(Please scan this QR code to view the Draft Red Herring Prospectus)

DRAFT RED HERRING PROSPECTUS
Dated July 21, 2025
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

MILKY MIST DAIRY FOOD LIMITED

CORPORATE IDENTITY NUMBER: U15200TZ2014PLC020554

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
SF No. 43/1-4, Pattakaranpalayam, Perundurai, Erode District – 638 057, Tamil Nadu, India	S Prakash *(Company Secretary and Compliance Officer)*	**Email**: investor@milkymist.com **Telephone**: + 91 424 2533248	www.milkymist.com

OUR PROMOTERS: SATHISHKUMAR T AND ANITHA S

DETAILS OF OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE***	SIZE OF THE OFFER FOR SALE	TOTAL OFFER SIZE***	ELIGIBILITY AND SHARE RESERVATION AMONG QUALIFIED INSTITUTIONAL BUYERS, NON-INSTITUTIONAL BIDDERS, RETAIL INDIVIDUAL BIDDERS AND ELIGIBLE EMPLOYEES
Fresh Issue and Offer for Sale	[●] Equity Shares of face value of ₹2 each aggregating up to ₹ 17,850.00 million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹2,500.00 million	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹20,350.00 million	This Offer is being made in compliance with Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). For further details, see “*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*” on page 428. For details of share reservation among Qualified Institutional Buyers (“**QIBs**”), Non-Institutional Bidders (“**NIBs**”), Retail Individual Bidders (“**RIBs**”) and Eligible Employees, see “*Offer Structure*” on page 449.

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

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED (UP TO) / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE[(1)] (IN ₹)
Sathishkumar T	Promoter Selling Shareholder	[●] Equity Shares of face value of ₹2 each aggregating up to ₹1,500.00 million	0.06
Anitha S	Promoter Selling Shareholder	[●] Equity Shares of face value of ₹2 each aggregating up to ₹1,000.00 million	0.06

[(1)] *As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offering of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares of our Company is ₹2 each. The Offer Price, Floor Price and Cap Price (as determined by our Company in consultation with the BRLMs) on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, as stated under the section titled “*Basis for the Offer Price*” on page 142, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to the section titled “*Risk Factors*” on page 37.

COMPANY’S AND THE PROMOTER SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by it in this Draft Red Herring Prospectus solely in relation to itself and/or Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. However, the Promoter Selling Shareholders, assume no responsibility for any other statement including the statements made by or relating to our Company or our Company’s business or any other person in this Draft Red Herring Prospectus.

LISTING
The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE Limited and National Stock Exchange of India Limited. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC (*as defined hereinafter*) in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 530.

BOOK RUNNING LEAD MANAGERS			
LOGO OF THE BRLM	**NAME OF THE BRLM**	**CONTACT PERSON**	**TELEPHONE AND EMAIL**
JM FINANCIAL	JM Financial Limited	Prachi Dhuri	**Telephone**: +91 22 6630 3030 **E-mail**: milkymist.ipo@jmfl.com
AXIS CAPITAL	Axis Capital Limited	Mayuri Arya / Jigar Jain	**Telephone**: +91 22 4325 2183 **E-mail**: milkymist.ipo@axiscap.in
IIFL CAPITAL	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)	Nitesh Yadav/ Pawan Kumar Jain	**Telephone**: +91 22 4646 4728 **E-mail**: milkymist.ipo@iiflcap.com

REGISTRAR TO THE OFFER		
NAME OF THE REGISTRAR	**CONTACT PERSON**	**TELEPHONE AND EMAIL**
KFin Technologies Limited	M. Murali Krishna	**Telephone:** +91 40 6716 2222 **E-mail**: milky.ipo@kfintech.com

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

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

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

**** Our Company, in consultation with the BRLMs, may consider a further issue of specified securities, aggregating up to ₹3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

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

DRAFT RED HERRING PROSPECTUS
Dated July 21, 2025
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

MILKY MIST DAIRY FOOD LIMITED

Our Company was initially formed as a partnership firm as "M.M.D. Dairy" at Erode, Tamil Nadu under the Indian Partnership Act, 1932, pursuant to a deed of partnership dated November 30, 1998, and a certificate of registration dated February 1, 1999 issued by the Registrar of Firms, Periyar (Erode). The name of the partnership firm was changed to "Milky Mist Dairy Food" pursuant to a certificate of registration dated August 2, 2006 issued by the Registrar of Firms, Periyar (Erode). The partnership firm was subsequently converted and our Company was incorporated as a private limited company under the Companies Act, 2013 under the name "Mily Mist Dairy Food Private Limited" pursuant to a certificate of incorporation dated July 10, 2014 issued by the RoC. Subsequently, our Company was converted into a public limited company as approved by a resolution of our Board dated May 15, 2025, and a special resolution of our Shareholders dated May 16, 2025 following which the name of our Company was changed to "Milky Mist Dairy Food Limited" and a fresh certificate of incorporation consequent upon change of name dated May 26, 2025, was issued by the RoC. For further details, see "*History and Certain Corporate Matters*" on page 246.

Registered and Corporate Office: SF No. 43/1-4, Pattakaranpalayam, Perundurai, Erode District – 638 057, Tamil Nadu, India;
Contact Person: S Prakash, Company Secretary and Compliance Officer; **Telephone**: + 91 424 2533248;
E-mail: investor@milkymist.com; **Website**: www.milkymist.com; **Corporate Identity Number**: U15200TZ2014PLC020554

OUR PROMOTERS: SATHISHKUMAR T AND ANITHA S

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF MILKY MIST DAIRY FOOD LIMITED ("OUR COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹20,350.00 MILLION COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹ 17,850.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES ("OFFERED SHARES") AGGREGATING UP TO ₹2,500.00 MILLION BY SATHISHKUMAR T AND ANITHA S (THE "PROMOTER SELLING SHAREHOLDERS", AND SUCH OFFER FOR SALE BY THE PROMOTER SELLING SHAREHOLDERS, THE "OFFER FOR SALE" TOGETHER WITH THE FRESH ISSUE, THE "OFFER").

THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO [●] % (EQUIVALENT OF ₹ [●] PER EQUITY SHARE) TO THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING UNDER THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES, AGGREGATING UP TO ₹ 3,570.00 MILLION, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO THE OFFER BEING IN COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS.

THE FACE VALUE OF EQUITY SHARES IS ₹2 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, EMPLOYEE DISCOUNT (IF ANY) AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED TAMIL DAILY NEWSPAPER, TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid /Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion, "**QIB Portion**"), provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, (a) not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders (out of which one third shall be reserved for Bidders with Bids exceeding ₹ 0.20 million and up to ₹ 1.00 million and two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million) and (b) not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ('**RIBs**') in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders (defined hereinafter), which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Bank(s), as the case may be, to the extent of their respective Bid Amounts. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see the section titled "*Offer Procedure*" on page 545.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offering of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹2 each. The Offer Price, Floor Price and Cap Price as determined by our Company in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under section titled "*Basis for Offer Price*" on page 142, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to the section titled "*Risk Factors*" on page 37.

COMPANY'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Promoter Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made or confirmed by it in this Draft Red Herring Prospectus solely in relation to itself and/or Offered Shares, and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. However, the Promoter Selling Shareholders, assume no responsibility for any other statement including the statements made by or relating to our Company or our Company's business or any other person in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the Registrar of Companies, Tamil Nadu at Coimbatore ("**RoC**") in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see the section titled "*Material Contracts and Documents for Inspection*" on page 530.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India **Telephone**: +91 22 6630 3030 **E-mail**: milkymist.ipo@jmfl.com **Investor grievance e-mail**: grievance.ibd@jmfl.com **Website**: www.jmfl.com **Contact person**: Prachee Dhuri **SEBI registration number**: INM000010361	**Axis Capital Limited** Axis House, 1st Floor P.B. Marg Worli, Mumbai – 400 025 Maharashtra, India **Telephone:** +91 22 4325 2183 **Email:** milkymist.ipo@axiscap.in **Investor grievance email**: complaints@axiscap.in **Website** https://www.axiscapital.co.in/ **Contact person**: Mayuri Arya / Jigar Jain **SEBI registration number**: INM000012029	**IIFL Capital Services Limited** (***formerly known as IIFL Securities Limited***) 24th Floor, One Lodha Place Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013 Maharashtra, India **Telephone:** +91 22 4646 4728 **Email:** milkymist.ipo@iiflcap.com **Investor grievance email**: ig.ib@iiflcap.com **Website:** www.iiflcap.com **Contact person**: Nitesh Yadav/ Pawan Kumar Jain **SEBI registration number**: INM000010940	**Kfin Technologies Limited** Selenium Tower – B, Plot 31 & 32 Gachibowli, Financial District, Nanakramguda Serilingampally, Hyderabad - 500 032 Telangana, India **Tel:** +91 40 6716 2222 **E-mail:** milky.ipo@kfintech.com **Investor grievance e-mail:** einward.ris@kfintech.com **Website:** www.kfintech.com **Contact Person:** M. Murali Krishna **SEBI Registration No.:** INR000000221

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

**Our Company in consultation with the BRLMs may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
***Our Company in consultation with the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
[#]The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for the Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "History and Certain Corporate Matters", "Restated Consolidated Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments" "Other Regulatory and Statutory Disclosures", and "Main Provisions of the Articles of Association" on pages 123, 142, 155, 160, 235, 246, 284, 375, 414, 428 and 478 shall have the meanings ascribed to such terms in these respective sections.

General terms

Term	Description
Our Company/the Company	Milky Mist Dairy Food Limited, a company incorporated under the Companies Act, 2013 and having its Registered and Corporate Office at SF No. 43/1-4, Pattakaranpalayam, Perundurai, Erode District - 638057, Tamil Nadu, India
We/us/our	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiary on a consolidated basis

Company related terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended from time to time
Asal/ Subsidiary	Asal Food Products Private Limited, the subsidiary of our Company. For further details, see the section titled "*History and Certain Corporate Matters - Our Subsidiary*" on page 248
Audit Committee	The audit committee of our Board, as described in "*Our Management-Committees of our Board*" on page 265
Auditors/ Statutory Auditors	The statutory auditors of our Company, being VKS Aiyer & Co., Chartered Accountants (FRN:000066S)
Bengaluru Manufacturing Facility	Our manufacturing facility located in Bengaluru, Karnataka (operated by our Subsidiary, Asal Food Products Private Limited). For further details see the section titled "*Our Business – Manufacturing Facilities*" on page 223
Board/ Board of Directors	The board of directors of our Company, as constituted from time to time
Bulk Milk Cooler	Bulk Milk Cooler refers to small-scale milk chilling units typically located at the village or farm level and are used for on-site collection and temporary storage of milk. A single premise may host multiple such units, however the aggregate capacity installed is up to 20,000 litres per day
CCPS	0.01% compulsorily convertible preference shares of face value of ₹2 each, issued by our Company from time to time
Chairman and Managing Director	The chairman and managing director of our Company, being Sathishkumar T. For further information, see "*Our Management- Brief profiles of our Directors*" on page 258

