certificate as an AIF
	<input type="checkbox"/> Copy of the SEBI registration certificate as a VCF
	<input type="checkbox"/> Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a scheduled commercial

OTHER DETAILS		ENCLOSURES TO BE SUBMITTED*	
			bank
		<input type="checkbox"/>	Copy of notification as a public financial institution
		<input type="checkbox"/>	Copy of the IRDAI registration certificate
		<input type="checkbox"/>	Certified true copy of power of attorney
		<input type="checkbox"/>	Others, please specify

*\*A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.*

*\*\*Please note that the Bidder should not mention the GIR number or any other identification number instead of the PAN, unless the Bidder is exempted from requirement of obtaining a PAN under the Income-tax Act, 1961, as the application is liable to be rejected on this ground.*

**Note 1:** Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD and Placement Document.

**Note 2:** The Application Form may be rejected if any information provided is incomplete or inadequate, at the discretion of the Company in consultation with the BRLM.

**Note 3:** The duly filed Application Form along with all enclosures shall be submitted to the Book Running Lead Manager either through electronic form at the email mentioned in the PPD or through physical deliver at the address mentioned in PPD.

The Application Form and the PPD sent to you and the Placement Document which will be sent to you in electronic form, are specific to you and you may not distribute or forward the same and are subject to the disclaimers and restrictions contained or accompanying these documents.

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