Term	Description
Chief Executive Officer/ CEO/ Whole-time Director and Chief Executive Officer	The chief executive officer and whole-time director of our Company, being Dr. K Rathnam. For further information, see "*Our Management- Brief profiles of our Key Managerial Personnel"* on page 275
Chief Financial Officer/CFO	The chief financial officer of our Company, being Biswajit Mishra. For further information, see "*Our Management- Brief profiles of our Key Managerial Personnel"* on page 275
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being S Prakash. For further information, see "*Our Management- Brief profiles of our Key Managerial Personnel"* on page 275
CSR Committee/ Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in "*Our Management - Committees of our Board*" on page 270
Director(s)	The director(s) on our Board, namely, Sathishkumar Thangamuthu (*hereinafter referred to as Sathishkumar T*), Anitha Sathishkumar (*hereinafter referred to as Anitha S*), Rathnam Kondappan *(hereinafter referred to as Dr. K Rathnam*), Radha Venkatakrishnan, Mallika S Janakiraman *(hereinafter referred to as Mallika Janakiraman*) and Narayanan Subramaniam (*hereinafter referred to as Subramaniam N*) For further information see "*Our Management – Board of Directors*" on page 257
Dividend Policy	The dividend distribution policy approved and adopted by our Board on July 15, 2025
Equity Shares	The equity shares of our Company of face value of ₹2 each
ESOP Scheme	Milky Mist Dairy Food - Employee Stock Option Scheme – 2025, as amended
Executive Director(s)/ Whole-time Director(s)	The executive and whole-time Directors on our Board, described in the section titled "*Our Management – Board of Directors*" on page 257
Group Company	The group company of our Company, identified in accordance with the SEBI ICDR Regulations and the Materiality Policy. For further information see "*Our Group Company*" on page 426
Independent Directors	The non-executive and independent director(s) on our Board. For details of the Independent Directors, see "*Our Management- Board of Directors*" on page 257
Industry Report/ 1Lattice Report	The report titled "*Value Added Dairy Products Industry Report*" dated July 21, 2025 issued by Lattice Technologies Private Limited, which has been exclusively commissioned and paid for by our Company specifically in connection with the Offer
IPO Committee	The IPO committee of our Board constituted in accordance with Board resolution dated June 10, 2025
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, namely Sathishkumar T, Anitha S, Dr. K Rathnam, Biswajit Mishra and Prakash Sivasamy (*hereinafter referred to as S Prakash*). For further details, see "*Our Management - Key Managerial Personnel and Senior Management*" on page 275
Materiality Policy	The policy adopted by our Board on July 15, 2025, for identification of: (a) outstanding material litigation involving our Company, our Promoters, Subsidiary, Key Managerial Personnel, Senior Management and our Directors; (b) group companies; and (c) outstanding dues to material creditors of our Company, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus.
Milk Chilling Centres	Milk Chilling Centre refers to a milk procurement and chilling facility with an installed milk chilling capacity exceeding 20,000 litres per day. These centres typically handle large volumes of milk collected from multiple sources and are equipped with systems for milk reception, chilling, storage, cleaning and water treatment.
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management - Committees of our Board*" on page 268
Perundurai Manufacturing Facility	Our manufacturing facility located in Perundurai, Erode, Tamil Nadu
Promoter(s)/ Promoter Selling Shareholder(s)	Sathishkumar T and Anitha S, the promoters of our Company. For details, see the section titled "*Our Promoters and Promoter Group*" on page 279
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in the section titled "*Our Promoters and Promoter Group*" on page 279
Registered and Corporate Office/ Registered Office	SF No. 43/1-4, Pattakaranpalayam, Perundurai, Erode District – 638 057, Tamil Nadu, India
Registrar of Companies/RoC	The Registrar of Companies, Tamil Nadu at Coimbatore

Term	Description
Restated Consolidated Financial Information	The restated consolidated financial information of our Company and our Subsidiary, comprising the restated consolidated statement of assets and liabilities as at March 31, 2025, 2024 and 2023, the restated consolidated statement of profit and loss (including other comprehensive income) for the year ended March 31, 2025, 2024 and 2023, the restated consolidated statement of changes in equity for the financial years ended March 31, 2025, 2024 and 2023 and the restated consolidated statement of cash flows, the summary of material accounting policies, and other explanatory notes, as approved by the Board at their meeting held on July 15, 2025 for the purpose of inclusion in this Draft Red Herring Prospectus prepared by the Company in connection with its proposed initial public offer of equity shares of face value of ₹ 2 each of the Company comprising a fresh issue of equity and an offer for sale of equity shares held by the selling shareholder and prepared in terms of the requirements of: (a) Section 26 of Part I of Chapter Ill of the Companies Act, 2013; (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; and (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
Risk Management Committee	The risk management committee of our Board, as described in "*Our Management - Committees of our Board*" on page 272
Senior Management/ SMP	Members of the senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, namely Biswajit Mishra, S Prakash, Ravi S Subramani (*hereinafter referred to as Ravi S*), Jagannath Sopan Waghmare (*hereinafter referred to as Jagannath*), Palaniappan TK, Natarajan Ramakrishnan (*hereinafter referred to as Natarajan R*), Shanmugam Chennimalai Gounder (*hereinafter referred to as Shanmugam C*), S Sakthiraj, Jagadeesan Rengaswamy (*hereinafter referred to as Jagadeesan R*) and Shiva Kumar Mysore Prakash (*hereinafter referred to as Shivakumar M P*) and as further described in "*Our Management-Key Managerial Personnel and Senior Management*" on page 275
Shareholders	The holders of the Equity Shares from time to time.
Shareholders' Agreement/ SHA	The shareholders' agreement dated January 29, 2024, entered into by and amongst our Company, Sathishkumar T, Anitha S, TS Shanjay, TS Nitin and Grant Anicut Fund 1 (a scheme of Grand Anicut Trust -1) read with the Waiver cum Amendment Agreement.
Stakeholders Relationship Committee/ SR Committee	The stakeholders' relationship committee of our Board as described in "*Our Management - Committees of our Board*" on page 271
Waiver cum Amendment Agreement	The waiver cum amendment agreement dated July 21, 2025, to the SHA

Offer related terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot/ Allotment/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of Offered Shares by the Promoter Selling Shareholders pursuant to the Offer for Sale to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100.00 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs on the Anchor Investor Bidding Date
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus

Term	Description
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank(s) and Public Offer Account Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in section titled "*Offer Procedure*" on page 454
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price net of Employee Discount, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million (net of Employee Discount) subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount)
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares thereafter
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date

Term	Description
	by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] editions of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located) Our Company, in consultation with the BRLMs may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and will also be notified on the websites of the BRLMs and at the terminals of the Members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank(s) and shall also be notified in an advertisement in the same newspapers in which the advertisement for Bid / Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] editions of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located)
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs
Bid/ Offer Period	Except in relation to Bids by Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company, in consultation with the BRLMs may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers/ BRLMs	The book running lead managers to the Offer namely, JM Financial Limited, Axis Capital Limited and IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)
Broker Centres	Broker centres of the Registered Brokers as notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms, provided that RIBs may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cap Price	The higher end of the Price Band i.e., ₹ [●] per Equity Share, subject to any revisions thereof, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.

Term	Description
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, (to the extent not rescinded by the SEBI ICDR Master Circular) and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE, as updated from time to time.
Collecting Registrar and Share Transfer Agents/ CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 (to the extent not rescinded by the SEBI ICDR Master Circular), issued by SEBI and available on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com, as updated from time to time.
Confirmation of Allocation Note/ CAN	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band Only Retail Individual Bidders bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time.
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs, NIBs Bidding with an application size of up to ₹ 0.50 million (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, Registered Brokers, CDPs SCSBs and CRTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIBs with an application size of more than ₹ 0.50 million (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs and CRTAs
Designated RTA Locations	Such locations of the CRTAs where ASBA Bidders can submit the ASBA Forms to CRTAs The details of such Designated RTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/ DRHP	This draft red herring prospectus dated July 21, 2025 filed with SEBI and the Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which does not

Term	Description
	contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer including any addenda or corrigenda thereto
Eligible Employee(s)	All or any of the following: (a) a permanent employee of our Company or our Subsidiary, working in India or outside India, (excluding such employees who are not eligible to invest in the Offer under applicable laws) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company or our Subsidiary, until the submission of the ASBA Form; and (b) a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the ASBA Form, but not including Directors who either themselves or through their relatives or through anybody corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million. Only in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be available for allocation and Allotment on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 0.20 million subject to the total Allotment to an Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount)
Eligible FPI(s)	FPIs, from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe or purchase the Equity Shares offered thereby
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase the Equity Shares offered thereby
Employee Discount	A discount of up to [●]% to the Offer Price (equivalent of ₹ [●] per Equity Share) as may be offered by our Company, in consultation with the BRLMs, to Eligible Employees and which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares, of face value of ₹ 2 each, aggregating to ₹ [●] million, which shall not exceed 5% of the post Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	The agreement to be entered into among our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and Banker(s) to the Offer in accordance with the UPI Circulars, for, among other things, the appointment of the Escrow and Sponsor Bank(s), the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders, on the terms and conditions thereof
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band i.e., ₹ [●] per Equity Share, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue of up to [●] Equity Shares, of face value of ₹ 2 each by our Company (including a premium of ₹ [●] per equity share) aggregating up to ₹ 17,850.00 million. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO

Term	Description
	Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The Offer proceeds from the Fresh Issue
IIFL	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)
JM Financial	JM Financial Limited
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI.
Monitoring Agency	[●], being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency
Mutual Funds	Mutual funds registered with SEBI under the SEBI Mutual Funds Regulations
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer less the Employee Reservation Portion
Net Proceeds	Proceeds of the Offer less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see the section titled "*Objects of the Offer*" on page 123
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidders/ NIBs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or RIBs and who have Bid for Equity Shares for an amount more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer, consisting of [●] Equity Shares, which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, out of which i) one third shall be reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of NIBs subject to valid Bids being received at or above the Offer Price
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹2 each for cash at a price of ₹ [●] each (including a share premium of ₹ [●] each), aggregating up to ₹ 20,350.00 million by our Company comprising of the Fresh Issue and Offer for Sale. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at

Term	Description
	its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus
Offer Agreement	The agreement dated July 21, 2025 among our Company, the Promoter Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale by the Promoter Selling Shareholders comprising of an aggregate of up to [●] Equity Shares of face value of ₹ 2 each at the Offer Price aggregating up to ₹ 2,500.00 million
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band, at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus A discount of up to [●]% on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount (if any) will be decided by our Company, in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Offered Shares	The number of Equity Shares being offered by the Promoter Selling Shareholders in the Offer for Sale comprising of an aggregate of up to [•] Equity Shares of face value of ₹ 2 each aggregating up to ₹ 2,500.00 million
Pension Funds	Pension Funds registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a further issue of specified securities, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.

Term	Description
	A discount of up to [●]% on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount (if any) will be decided by our Company, in consultation with the Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus The Price Band, Employee Discount, if any and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is situated) at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account Bank(s)	The bank(s) which are a clearing member registered with SEBI under the SEBI BTI Regulations, and with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Public Offer Account(s)	The 'no-lien' and 'non-interest bearing' bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
QIB Category/ QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer, consisting of [●] Equity Shares of face value of ₹ 2 each aggregating to ₹ [●] million which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus/ RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto The Bid/Offer Opening Date shall be at least three Working Days after the filing of Red Herring Prospectus with the RoC. The Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer which are a clearing member registered with SEBI under the SEBI BTI Regulations with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 4, 2012, and the UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated July 21, 2025 entered into among our Company, the Promoter Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and in terms of the UPI Circulars
Registrar to the Offer/ Registrar	KFin Technologies Limited

Term	Description
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidder(s)/ RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares of face value of ₹ 2 each aggregating to ₹ [●] million, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI
Self-Certified Syndicate Bank(s)/ SCSB(s)	The banks registered with SEBI, offering services: (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Form from the Members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Form from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs Mobile Apps A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI.
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	Agreement to be entered into between the Promoter Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Offered Shares by the Promoter Selling Shareholders and credit of such Offered Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the UPI Bidders using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●]
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms

Term	Description
Syndicate Agreement	Agreement to be entered into among our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Form by Syndicate
Syndicate Member(s)	Intermediaries (other than the BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, [●]
Syndicate/Members of the Syndicate	Together, the BRLMs and the Syndicate Member(s)
Systemically Important Non-Banking Financial Company/ NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	Underwriting agreement to be entered into among the Underwriters, our Company, the Promoter Selling Shareholders and the Registrar to the Offer on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Eligible Employees in Employee Reservation Portion (subject to the Bid Amount being up to ₹ 0.50 million), and (iii) Individuals applying as Non-Institutional Bidders with an application size of up to ₹ 0.50 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million are required to use UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a Member of the Syndicate, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220803-40 dated August 3, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular, to the extent applicable), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders using the UPI Mechanism initiated by the Sponsor Bank(s) to authorize blocking of funds on the UPI application equivalent to the Bid Amount, and the subsequent debit of funds in case of Allotment
UPI Mechanism	The Bidding mechanism that may be used by UPI Bidders to make Bids in the Offer in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai, Maharashtra, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges excluding Saturdays and Sundays and bank holidays in India in accordance with circulars issued by SEBI, including UPI Circulars

Conventional and general terms and abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AIF	Alternate Investment Fund
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
Consolidated FDI Policy	The Consolidated Foreign Direct Investment Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time
CSR	Corporate Social Responsibility
Demat	Dematerialised
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder
Depository or Depositories	NSDL and CDSL
DIN	Director Identification Number
DP ID	Depository Participant’s Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EGM	Extraordinary general meeting
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FI	Financial institutions
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FPSFA	Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011
FSSA	The Food Safety and Standards Act, 2006
FSSAI	Food Safety and Standards Authority of India
FVCI	Foreign venture capital investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross domestic product
GoI / Central Government	Government of India
GST	Goods and services tax
HUF	Hindu undivided family
Income Tax Act	The Income-tax Act, 1961
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International financial reporting standards
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS 33	The Indian Accounting Standard 33– “Earnings per share” notified under Section 133 of the Companies Act 2013, Ind AS Rules and other relevant provisions of the Companies Act 2013
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under

Term	Description
	Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended
IPO	Initial public offer
IT	Information technology
IT Act	The Information Technology Act, 2000
KPIs	Key Performance Indicators
KPI Circular	The circular issued by SEBI with reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/28 dated February 28, 2025
MCA	Ministry of Corporate Affairs, Government of India
Mn/ mn	Million
MSMED Act	Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder
N.A.	Not applicable
NACH	National automated clearing house
NAV	Net asset value
NEFT	National electronic fund transfer
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National Payments Corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price/earnings ratio
PAN	Permanent account number allotted under the I.T. Act
R&D	Research and development
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on net worth
Rs. / Rupees/ ₹ / INR	Indian Rupees
RTGS	Real time gross settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/POD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996

Term	Description
SEBI RTA Master Circular	SEBI master circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
State Government	Government of a state of India
U.S. Securities Act	United States Securities Act of 1933, as amended
US GAAP	Generally Accepted Accounting Principles in the United States of America.
USA/ U.S. / US	The United States of America
USD / US$	United States Dollars
VAT	Value Added Tax
VCF(s)	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WACA	Weighted Average Cost of Acquisition
Water Act	Water (Prevention and Control of Pollution) Act, 1974

Technical and Industry Related Terms

Term	Description
Average Equity	Average equity is calculated as average of the Total Equity at the beginning and at the end of the relevant fiscal
AMCUs	Automated Milk Collection Units
Average Net Fixed Assets	Average net fixed assets is computed as average of opening and closing balance of Net Fixed Assets for the relevant fiscal.
C&F Depots	Clearing and Forwarding Depots
Capital Employed	Capital Employed is computed as the sum of Total Equity, total borrowings and deferred tax liabilities (net), as at the end of the fiscal
D2C	Direct-to-Consumer
EBIT	EBIT refers to earnings before interest and taxes and is computed as profit before tax for the fiscal plus finance costs for the relevant fiscal
ESG	Environmental, Social and Governance
EVADPs	Emerging Value-added Dairy Products
F&B	Food and Beverages
FMCG	Fast-moving Consumer Goods
HoReCa	Hotels, Restaurants, and Cafes
IoT	Internet of Things
MBRT	Methylene Blue Reduction Test
Net Debt	Net debt is calculated as Total Borrowings less cash and cash equivalents less bank balances other than cash and cash equivalents
Net Fixed Assets	Net fixed assets refers to property, plant and equipment and investment property
Net Worth	Net worth as defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations.
RTC	Ready-to-Cook
RTE	Ready-to-Eat
TAM	Total Addressable Market
Total Equity	Total equity is computed as the sum of equity share capital, instruments entirely equity in nature, and other equity
TVADPs	Traditional Value-added Dairy Products
UHT	Ultra-High Temperature
VADP	Value-added Dairy Products

Key Performance Indicators

Term	Description
Debt to Equity Ratio	Debt to Equity Ratio is computed as Total Debt divided by Total Equity as at the end of the relevant fiscal
EBITDA	EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as the profit before tax for the fiscal plus depreciation and amortization expense and finance cost for the relevant fiscal.
EBITDA Margin	EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations

Term	Description
Fixed Asset Turnover Ratio	Fixed Asset Turnover is calculated as Revenue from Operations for the relevant fiscal divided by Average Net Fixed Assets
Gross Profit	Gross profit is computed by subtracting the aggregate of cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods, stock-in-trade and work-in-progress from revenue from operations for the relevant fiscal
Gross Profit Margin	Gross profit margin is computed as Gross Profit as a percentage of Revenue from Operations for the relevant fiscal
Growth of Revenue from Operations	Growth of revenue from operations is calculated as Revenue from Operations of the relevant fiscal less Revenue from Operations of the corresponding previous fiscal, divided by revenue from operations of the corresponding fiscal multiplied by 100
Net Debt to EBITDA Ratio	Net Debt to EBITDA Ratio is computed as Net Debt for the relevant fiscal divided by the EBITDA for the relevant fiscal.
Number of Distributors/Dealers	Number of distributors/dealers refers to the number of distributors/dealers that our Company is working with during the relevant fiscal
Profit for the year/PAT	PAT refers to profit for the year and is calculated as the total income less total expenses less total tax expenses for the year
PAT Margin	PAT margin is computed as profit for the fiscal as a percentage of Revenue from Operations for the relevant fiscal.
Realisation per Litre of Milk	Realisation per litre of milk is computed as net revenue from operations (which is Revenue from Operations plus changes in inventory minus other operating income, revenue from traded goods and revenue from our subsidiary) for the relevant fiscal divided by Total Milk Procured in the relevant fiscal
Return on Capital Employed /RoCE	RoCE refers to return on capital employed and is computed as EBIT as a percentage of Capital Employed as at the end of the fiscal.
Return on Equity/RoE	RoE refers to return on equity and is computed as profit for the year as a percentage of Average Equity
Revenue from Offline Channels	Refers to the revenue generated through offline channels like general trade outlets, modern trade outlets, amongst others, for the relevant fiscal
Revenue from Offline Channels as a % of Revenue from Operations	Revenue from offline channels as a % of Revenue from Operations is calculated as the Revenue from Offline Channels for the relevant fiscal as a percentage of Revenue from Operations for the relevant fiscal
Revenue from Online Channels	Refers to the revenue generated through digital platforms like quick commerce, e-commerce, amongst others, for the relevant fiscal
Revenue from Online Channels as a % of Revenue from Operations	Revenue from online channels as a % of revenue is calculated as the Revenue from Online Channels for the relevant fiscal as a percentage of Revenue from Operations for the relevant fiscal
Revenue from Operations	Revenue from operations is calculated as the sum of revenue from sale of manufactured goods, sale of traded goods and other operating revenue
Total Borrowings/Total Debt	Total Borrowing or Total Debt is calculated as non-current borrowings plus current borrowings
Total Milk Procured	Total Milk Procured refers to the total quantity of milk procured from farmers and third parties
Working Capital Days	Working capital days is calculated as Net working capital (which is the aggregate of inventories and trade receivables minus trade payables) for the relevant fiscal divided by revenue from operations for the relevant fiscal multiplied by 365

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references to the "U.S.", "US" or the "United States" are to the United States of America, its territories and possessions.

All references to "UAE" are to the United Arab Emirates and its territories and possessions.

All references to "EU" are to the European Union and its territories and possessions.

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

Financial data

Our Company's financial year commences on April 1 of the immediately preceding Calendar Year and ends on March 31 of that particular Calendar Year and accordingly, all references to a particular financial year or fiscal are to the 12-month period commencing on April 1 of the immediately preceding Calendar Year and ending on March 31 of that particular Calendar Year. Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a Calendar Year and references to a Fiscal/Financial Year are to the year ended on March 31, of that Calendar Year.

Unless indicated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see "*Restated Consolidated Financial Information*" on page 284.

The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus under "*Financial Information*" beginning on page 284 have been prepared basis the restated consolidated financial information of our Company and our Subsidiary (together, the "**Group**"). The Restated Consolidated Financial Information of the Group comprises of the restated consolidated statement of assets and liabilities as at March 31, 2025, 2024 and 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of cash flows and the restated consolidated statement of changes in equity for the years ended March 31, 2025, 2024 and 2023 and the basis of preparation and material accounting policies along with other explanatory notes (collectively, the "**Restated Consolidated Financial Information**"), prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the SEBI ICDR Regulations, as amended; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended (the "**Guidance Note**"). For further information, see "*Restated Consolidated Financial Information*" beginning on page 284.

Until Financial Year ended March 31, 2024, our Company prepared only standalone financial statements. During the period ended March 31, 2025, our Company acquired controlling stake in its Subsidiary, which was under common control and is preparing consolidated financial statements for the first time for the year ended March 31, 2025. The Restated Consolidated Financial Information of the Group as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 have been prepared after consolidating the entity acquired *vide* common control transactions in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements. Thus, in light of the above, the Company has prepared the special purpose Ind AS consolidated financial statements for the years ended March 31, 2024 and March 31, 2023, which has been audited by the Statutory Auditors in the manner as set out in the Auditors report issued by them on June 10, 2025.

There are significant differences between Ind AS, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors– Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.*" on page 80. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

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

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 37, 202 and 386, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been derived from Restated Consolidated Financial Information or non-GAAP financial measures as described below.

Non-Generally Accepted Accounting Principles Financial Measures

Certain measures included in this Draft Red Herring Prospectus, for instance Gross Profit, Gross Profit Margin, EBITDA, EBITDA Margin, PAT Margin, Return on Capital Employed and Return on Equity, among others (the "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Further, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further information, see "*Management's Discussion and Analysis of Financial Position and Results of Operations – Non-GAAP Measures*" and "*Risk Factors – We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*" on page 400 and 77, respectively.

Industry and market data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "*Value Added Dairy Products Industry Report*" dated July 21, 2025 prepared by Lattice Technologies Private Limited ("**1Lattice Report**") and publicly available information as well as other industry publications and sources. The 1Lattice Report has been commissioned and paid for by our Company and has been prepared for the purpose of the Offer and is available at https://www.milkymist.com/ipo. Lattice Technologies Private Limited is an independent agency and is not a related party of our Company, our Promoters, any of our Directors, Subsidiaries or Key Managerial Personnel or Senior Management or the Book Running Lead Managers. Lattice Technologies Private Limited was appointed by our Company pursuant to an engagement letter dated January 16, 2025.

The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. There are no parts, data or information which may be relevant for the proposed Offer, that have been left out or changed in any manner. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies, and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the 1Lattice Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks."* on page 76. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations*,* the section titled *"Basis for Offer Price"* on page 142 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified therein. Accordingly, no investment decision should be solely made on the basis of such information.

Currency and units of presentation

All references to:

- "Rupees" or "INR" or "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India;
- "U.S, "$", "U.S. Dollar", "USD" are to United States Dollars, the official currency of the United States of America;
- "EUR" or "€" are to Euro, the official currency of the European Union;
- "AED" is to Dirham, the official currency of the United Arab Emirates.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions, except where specifically indicated otherwise. One billion represents 1,000 million or 1,000,000,000, one million represents '10 lakhs' or 1,000,000 and ten million represents 1 crore or 10,000,000. However, where any figures that may have been sourced from third-party industry sources may be rounded off to other than two decimal points in the respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations or rounded-off to such number of decimal points as provided in their respective sources.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a Calendar Year.

Exchange rates

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

The following table sets forth, for the years indicated, information with respect to the exchange rates between the Indian Rupee and the respective foreign currency:

(amount in ₹)

Currency	As at[#]		
	March 31, 2025	March 31, 2024	March 31, 2023
1 USD[*]	85.58	83.37	82.22
1 EUR[*]	92.32	90.22	89.61
1 AED[*]	23.26	22.70	22.40

*Source: *www.fbil.org,in and www.xe.com*
[#]In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered
The exchange rate is rounded off to two decimal places.

FORWARD-LOOKING STATEMENTS

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

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

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Our inability to procure adequate amounts of good quality raw milk at competitive prices, or any adverse development in the state of Tamil Nadu affecting the milk supply;
- Any slowdown or shutdown, adverse developments in the region affecting our Perundurai Manufacturing Facility which contributes to the majority of our revenues;
- Evolving consumer tastes, preferences and demand for our product categories and any inability to anticipate and adapt to such changes;
- Increase in the cost of or a shortfall in the availability of other raw materials (excluding raw milk);
- Failure to obtain or renew certain statutory approvals, licenses, registrations and permits to operate our business, manufacturing facilities and Milk Chilling Centres in a timely manner, or at all;
- Spoilage of and damage to raw materials and products, or any real or perceived contamination in our products due to improper, processing or storage of our raw materials or products;
- Compliance with food safety laws and other applicable regulations in relation to our products and manufacturing facilities;
- Our inability to maintain or enhance the popularity of our brands or any increase in our marketing expenditure;
- Our inability to expand or effectively manage our distributor network, or any disruptions in our distribution network; and
- Our inability to obtain further financing or to comply with repayment and other covenants in our financing agreements.

For a further discussion of factors that could cause our actual results to differ, see sections titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 37, 202 and 386, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate.

Neither our Company, our Promoters (also the Promoter Selling Shareholders), our Directors, nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that Bidders in India are informed of material developments pertaining to our Company from the date of the Draft Red Herring Prospectus in relation to the statements and undertakings made by our Company and, by the Promoter Selling Shareholders, severally and not jointly, in relation to itself as a selling shareholder and its Offered Shares in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

In this regard, the Promoter Selling Shareholders shall ensure that our Company and BRLMs are informed of material developments in relation to the statements and undertakings specifically confirmed or undertaken by it in relation to itself as a selling shareholder and its Offered Shares in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview" "Our Business", "Our Promoters and Promoter Group", "Financial Information", "History and Certain Corporate Matters" and "Outstanding Litigation and Material Developments" on pages 37, 88, 103, 123, 160, 202, 279, 284, 246 and 414 respectively of this Draft Red Herring Prospectus.

Primary business of our Company

We are a product-led company, exclusively focused on value-added products within the dairy market, dedicated to addressing the diverse and emerging consumer needs for the entire day, from breakfast to dinner. Over the years, we have diversified our product categories to include various value-added dairy products, such as cheese, paneer, butter, curd, ghee, yogurt, ice cream, ultra-high temperature (UHT) long-shelf life products, and other products, including frozen foods, ready-to-eat and ready-to-cook products, as well as chocolates. We offer our products under multiple brands, including 'Milky Mist', 'SmartChef', 'Capella', and 'Misty Lite', 'Briyas' and 'Asal'.

For further information, see "*Our Business*" beginning on page 202.

Summary of industry

The Indian dairy market is valued at approximately ₹ 10.8 trillion in Fiscal 2025 and is growing at a CAGR of approximately 10.3% to reach approximately ₹ 17.7 trillion in Fiscal 2030. In Fiscal 2025, the Indian value-added dairy products ("**VADP**") market contributed approximately 51% to the dairy market, with traditional VADPs (butter, ghee, paneer, khoa and dairy sweets, curd, ice-cream, buttermilk, lassi and milkshake) contributing approximately 92% and emerging VADPs (cheese, yogurt, whey and whey-based products and other products including UHT milk, dairy whiteners, probiotic dairy products, cream, condensed milk, and high protein dairy-based products) contributing approximately 8%. Below is a summary of size of key markets in which we operate:

Key market	Fiscal 2025	Fiscal 2030	CAGR (Fiscal 2025 to Fiscal 2030)
	(in ₹ trillion)		
Value-added dairy products	5.5	9.9	12.5%
Chocolates and confectionery	0.4	0.5	4.6%
Ready to Eat / Ready to Cook meals	0.1	0.3	24.6%
Total	6.0	10.7	12.3%

(*Source: 1Lattice Report*)

For further information, see "*Industry Overview*" beginning on page 160.

Our Promoters

Our Promoters are Sathishkumar T and Anitha S, who hold 40.94% and 51.45% of the pre-Offer paid-up Equity Share capital of our Company, respectively, as on the date of this Draft Red Herring Prospectus. For further details, see the section titled "*Our Promoters and Promoter Group*" on page 279.

The Offer

The following table summarizes the details of the Offer:

Offer[1 & 2]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹20,350.00 million
Of which	
Fresh Issue[1 & 2]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 17,850.00 million
Offer for Sale[3]	Up to [●] Equity Shares of face value of ₹2 each by the Promoter Selling Shareholders aggregating up to ₹ 2,500.00 million
Employee Reservation Portion[4]	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million

Net Offer	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million

(1) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

(2) The Offer has been authorised by a resolution of our Board dated July 15, 2025 and the Fresh Issue has been approved by a special resolution of our Shareholders dated July 16, 2025. Further, the Promoter Selling Shareholders have consented for the sale of the Offered Shares in the Offer for Sale and our Board has taken on record the consents of the Promoter Selling Shareholders in its meeting held on July 21, 2025.

(3) The Equity Shares being offered by each of the Promoter Selling Shareholders have been held for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus and are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. For details on the authorisations of the Promoter Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures" and "The Offer" on page 428 and 88, respectively.

(4) The Employee Reservation Portion shall not exceed 5% of our post-Offer equity share capital. The initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹ 0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple bids subject to applicable limits. Our Company in consultation with the BRLMs, may offer a discount on the Offer Price (equivalent to ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced at least two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Structure" on page 449.

The Offer and Net Offer shall constitute [●]% and [●]% respectively of the post Offer paid up Equity Share capital of our Company, respectively. For further details, see the sections titled "*The Offer*" and "*Offer Structure*" on pages 88 and 449, respectively.

Objects of the Offer

The Net Proceeds are proposed to be utilised for the following objects:

(in ₹ million)

Sr. No.	Particulars	Estimated amount (1)
1.	Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	7,500.00
2.	Financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility	4,147.15
3.	Deployment of visi coolers, ice cream freezers and chocolate coolers	1,294.28
4.	General corporate purposes(2)	[●]
Total (1)(3)		[●]

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

(2) The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds and will be finalised upon determination of the Offer Price and shall be updated in the Prospectus prior to filing with the RoC.

(3) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

For further details, see the section titled "*Objects of the Offer*" on page 123.

Aggregate pre-Offer and post-Offer shareholding of our Promoters (also the Promoter Selling Shareholders) and members of our Promoter Group

The aggregate pre-Offer shareholding of our Promoters (also the Promoter Selling Shareholders) and members of the Promoter Group as on the date of this Draft Red Herring Prospectus is set out below:

S. No.	Name	Pre-Offer		Post-Offer*	
		No. of Equity Shares of face value of ₹ 2 each held	% of total paid-up Equity Share capital*	No. of Equity Shares of face value of ₹ 2 each held	% of total paid-up Equity Share capital
Promoters					
1.	Anitha S^	330,442,515	51.45%	[●]	[●]
2.	Sathishkumar T^	262,942,695	40.94%	[●]	[●]
Sub-total (A)		**593,385,210**	**92.39%**	[●]	[●]
Promoter Group (other than our Promoters)					
1.	Aquarius Family Private Trust	16,057,125	2.50%	[●]	[●]
2.	Taurus Family Private Trust	16,057,125	2.50%	[●]	[●]
3.	TS Shanjay	2,250,000	0.35%	[●]	[●]
4.	TS Nitin	2,250,000	0.35%	[●]	[●]
5.	Shivakumar C S	180	Negligible	[●]	[●]
6.	S Rathepriya	180	Negligible	[●]	[●]
Sub-total (B)		**36,614,610**	**5.70%**	[●]	[●]
Total (A+B)		**629,999,820**	**98.09%**	[●]	[●]

^*Also the Promoter Selling Shareholders.*
** To be updated at Prospectus stage.*

For further details, see the section titled "*Capital Structure*" on page 103.

Shareholding of our Promoters, members of the Promoter Group, and additional top 10 Shareholders of our Company

The aggregate pre-Offer and post-Offer shareholding, of each of our Promoters, members of our Promoter Group, and additional top 10 Shareholders (apart from Promoters and Promoter Group), is set forth below:

S. No.	Name	Pre-Offer shareholding as at the date of the Price Band advertisement(1)		Post-Offer shareholding as at the date of Allotment(1)(2)			
				At the lower end of the Price Band (₹[●])		At the upper end of the Price Band (₹[●])	
		No. of Equity Shares of face value of ₹2 each held	% of total paid-up Equity Share capital	No. of Equity Shares of face value of ₹2 each held	% of total paid-up Equity Share capital	No. of Equity Shares of face value of ₹2 each held	% of total paid-up Equity Share capital
Promoters/ Promoter Selling Shareholders							
1.	Anitha S	[●]	[●]	[●]	[●]	[●]	[●]
2.	Sathishkumar T	[●]	[●]	[●]	[●]	[●]	[●]
Sub-total (A)		[●]	[●]	[●]	[●]	[●]	[●]
Promoter Group (other than our Promoters)							
1.	Aquarius Family Private Trust	[●]	[●]	[●]	[●]	[●]	[●]
2.	Taurus Family Private Trust	[●]	[●]	[●]	[●]	[●]	[●]
3.	TS Shanjay	[●]	[●]	[●]	[●]	[●]	[●]
4.	TS Nitin	[●]	[●]	[●]	[●]	[●]	[●]
5.	Shivakumar C S	[●]	[●]	[●]	[●]	[●]	[●]
6.	S Rathepriya	[●]	[●]	[●]	[●]	[●]	[●]
Sub-total (B)		[●]	[●]	[●]	[●]	[●]	[●]
Additional top 10 Shareholders (other than our Promoters and Promoter Group)							
1.	[●]	[●]	[●]	[●]	[●]	[●]	[●]

S. No.	Name	Pre-Offer shareholding as at the date of the Price Band advertisement[1]		Post-Offer shareholding as at the date of Allotment[1][2]			
				At the lower end of the Price Band (₹[●])		At the upper end of the Price Band (₹[●])	
		No. of Equity Shares of face value of ₹2 each held	% of total paid-up Equity Share capital	No. of Equity Shares of face value of ₹2 each held	% of total paid-up Equity Share capital	No. of Equity Shares of face value of ₹2 each held	% of total paid-up Equity Share capital
2.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
3.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
4.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
5.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
6.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
7.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
8.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
9.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
10.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sub-total (C)		[●]	[●]	[●]	[●]	[●]	[●]
Total (A+B+C)		[●]	[●]	[●]	[●]	[●]	[●]

[1] *To be updated in the Prospectus prior to filing with the RoC.*
[2] *Assuming full subscription in the Offer, the post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment.*

For further details, see "*Capital Structure*" on page 103.

Summary of selected financial information derived from the Restated Consolidated Financial Information

The details of certain financial information as set out under the SEBI ICDR Regulations as at and for the Fiscals ended 2025, 2024 and 2023 as derived from our Restated Consolidated Financial Information are set forth below:

(₹ in million, except per share data)

Particulars	As at and for the Fiscals ended		
	March 31, 2025	**March 31, 2024**	**March 31, 2023**
Equity share capital	1,260.00	35.00	35.00
Net Worth[1]	2,427.73	1,970.45	1,773.71
Revenue from operations	23,495.03	18,216.09	13,941.75
Profit for the Year ("**PAT**")	460.74	194.44	272.30
Earnings per Equity Share (Face value ₹ 2/- each)			
- Basic[2] *	0.73	0.31	0.43
- Diluted[3]*	0.72	0.30	0.42
Net Asset Value per Equity Share[4]* (*in ₹*)	3.78	3.13	2.82
Total borrowings[5]	13,763.76	10,367.23	7,980.64

Notes:

[1] *Net Worth means the aggregate value of paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Thus, Net Worth has been computed as total equity as at the end of the Fiscal less amount aggregating to ₹ 850.20 million pertaining to fair valuation of land as on the date of transition to Ind AS included in retained earnings but which is not available for distribution of dividend. Total equity is computed as the sum of Equity Share capital, instruments entirely equity in nature, and other equity.*

[2] *Basic earnings per share (₹) = Basic EPS is calculated by dividing profit for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during Fiscal 2025, 2024 and 2023 was 630.00 million.*

[3] *Diluted earnings per share (₹) = Diluted EPS is calculated by dividing profit for the year by the weighted average number of equity shares adjusted for the effect of dilution. Weighted average number of equity shares adjusted for the effect of dilution are computed as a sum of weighted average number of equity shares outstanding during the year and effect of dilution due to compulsorily convertible preference shares. Weighted average number of equity shares adjusted for the effect of dilution during Fiscal 2025, 2024 and 2023 was 642.285 million.*

[4] *Net asset value per equity share = Net Worth as of the end of the Fiscal divided by the weighted average outstanding equity shares considered for diluted EPS as at the end of the Fiscal.*

[5] *Total borrowing is calculated as non-current borrowings plus current borrowings.*

* *Pursuant to a special resolution of our shareholders dated March 14, 2025 each equity share of our Company of face value of ₹10 was sub-divided into 5 Equity Shares of face value of ₹ 2 each and accordingly, the issued, subscribed and paid-up equity share capital of our Company was subdivided from 35,000,000 equity shares of face value ₹ 10 each to 17,500,000 Equity Shares of face value of ₹ 2 each. Further, pursuant to a special resolution of our shareholders dated March 14, 2025, our Company issued bonus shares in the ratio of 35 equity shares for every 1 equity share held by the existing Shareholders as of the record date i.e., March 12, 2025. Earnings per Equity*

Share (basic and diluted) and net asset value per Equity Shares has been calculated after giving effect to such sub-division and bonus issuance.

For further details, see the sections titled "*Restated Consolidated Financial Information*" and "*Other Financial Information*" on pages 284 and 370, respectively.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

Our Statutory Auditor has not made any qualifications in their report that have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiary, Directors, Promoters, Key Managerial Personnel, Senior Management and Group Company in accordance with the SEBI ICDR Regulations and the Materiality Policy as on the date of this Draft Red Herring Prospectus, is provided below:

Name	Criminal proceedings	Tax proceedings	Actions taken by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation#	Aggregate* amount involved (*₹ in million*)
Company						
By our Company	5	-	-	-	Nil	14.34
Against our Company	4@^	5^	5	-	1	378.84
Subsidiary						
By our Subsidiary	Nil	-	-	-	Nil	Nil
Against our Subsidiary	Nil	Nil	Nil	-	Nil	Nil
Directors**						
By our Directors	Nil	-	-	-	Nil	Nil
Against our Directors	1^	2^	Nil	-	Nil	4.44
Promoters**						
By our Promoters	Nil	-	-	-	Nil	Nil
Against our Promoters	1^	1^	Nil	Nil	Nil	4.44
Group Company						
By our Group Company	Nil	-	-	-	Nil	Nil
Against our Group Company	Nil	Nil	Nil	-	Nil	Nil
Key Managerial Personnel and Senior Management**						
By our KMP and Senior Management	Nil	-	-	-	-	Nil
Against our KMP and Senior Management	1^	-	Nil	-	-	4.44

**To the extent quantifiable.*
*** Including proceedings against our Promoters, Sathishkumar T and Anitha S (who are also our Directors and Key Managerial Personnel).*
#Determined in accordance with the Materiality Policy
^One of the tax proceedings involving our Company and Promoters has also been categorised as a criminal matter.
@Including proceedings where Company has not received any notice or summons, but matter is pending as per Ecourts website.

For further details, see the section titled "*Outstanding Litigation and Material Developments*" on page 414.

Risk factors

Specific attention of Bidders is invited to the section titled "*Risk Factors*" on page 37. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. Set forth below are the top 10 risk factors applicable to our Company:

S. No.	Description of risk
1.	Our manufacturing operations are dependent on the supply of large amounts of raw milk, with the majority of our raw milk procurement being from the state of Tamil Nadu (97.68%, 99.62% and 100.00% of the total raw milk procurement in Fiscals 2025, 2024 and 2023, respectively). Our inability to procure adequate amounts of good quality raw milk, at competitive prices, or any adverse development in the state of Tamil Nadu affecting the milk

S. No.	Description of risk
	supply, may have an adverse effect on our business, results of operations, financial condition and cash flows
2.	We significantly depend on our manufacturing facility which is located in Perundurai, Erode, Tamil Nadu as it is dedicated to producing value-added dairy products which contribute to the majority of our revenues. Any adverse developments affecting this region or any slowdown or shutdown in our manufacturing could have an adverse effect on our business, results of operations and financial condition
3.	We derive a significant portion of our revenue from the sale of our products in South India. Our aggregate revenue from the sale of products in South India accounted for 71.00%, 73.68% and 78.46% of our revenue from operations for Fiscal 2025, 2024 and 2023, respectively. Any adverse developments affecting our operations in South India, could have an adverse impact on our business, financial condition, results of operations and cash flows.
4.	We derive a significant portion of our revenue from the sale of certain product categories, namely, paneer, cheese and curd (which contributed 62.63%, 66.16%, and 67.36% to our revenue from operations in Fiscal 2025, 2024 and 2023, respectively). Our inability to anticipate and adapt to evolving consumer tastes, preferences and demand for such product categories, or ensure product quality may adversely impact demand for such product categories and consequently our business, results of operations, financial condition and cash flows.
5.	We do not have long term agreements with suppliers for our other raw materials (in addition to raw milk) and our cost of such other raw materials (excluding raw milk) accounted for 18.89%, 16.30%, and 15.43% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively. 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.
6.	Our Company is required to obtain certain statutory approvals, licenses, registrations and permits to operate our business, manufacturing facilities and Milk Chilling Centres. Failure to obtain or renew such approvals in a timely manner, or at all, or comply with laws in relation to safety, health and environmental protection may adversely affect our business, financial condition, results of operations and cash flows.
7.	Improper, 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, financial condition and cash flows.
8.	We may be unable to comply with food safety laws and other applicable regulations in relation to our products and manufacturing facilities, which may adversely affect our business, results of operations, financial condition and cash flows.
9.	We incur significant expenses towards strengthening our brand visibility and brand equity and expect to continue to incur such expenditure in the future. Our advertisement and business promotion expenses in Fiscals 2025, 2024 and 2023 accounted for 3.03%, 1.13%, and 1.18% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively. An inability to maintain or enhance the popularity of our brands or any increase in our marketing expenditure may adversely impact our business, results of operations, financial condition and cash flows.
10.	Our business is significantly dependent on our distribution network and a majority of our revenue from operations is generated from the distributors from the south of India (representing 72.41% of our total distributors as of March 31, 2025). An inability to expand or effectively manage our distributor network, or any disruptions in our distribution network may have an adverse effect on our business, results of operations, financial condition and cash flows

Summary of contingent liabilities

The following is a summary of our contingent liabilities as at March 31, 2025 as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, derived from the Restated Consolidated Financial Information:

(₹ in million)

Particulars	As at March 31, 2025
Guarantees given by banks on behalf of the Company	87.75
Obligation with respect to Export Promotion Capital Goods (EPCG) licenses	
- Quantum of duty saved	1,806.00
Disputed statutory liabilities not provided for (refer note below)	256.24
Disputed other liabilities not provided for	20.20

Notes:

1. During the Financial year 2023-24, the Company has received a consolidated GST demand for an amount of ₹ 161.79 million (excluding penalty and interest) for the period July 2017 to March 2021. The demand includes an amount of ₹ 99.31 million for which the Company has claimed input credit on capital goods forming part of Property, Plant & Equipment's. The Company has disputed these demands and had filed a writ petition before the Madras High Court. A interim stay has been obtained on all further proceedings until the matter is heard. In the opinion of the management, no provision is considered necessary for the above demand. Necessary provisions/ adjustments to the Property, Plant and Equipment would be made, if necessary and differential depreciation would be charged as and when the matter is finally settled.

2. During the Financial year 2024-25, the Company has received a GST demand for an amount of ₹ 44.04 million (excluding penalty and interest) for excess claim of Input tax credit for the period April 2019 to March 2020. The Company has disputed these demands and had filed an appeal before the Appellate Authority, Hyderabad, Telangana.

3. During the Financial year 2024-25, the Company has received a GST demand for an amount of ₹ 50.41million (excluding penalty and interest). The demand related to short payment of GST due to wrong classification of goods, short payment of GST under RCM, irregular availment of input tax credit & non-reversal of ITC on exempted supplies for the period April 2021 to March 2022.

For further details, see "*Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information – Note 44 - Contingent liabilities and commitments*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 338 and 386.

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Summary of Related Party Transactions

A summary of related party transactions for the Fiscals 2025, 2024 and 2023, entered into by us with related parties as per Ind AS 24, read with the SEBI ICDR Regulations, derived from the Restated Consolidated Financial Information is set forth below:

Name of related party	Nature of relationship	Nature of transaction	For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
			Amount *(₹ in million)*	% revenue from operations	Amount *(₹ in million)*	% revenue from operations	Amount *(₹ in million)*	% revenue from operations
Sathishkumar T	Key Management Personnel: Chairman and Managing Director	Remuneration paid	162.50	0.69%	136.25	0.75%	97.50	0.70%
Anitha S	Key Management Personnel: Whole-time Director		39.00	0.17%	35.50	0.19%	32.50	0.23%
Dr. K Rathnam	Key Management Personnel: Whole-time Director and Chief Executive Officer		22.22	0.09%	21.45	0.12%	19.50	0.14%
Biswajit Mishra	Key Management Personnel: Chief Financial Officer		1.49	0.01%	-	0.00%	-	0.00%
Ramaswamy Subramanian	Key Management Personnel: Chief financial officer *(resigned with effect from September 15, 2023)*		-	0.00%	2.48	0.01%	3.89	0.03%
Vivek G	Key Management Personnel: Company secretary *(resigned with effect from January 11, 2025)*		0.90	0.00%	1.06	0.01%	0.45	0.00%
S Prakash	Key Management Personnel: Company secretary		1.68	0.01%	-	0.00%	-	0.00%
Radha Venkatakrishnan	Independent Director	Director's Sitting fees	0.15	0.00%	-	0.00%	-	0.00%
Mallika Janakiraman	Independent Director		0.10	0.00%	-	0.00%	-	0.00%
Sathishkumar T	Key Management Personnel: Chairman and Managing Director	Purchase of equity shares (Acquisition of Subsidiary)	64.13	0.27%	-	0.00%	-	0.00%
Anitha S	Key Management Personnel: Whole-time Director		7.12	0.03%	-	0.00%	-	0.00%
Shivakumar C S	Key Management Personnel: Relative	Remuneration paid	2.71	0.01%	2.46	0.01%	1.97	0.01%
T S Shanjay	Key Management Personnel: Relative		0.58	0.00%	-	0.00%	-	0.00%
Sathishkumar T	Key Management Personnel: Chairman and Managing Director	Lease/Rental Expenses	0.06	0.00%	0.06	0.00%	0.06	0.00%

Name of related party	Nature of relationship	Nature of transaction	For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
			Amount *(₹ in million)*	% revenue from operations	Amount *(₹ in million)*	% revenue from operations	Amount *(₹ in million)*	% revenue from operations
T S Shanjay	Key Management Personnel: Relative		0.75	0.00%	-	0.00%	-	0.00%
Sathishkumar T	Key Management Personnel: Chairman and Managing Director	Loan received during the year	-	0.00%	-	0.00%	20.00	0.14%
Anitha S	Key Management Personnel: Whole-time Director		-	0.00%	-	0.00%	15.00	0.11%
Sathishkumar T	Key Management Personnel: Chairman and Managing Director	Loan repaid during the year	2.50	0.01%	15.97	0.09%	13.09	0.09%
Anitha S	Key Management Personnel: Whole-time Director		-	0.00%	12.28	0.07%	2.66	0.02%
Magiva Technologies Private Limited	Enterprise over which key management personnel are able to exercise significant influence	Professional services paid	18.00	0.08%	16.75	0.09%	11.12	0.08%
Magiva Technologies Private Limited	Enterprise over which key management personnel are able to exercise significant influence	Vehicle maintenance paid	4.20	0.02%	6.22	0.03%	2.15	0.02%

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For details of the related party transactions and transactions eliminated on consolidation, as per the requirements under Ind AS 24 '*Related Party Disclosures'* and as reported in the Restated Consolidated Financial Information see *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on page 339.

Financing arrangements

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

Weighted average price at which the specified securities were acquired by our Promoters (also the Promoter Selling Shareholders) in the last one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which specified securities were acquired by our Promoters (also the Promoter Selling Shareholders), in the last one year preceding the date of this Draft Red Herring Prospectus is set forth below:

Name of Promoter/ Promoter Selling Shareholder	Number of specified securities acquired in the preceding one year	Weighted average price of specified securities acquired in the preceding one year*(₹)
Sathishkumar T	271,249,825	Nil#
Anitha S	336,874,650	Nil#

**As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.*
 # Weighted average cost is Nil as these Equity Shares were acquired pursuant to bonus issuance undertaken on March 17, 2025.

Weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus

The weighted average price for all Equity Shares transacted in one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus is mentioned below:

Period	Weighted average cost of acquisition per Equity Share (in ₹)(1)(3)	Cap Price is 'x' times the weighted average cost of acquisition(2)	Range of acquisition price per Equity Share (Lowest price –Highest price) (in ₹)(1)(3)(4)
Last one year preceding the date of this Draft Red Herring Prospectus	1.75	[●]	Nil*-93.42(5)
Last 18 months preceding the date of this Draft Red Herring Prospectus	1.75	[●]	Nil*-93.42(5)
Last three years preceding the date of this Draft Red Herring Prospectus	1.75	[●]	Nil*-93.42(5)

(1) As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.
(2) To be updated upon finalization of the Price Band
(3) Adjusted for sub-division of equity shares
(4) Lowest price is Nil since these Equity Shares were acquired by transfers pursuant to gift or allotment pursuant to bonus issuance.
(5) The above price has been derived based on the consideration paid by each of the holders of CCPS at time of acquisition of CCPS from Grand Anicut Fund -I, divided by the number of Equity Shares allotted to such Shareholders upon conversion of CCPS. The CCPS were acquired at a price of ₹16,815 per CCPS. Further, on March 17, 2025, our Company allotted bonus CCPS in the ratio of 35 preference shares for every 1 preference share held by the existing Shareholders as of the record date i.e., March 12, 2025. Accordingly, the price for acquisition has been considered to be total consideration paid by the Shareholder divided by the resultant Equity Shares.

Average cost of acquisition of Equity Shares by our Promoters (also the Promoter Selling Shareholders)

The average cost of acquisition of Equity Shares of face value of ₹2 each held by our Promoters (also the Promoter Selling Shareholders) as at the date of this Draft Red Herring Prospectus, is set forth below:

Name	Number of Equity Shares of ₹2 each	Average cost of acquisition per Equity Share of face value of ₹2 each (₹)*#
Promoters/ Promoter Selling Shareholders		
Sathishkumar T	262,942,695	0.06
Anitha S	330,442,515	0.06

** As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.*
#Adjusted for sub-division of equity shares

Details of the price at which specified securities were acquired in the last three years immediately preceding the date of this Draft Red Herring Prospectus by our Promoters (also the Promoter Selling Shareholders), members of our Promoter Group and Shareholders entitled with right to nominate directors or any other rights in the last three years preceding the date of this Draft Red Herring Prospectus

Except as stated below, there have been no equity shares or preference shares that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters (also the Promoter Selling Shareholders), and members of the Promoter Group.

A. Equity Shares

Name of the acquirer	Date of allotment/ transfer of Equity Shares	Number of equity shares acquired	Face value per equity share (in ₹)	Nature of transaction/ acquisition	Acquisition price per equity share (in ₹)
Promoters/ Promoter Selling Shareholders					
Sathishkumar T	March 17, 2025	271,249,825	2	Bonus issue	Nil$
Anitha S	March 17, 2025	336,874,650	2	Bonus issue	Nil$
Members of the Promoter Group (other than Promoters)					
Shivakumar C S	March 7, 2025	1#	10#	Transfer from Anitha S by way of gift	Nil##
	March 17, 2025	175	2	Bonus issue	Nil$
TS Shanjay	March 17, 2025	2,187,500	2	Bonus issue	Nil$
TS Nitin	March 17, 2025	2,187,500	2	Bonus issue	Nil$
S Rathepriya	March 7, 2025	1#	10#	Transfer from Anitha S by way of gift	Nil##
	March 17, 2025	175	2	Bonus issue	Nil$
Aquarius Family Private Trust	July 15, 2025	16,057,125	2	Transfer from Anitha S by way of gift	Nil##
Taurus Family Private Trust	July 15, 2025	16,057,125	2	Transfer from Sathishkumar T by way of gift	Nil##
Shareholders entitled with any other right					
Anicut Equity Continuum Fund	July 15, 2025	5,861,520	2	Conversion of CCPS into Equity Shares	93.42***
Pratithi Growth Fund I (on behalf of Pratithi Investment Fund)	July 15, 2025	1,070,460	2		93.42***
Oriental Carbon and Chemicals Limited	July 15, 2025	749,340	2		93.42***
Venkatesh Ramarathinam	July 15, 2025	749,340	2		93.42***
A R Chadha and Co India Private Limited	July 15, 2025	535,320	2		93.42***
Shivanand V Salgaocar (on behalf of Vanadium Trust)	July 15, 2025	535,320	2		93.42***
Unmaj Corporation LLP	July 15, 2025	535,320	2		93.42***
Piano Forte Fiduciary Services Private Limited (on behalf of Vikramaditya Mohan Family Trust)	July 15, 2025	535,320	2		93.42***
Kiran Vyapar Limited	July 15, 2025	535,320	2		93.42***
Modi Fiduciary Services Private Limited (on behalf of Ravi Modi Family Trust)	July 15, 2025	428,220	2		93.42***
Renu Agarwal	July 15, 2025	214,020	2		93.42***
Avinash Hariom Gupta	July 15, 2025	107,100	2		93.42***
YMR Prasoona	July 15, 2025	107,100	2		93.42***

Name of the acquirer	Date of allotment/ transfer of Equity Shares	Number of equity shares acquired	Face value per equity share (in ₹)	Nature of transaction/ acquisition	Acquisition price per equity share (in ₹)
Vishal Hariom Gupta	July 15, 2025	107,100	2		93.42***
Raj Kumar Jain	July 15, 2025	107,100	2		93.42***
Meera Reddy Yerabhagha	July 15, 2025	107,100	2		93.42***

**As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.*
#Not adjusted for subsequent sub-division of equity shares.
Acquisition price is Nil since these Equity Shares were acquired pursuant to gift.
$ Acquisition price is Nil as these Equity Shares were acquired pursuant to bonus issuance.
****The above price has been derived based on the consideration paid by each of the holders of CCPS at time of acquisition of CCPS from Grand Anicut Fund -I, divided by the number of Equity Shares allotted to such shareholders upon conversion of CCPS. The CCPS were acquired at a price of ₹16,815 per CCPS. Further, on March 17, 2025 our Company allotted bonus CCPS in the ratio of 35 preference shares for every 1 preference share held by the existing Shareholders as of the record date i.e., March 12, 2025. Accordingly, the price for acquisition has been considered to be the total consideration paid by the shareholder divided by the resultant equity shares.*

B. Preference Shares

Name of the acquirer	Date of allotment/ transfer of preference shares	Number of preference shares acquired#	Face value per preference shares (in ₹)	Nature of transaction / acquisition	Acquisition price per preference share (in ₹)
Shareholders entitled with any other right					
Primary issuances					
Anicut Equity Continuum Fund	March 17, 2025	5,698,700	2	Bonus issue	Nil$
Pratithi Growth Fund I (on behalf of Pratithi Investment Fund)	March 17, 2025	1,040,725	2		Nil$
Oriental Carbon and Chemicals Limited	March 17, 2025	728,525	2		Nil$
Venkatesh Ramarathinam	March 17, 2025	728,525	2		Nil$
AR Chadha and Co India Private Limited	March 17, 2025	520,450	2		Nil$
Shivanand V Salgaocar (on behalf of Vanadium Trust)	March 17, 2025	520,450	2		Nil$
Unmaj Corporation LLP	March 17, 2025	520,450	2		Nil$
Piano Forte Fiduciary Services Private Limited (on behalf of Vikramaditya Mohan Family Trust)	March 17, 2025	520,450	2		Nil$
Kiran Vyapar Limited	March 17, 2025	520,450	2		Nil$
Modi Fiduciary Services Private Limited (on behalf of Ravi Modi Family Trust)	March 17, 2025	416,325	2		Nil$
Renu Agarwal	March 17, 2025	208,075	2		Nil$
YMR Prasoona	March 17, 2025	104,125	2		Nil$
Avinash Hariom Gupta	March 17, 2025	104,125	2		Nil$
Vishal Hariom Gupta	March 17, 2025	104,125	2		Nil$
Raj Kumar Jain	March 17, 2025	104,125	2		Nil$
Meera Reddy Yerabhagha	March 17, 2025	104,125	2		Nil$
Secondary Transfers					
Venkatesh Ramarathinam	March 22, 2024	4,163*	10*	Transfer of CCPS from UTPL Corporate Trustees Private Limited (on	16,815*
Shivanand V Salgaocar (on behalf of Vanadium Trust)	March 22, 2024	2,974*	10*		16,815*
Oriental Carbon and Chemicals Limited	March 22, 2024	4,163*	10*		16,815*
Meera Reddy Yerabhagha	September 22, 2024	595*	10*		16,815*

Name of the acquirer	Date of allotment/ transfer of preference shares	Number of preference shares acquired#	Face value per preference shares (in ₹)	Nature of transaction / acquisition	Acquisition price per preference share (in ₹)
YMR Prasoona	March 22, 2024	595*	10*	behalf of Grand Anicut Fund – 1)	16,815*
Raj Kumar Jain	March 22, 2024	595*	10*		16,815*
A R Chadha and Co India Private Limited	March 22, 2024	2,974*	10*		16,815*
Renu Agarwal	April 12, 2024	1,189*	10*		16,815*
Piano Forte Fiduciary Services Private Limited (on behalf of Vikramaditya Mohan Family Trust)	April 12, 2024	2,974*	10*		16,815*
Kiran Vyapar Limited	April 12, 2024	2,974*	10*		16,815*
Unmaj Corporation LLP	April 12, 2024	2,974*	10*		16,815*
Vishal Hariom Gupta	April 26, 2024	595*	10*		16,815*
S. Gopalakrishnan (on behalf of Pratithi Investment Trust)##	April 12, 2024	5,947*	10*		16,815*
Modi Fiduciary Services Private Limited (on behalf of Ravi Modi Family Trust)	April 26, 2024	2,379*	10*		16,815*
Anicut Equity Continuum Fund	May 10, 2024	32,564*	10*		16,815*
Avinash Hariom Gupta	June 28, 2025	107,100	2		93.42

$ Acquisition price is Nil as these CCPS were acquired pursuant to bonus issuance.
 # As on date, these CCPS have been converted into equity shares and the company does not have any outstanding CCPS.
** Not adjusted for subsequent sub-division of preference shares.*
Subsequently transferred to Pratithi Growth Fund I (on behalf of Pratithi Investment Fund)

As on the date of this Draft Red Herring Prospectus, there are no Shareholders who have a right to nominate Director(s) on our Board.

Details of pre-IPO placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC.

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

Issue of equity shares of our Company for consideration other than cash in the last one year (excluding bonus issuance)

Our Company has not issued any equity shares for consideration other than cash (excluding bonus issuance) during a period of one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of equity shares in the last one year

Except for the sub-division of equity shares of face value of ₹10 each into Equity Shares of face value of ₹2 each authorised by our Board pursuant to its resolution dated March 13, 2025 and by our Shareholders' pursuant to their resolution dated March 14, 2025, our Company has not undertaken split or consolidation of its equity shares in the last one year preceding the date of this Draft Red Herring Prospectus.

For details, see "*Capital Structure – Notes to the capital structure – Share capital history of our Company – Equity share capital*" on page 105.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of this Draft Red Herring Prospectus, our Company has not sought any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II - RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations, cash flows and financial condition as of the date of this Draft Red Herring Prospectus.

The risks set out in this section may not be exhaustive and additional risks and uncertainties, not currently known to us or that we currently do not deem material, may arise or may become material in the future and may also adversely affect our business, results of operations, cash flows, financial condition and/or prospects. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows, and financial condition and/or prospects could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Position and Results of Operations" and "Restated Consolidated Financial Information" on pages 202, 160, 386 and 284, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. In making an investment decision, prospective investors must rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved.

This Draft Red Herring Prospectus also contains information relating to our strategies, future plans and forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 21.

Our financial year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year. Unless otherwise indicated, or the context otherwise requires, the financial information included herein is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 284. Unless the context otherwise requires, in this section, references to "the Company" or "our Company" refers to Milky Mist Dairy Food Limited on a standalone basis and references to "we", "us" or "our" are to Milky Mist Dairy Food Limited on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Value Added Dairy Products Industry Report" dated July 21, 2025 (the "**1Lattice Report**") prepared and issued by Lattice Technologies Private Limited, appointed by us pursuant to an engagement letter dated January 16, 2025 and exclusively commissioned and paid for by us to enable investors to understand the industry in which we operate in connection with the Offer. The data included herein includes excerpts from the 1Lattice Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the 1Lattice Report and included herein with respect to any particular Calendar Year/ Fiscal refers to such information for the relevant Calendar Year/ Fiscal. A copy of the 1Lattice Report is available on the website of our Company at https://www.milkymist.com/ipo. For further information, see "- Certain sections of this Draft Red Herring Prospectus disclose information from the 1Lattice Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 76. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation –Industry and Market Data" on page 19.*

Internal Risk Factors

1. ***Our manufacturing operations are dependent on the supply of large amounts of raw milk, with the majority of our raw milk procurement being from the state of Tamil Nadu (97.68%, 99.62% and 100.00% of the total raw milk procurement in Fiscals 2025, 2024 and 2023, respectively). Our inability to procure adequate amounts of good quality raw milk, at competitive prices, or any adverse development in the state of Tamil Nadu affecting the milk supply, may have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our manufacturing operations are dependent on the supply of large amounts of raw milk, which is the primary raw material used in the manufacture of the majority of our products. We procure the majority of raw milk from the state of Tamil Nadu, the details of which are set forth below for the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Raw milk procured (in million litres)	% of total raw milk procurement	Raw milk procured (in million litres)	% of total raw milk procurement	Raw milk procured (in million litres)	% of total raw milk procurement
Tamil Nadu	300.08	97.68%	271.77	99.62%	201.18	100.00%
Others*	7.12	2.32%	1.03	0.38%	-	-
Total raw milk procurement	**307.20**	**100.00%**	**272.80**	**100.00%**	**201.18**	**100.00%**

**Others include Maharashtra, Karnataka, Telangana and Andhra Pradesh.*

Due to the geographic concentration of our milk procurement, our operations are largely reliant on the stability and efficiency of the supply chain in the state of Tamil Nadu. Any significant social, political, or economic disruption, natural calamities, civil unrest, dairy farmers' protests, diseases affecting cattle, or changes in policies by the state or local governments where our operations are based, or the government of India, including those affecting the use or ownership of agricultural land or the dairy industry in general, could have a substantial impact on our ability to procure raw milk, which may adversely affect our business, results of operations, financial condition, and cash flows. Although we have not experienced any such instances in the last three fiscal years that impacted our ability to source raw milk, we cannot assure that such instances will not arise in the future.

In alignment with the prevailing industry practice, we procure the majority of milk directly from dairy farmers, with whom we have no formal arrangements. We also source milk from third party dairy operators, with who we primarily transact on a purchase order basis. The table below sets forth details of our procurement from dairy farmers and third party dairy operators in the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Raw milk (in million litres)	% of total raw milk procurement	Raw milk (in million litres)	% of total raw milk procurement	Raw milk (in million litres)	% of total raw milk procurement
Procurement from dairy farmers	261.59	85.15%	263.55	96.61%	199.86	99.34%
Procurement from third party dairy operators	45.61	14.85%	9.25	3.39%	1.32	0.66%
Total raw milk procurement	**307.20**	**100.00%**	**272.80**	**100.00%**	**201.18**	**100.00%**

Since we have no formal arrangements with milk farmers and the majority of our third party dairy operators, they are not obligated to supply their milk to us and they may choose to sell their milk to our competitors. Also, the amount of raw milk procured and the price at which we procure such supplies, may fluctuate from time to time in the absence of a formal supply arrangement. The availability and price of raw milk is subject to a number of factors beyond our control including seasonal factors (including variations in climate, forage availability, and the physiological cycles of dairy animals), environmental factors, general health of cattle in India and Government policies and regulations. For instance, the volume and quality of milk produced by cows and buffaloes is dependent upon the quality of nourishment provided by the cattle feed and could be adversely affected during period of extreme weather. These factors can lead to fluctuations in milk production throughout the year. For example, dairy cows may produce less milk during extreme temperatures or when forage quality is poor. However, the demand for our value-added dairy products does not always align with these seasonal supply variations. For instance, consumer demand for dairy products might peak during certain holidays or seasons, regardless of the raw milk production levels. This mismatch between supply and demand could pose challenges and may result in increased prices in procurement of raw materials which we may not be able to pass on to the customers and thus, may adversely impact our business, results of operations, financial condition and cash flows.

We cannot assure you that we will be able to procure all of our raw milk requirements at prices acceptable to us, or at all, or that we may be able to pass on any increase in the cost of milk to our consumers. Any inability on our part to procure sufficient quantities of raw milk and on commercially acceptable terms, could lead to a decline in our production and sales volumes and value, which could have an adverse effect on our business, results of operations and financial condition.

2. ***We significantly depend on our manufacturing facility which is located in Perundurai, Erode, Tamil Nadu as it is dedicated to producing value-added dairy products which contribute to the majority of our revenues. Any adverse developments affecting this region or any slowdown or shutdown in our manufacturing could have an adverse effect on our business, results of operations and financial condition***

As of the date of this Draft Red Herring Prospectus, we operate two manufacturing facilities, of which one is located in Perundurai, Erode District, Tamil Nadu ***("*****Perundurai Manufacturing Facility*****")*** and the other facility is located in Bengaluru, Karnataka ("**Bengaluru Manufacturing Facility**"). We significantly depend on our Perundurai Manufacturing Facility as it is dedicated to producing value-added dairy products which contribute to the majority of our revenues, whereas our Bengaluru Manufacturing Facility is dedicated to producing frozen foods, including RTE and RTC products. Further, we intend to move our Bengaluru Manufacturing Facility in our Perundurai Manufacturing Facility. Any significant social, political or economic disruption, or natural calamities or civil disruptions in Tamil Nadu, or changes in policies of the state or local governments or the government of India or adverse developments in Tamil Nadu, may adversely affect our business, financial conditions, cash flows, and results of operations.

Our business is also dependent upon our ability to manage our manufacturing facilities, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair the malfunctioning machinery in a timely manner or at all, our operations may need to be suspended until we procure machinery to replace the same. Milk, which is our primary raw material, is a perishable product, hence any malfunction or break-down of our machinery or equipment resulting in the slowdown or stoppage of our operations may also adversely affect the quality of products and raw materials stored with us, given the perishable nature of our products. Given that we manufacture value-added dairy products at our Perundurai Manufacturing Facility which contribute to the majority of our revenues, we may be unable to shift production to an alternative site in the event of operational disruptions. This could result in a temporary halt to our operations until the issues are resolved, thereby adversely affecting our business continuity, customer commitments, and financial performance. While we have not experienced any significant disruptions at both of our manufacturing facilities in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that there will not be any significant disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or the under-utilisation of our manufacturing facilities, which in turn may have an adverse effect on our business, results of operations and financial conditions.

3. ***We derive a significant portion of our revenue from the sale of our products in South India. Our aggregate revenue from the sale of products in South India accounted for 71.00%, 73.68% and 78.46% of our revenue from operations for Fiscal 2025, 2024 and 2023, respectively. Any adverse developments affecting our operations in South India, could have an adverse impact on our business, financial condition, results of operations and cash flows.***

We derive a significant portion of our revenue from the sale of our products in South India (comprising Karnataka, Tamil Nadu, Kerala, Andhra Pradesh and Telangana). The table below sets forth our revenue from operations from different regions in the years indicated:

Region	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	**% of revenue from operations**	**Amount (₹ million)**	**% of revenue from operations**	**Amount (₹ million)**	**% of revenue from operations**
Karnataka (A)	5,834.46	24.83%	4,844.20	26.59%	3,945.61	28.30%
Tamil Nadu (B)	5,817.36	24.76%	4,713.46	25.88%	3,731.07	26.76%
Kerala (C)	2,740.63	11.66%	2,134.79	11.72%	1,837.20	13.18%
Andhra Pradesh (D)	637.88	2.71%	455.01	2.50%	421.95	3.03%
Telangana (E)	1,650.36	7.02%	1,273.96	6.99%	1,001.73	7.19%
South India (F) = (A) + (B) + (C) + (D) + (E)	**16,680.69**	**71.00%**	**13,421.42**	**73.68%**	**10,937.56**	**78.46%**
North India[#] and Central India[^]	1,165.63	4.96%	751.31	4.12%	515.87	3.70%
West India[$]	4,176.55	17.78%	2,798.36	15.36%	1,645.55	11.80%
East India[&]	586.11	2.49%	649.71	3.57%	428.21	3.07%
Exports[@]	886.05	3.77%	595.29	3.27%	414.56	2.97%
Revenue from operations	**23,495.03**	**100.00%**	**18,216.09**	**100.00%**	**13,941.75**	**100.00%**

[#] *Includes states such as Delhi, Jammu & Kashmir, Punjab, Haryana, Rajasthan, Uttar Pradesh and Uttarakhand.*
[$] *Includes states such as Goa, Gujarat and Maharashtra.*
[&] *Includes states such as Assam, Bihar, Odisha, Chandigarh and West Bengal*
[^] *Includes states such as Madhya Pradesh.*
[@] *Includes freight, incentive and merchant exports*

Any significant social, political or economic disruption, or natural calamities or civil disruptions in South India, or changes in policies of the state or local governments or the government of India or adverse developments related to competition in the aforementioned regions, may adversely affect our business, results of operations, financial condition and cash flows. Additionally, consumer preferences may evolve in South India due to changing lifestyles, health consciousness, and digital influence. For further details, see "- *We derive a significant portion of our revenue from the sale of certain product categories, namely, paneer, cheese and curd (which contributed 62.63%, 66.16%, and 67.36% to our revenue from operations in Fiscal 2025, 2024 and 2023, respectively). Our inability to anticipate and adapt to evolving consumer tastes, preferences and demand for such product categories, or ensure product quality may adversely impact demand for such product categories and consequently our business, results of operations, financial condition and cash flows.*" below. While we have not experienced any of the above instances that had a material adverse impact on our business, results of operations, financial condition and cash flows in the last three Fiscals, we cannot assure you that these risks will not arise in the future.

4. ***We derive a significant portion of our revenue from the sale of certain product categories, namely, paneer, cheese and curd (which contributed 62.63%, 66.16%, and 67.36% to our revenue from operations in Fiscal 2025, 2024 and 2023, respectively). Our inability to anticipate and adapt to evolving consumer tastes, preferences and demand for such product categories, or ensure product quality may adversely impact demand for such product categories and consequently our business, results of operations, financial condition and cash flows.***

We derive a significant portion of our revenue from the sale of certain product categories, namely, paneer, cheese and curd. The table below sets forth details of our revenues from the sale of such product categories, among others, in the years indicated:

Product Category	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	**%of revenue from operations**	**Amount (₹ million)**	**% of revenue from operations**	**Amount (₹ million)**	**%of revenue from operations**
Paneer	6,936.08	29.52%	5,588.91	30.68%	4,379.64	31.41%
Cheese	4,078.33	17.36%	3,472.57	19.06%	2,689.96	19.29%
Curd	3,701.04	15.75%	2,991.03	16.42%	2,322.19	16.66%
Revenue from sale of paneer, cheese and curd	**14,715.45**	**62.63%**	**12,052.51**	**66.16%**	**9,391.79**	**67.36%**
Ice-cream	1,376.78	5.86%	345.15	1.89%	Nil**	Nil**
Others product	7,402.80	31.51%	5,818.43	31.94%	4,549.96	32.64%

Product Category	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	%of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	%of revenue from operations
categories*						
Revenue from operations	**23,495.03**	**100.00%**	**18,216.09**	**100.00%**	**13,941.75**	**100.00%**

**Other product categories includes ghee, butter, chocolate, khova and UHT long-shelf life products.*
*** We started selling ice-cream in Fiscal 2024.*

We derive substantial revenue from the sale of our top 3, top 5 and top 10 stock keeping units ("**SKUs**"). The following table sets the details of our revenue from operations from our top 3, top 5 and top 10 stock keeping units ("**SKUs**"):

Category	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	%of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Top 3 SKUs	6,436.28	27.39%	5,308.94	29.14%	3,967.04	28.45%
Top 5 SKUs	8,198.87	34.90%	6,668.53	36.61%	4,860.44	34.86%
Top 10 SKUs	11,166.47	47.53%	9,192.84	50.47%	6,960.86	49.93%

Any decrease in demand for these SKUs can have an adverse impact on our business, results of operations, financial conditions and cash flows. Further, any disruption in the supply chain for these SKUs, such as delays in delivery or quality issues, may impact our ability to meet customer demand and result in loss of sales. While there has not been any instance of any disruption in the supply chain of these SKUs in the last three Fiscals, we cannot assure you that such instance will not arise in the future.

Demand for these product categories depends primarily on consumer-related factors such as regional preferences, demographics, consumer confidence in our products as well as evolving consumer tastes and preferences. Factors that may affect consumer perception of our products include dietary trends and attention to certain nutritional aspects of foods, concerns regarding the health effects of specific ingredients and nutrients, adulteration, trends towards certain type of products (such as dairy-free products), and trends away from specific ingredients in products. Additionally, the increasing consumer preference for vegan products or reactions to the increasing animal rights activism in relation to the use of artificial insemination processes carried out in the dairy industry may have an impact on the demand of our products. Any decrease in demand for these products or our failure to anticipate, identify or react to changes in these trends could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, maintaining the premium positioning of our products may impede our market penetration in semi-urban and rural areas due to higher price sensitivity in these regions, which could limit our total addressable market and hinder overall growth.

Further, if consumers perceive certain of our products as lacking in nutritional value or being less healthy or unhealthy, this could apply downward pressure on sales and pricing or lead to increased levels of selling and promotional expenses. Further, any disruption in the supply chain for these products, such as delays in delivery or quality issues, may impact our ability to meet customer demand and result in loss of sales. While there has not been any instance of any disruption in the supply chain of these products in the last three Fiscals which had an adverse impact on our business, results of operations, financial conditions and cash flows, we cannot assure you that such instance will not arise in the future.

5. ***We do not have long term agreements with suppliers for our other raw materials (in addition to raw milk) and our cost of such other raw materials (excluding raw milk) accounted for 18.89%, 16.30%, and 15.43% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively. 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.***

Apart from raw milk, we require sugar, cultures, packaging material, stabilizers and other additives for our manufacturing operations. The table below sets forth details of cost of our raw materials (excluding raw milk) consumed by us and cost of raw materials (excluding raw milk) sourced from top 5 and top 10 suppliers in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of raw materials consumed (excluding raw milk) (₹ million)	4,437.16	2,968.70	2,151.52
Cost of raw materials consumed (excluding raw milk) as a % of revenue from operations	18.89%	16.30%	15.43%
Number of suppliers	219	194	213
Cost of raw materials (excluding raw milk) sourced from top 5 suppliers (₹ million)	667.78	546.18	407.41
Cost of raw materials (excluding raw milk) sourced from top 10 suppliers (₹ million)	991.18	796.46	552.34
% of cost of raw materials (excluding raw milk) as sourced from top 5 suppliers	31.19%	33.87%	41.30%
% of cost of raw materials (excluding raw milk) as sourced from top 10 suppliers	43.67%	49.39%	55.99%

The cost of our products are dependent on our ability to source these other raw materials (excluding raw milk) and packaging materials at acceptable prices and maintain a stable and sufficient supply of our such raw materials. These raw materials are subject to price volatility and unavailability caused by external conditions, such as commodity price fluctuations within India and globally, weather conditions, supply and demand dynamics, logistics and processing costs, our bargaining power with the suppliers, inflation and governmental regulations and policies. The price and availability of these raw materials depend on several factors beyond our control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade restrictions. We procure raw materials (other than raw milk) from third-party suppliers with whom we do not enter into long term supply contracts and typically place orders with them on a purchase order basis in advance of our anticipated requirements. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our consumers. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on terms acceptable us, may adversely affect our operations. Further, considering that the suppliers do not deal with us on an exclusive basis, if our suppliers prioritize or increase their supply to our competitors, it could lead to reduced availability of essential raw materials for our production needs. While we have not experienced material disruption in the supply of such raw materials in the last three Fiscals which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such disruption will not occur in the future and if any such disruption occurs, such disruption may result in unexpected increases in prices of our raw materials and packaging material costs.

Additionally, we import certain raw materials such as packing material and additives from Germany, Italy and Thailand. The table below sets forth details in relation to the raw materials imported by us for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Raw materials imported (other than raw milk) (₹ million)	101.78	113.77	42.32
Raw materials imported (excluding raw milk) as a % of Cost of raw materials consumed (excluding raw milk)	2.29%	3.83%	1.97%

Any disruptions in the supply chain from these countries, such as political instability, trade restrictions, or logistical challenges, could adversely affect our ability to procure essential raw materials. Additionally, fluctuations in exchange rates could impact the cost of imports, affecting our profit margins. Changes in international trade policies or tariffs or a general increase in the price of these products could also result in increased costs or delays. Furthermore, any quality issues with the imported raw materials could lead to production delays, increased costs, and potential damage to our brand reputation, which may adversely affect our business, results of operations, financial conditions and cash flows. While we have not experienced any material disruptions in the supply chain from countries that we import from or any quality issues with our imported raw materials in the last three Fiscals which had an adverse impact on our business, results of operations, financial conditions and cash flows, we cannot assure you that such instances will not occur in the future.

6. ***Our Company is required to obtain certain statutory approvals, licenses, registrations and permits to operate our business, manufacturing facilities and Milk Chilling Centres. Failure to obtain or renew such approvals in a timely manner, or at all, or comply with laws in relation to safety, health and environmental protection may adversely affect our business, financial condition, results of operations and cash flows.***

We are required to obtain certain approvals, registrations, permissions and licenses from regulatory authorities, to undertake our operations including approvals under the FSS Act and the rules and regulations thereunder, Legal Metrology Act, 2009, environmental approvals, factory licenses and labour and tax related approvals in relation to our manufacturing facilities and our Milk Chilling Centres. We have either made or are in the process of making an application or renewal for obtaining necessary approvals that are not in place or have expired. The details of material approvals for our Perundurai Manufacturing Facility and Milk Chilling Centres for which applications are pending before relevant authorities, as on the date of this Draft Red Herring Prospectus, are as below:

S. No.	Nature of approval	Name of Authority	Date of acknowledgement of application/ date of application
Perundurai Manufacturing Facility			
1.	Amendment of consent to establish issued under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 to include 'Tofu' and certain additional details of our Perundurai Manufacturing Facility	Tamil Nadu Pollution Control Board	July 17, 2025
2.	Amendment of consent to operate issued under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 to include 'Tofu' and certain additional details of our Perundurai Manufacturing Facility	Tamil Nadu Pollution Control Board	July 18, 2025
3.	Amendment of FSSAI License to reflect additional details of our Perundurai Manufacturing Facility	Food Safety and Standards Authority of India	June 11, 2025
4.	Amendment to the registration and license to work a factory issued under the provisions of the Factories Act, 1948 to reflect additional details of our Perundurai Manufacturing Facility	Directorate of Industrial Safety and Health, Government of Tamil Nadu,	July 18, 2025
5.	Authorisation for disposal of hazardous or other waste under the provisions of the Hazardous and Other Wastes (Management & Transboundary Movement) Rules, 2016	Tamil Nadu Pollution Control Board	June 6, 2025
6.	Certificate of registration for packer for packaging under the provisions of the Legal Metrology (Packaged Commodities) Rules, 2011 for 'Tofu'	Department of Labour, Office of the Controller of Legal Metrology, Chennai	June 4, 2025
Milk Chilling Centres			
1.	Consent to operate issued under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 for our Milk Chilling Centre situated at Bommidi, Tamil Nadu	Tamil Nadu Pollution Control Board	August 10, 2024
2.	Registration and license to work a factory issued under the provisions of the Factories Act, 1948 for our Milk Chilling Centre at Gundlupete, Karnataka	Directorate of Industrial Safety and Health, Government of Tamil Nadu	July 18, 2025
3.	No objection certificate issued under the provisions of the Karnataka State Fire Services	Karnataka State Fire and Emergency	July 18, 2025

S. No.	Nature of approval	Name of Authority	Date of acknowledgement of application/ date of application
	Act, 1964 for our Milk Chilling Centre situated at Gundlupete, Karnataka	Services Department	

While we have applied for some of these approvals, we cannot assure you that these approvals will be granted in a timely manner or will not be cancelled or withdrawn by the relevant governmental or regulatory authorities. Certain approvals have expired and we have applied for renewal before the relevant authorities. The details of material approvals pending renewal as on the date of this Draft Red Herring Prospectus is below:

S. No.	Nature of approval	Name of Authority	Date of acknowledgement of application/ date of application
Milk Chilling Centres			
1.	No objection certificate issued under the provisions of the Tamil Nadu Fire Service Act, 1985 and Tamil Nadu Fire Service Rule 1990 for Milk Chilling Centre situated at Mathur.	Tamil Nadu Fire and Rescue Services	July 18, 2025
2.	No objection certificate issued under the provisions of the Tamil Nadu Fire Service Act, 1985 and Tamil Nadu Fire Service Rule 1990 for Milk Chilling Centre situated at Thuraiyur.	Tamil Nadu Fire and Rescue Services	July 18, 2025

Failure to obtain or renew such approvals and licenses in a timely manner may hinder our normal operating activities, and, if not resolved in a timely manner, could result in incurring substantial compliance costs, which in turn could adversely affect our business, financial condition and results of operations.

Further, our Company is in the process of applying for the following approvals for our Milk Chilling Centres, as on the date of this Draft Red Herring Prospectus:

S. No.	Nature of approval
Perundurai Manufacturing Facility	
1.	Amendment of license for contractors of labour, issued under the provisions of the Contract Labour (Regulation & Abolition) Act, 1970 to reflect additional details of our Perundurai Manufacturing Facility from Directorate of Industrial Safety and Health, Government of Tamil Nadu
Milk Chilling Centre	
1.	Consent to operate issued under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 for the Milk Chilling Centres set out below:
	i. Milk Chilling Centre at Gundlupete, Karnataka
	ii. Milk Chilling Centre at Attur, Tamil Nadu
	iii. Milk Chilling Centre at Mathur, Tamil Nadu

If we fail to obtain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, we may be required to relocate our Milk Chilling Centres to alternate locations which may cause disruptions in our operations, and could adversely affect our business, prospects, results of operation and financial condition.

In addition to the material approvals set out above and under "*Government and Other Approvals*", we may also be required to maintain a number of other statutory and regulatory permits and approvals under central, state and local government rules in ordinary course for carrying out our business. For instance, Bulk Milk Coolers are typically installed in various geographies where we operate, for temporary storage of milk at the village or farm level. These units are movable and can be migrated from one location to another depending on our business needs. Accordingly, we may be subject to the local law requirements with respect to operating such Bulk Milk Coolers, including permits and approvals that are required to be obtained from time to time. While we have not faced any instances of disruptions which have materially impacted our operations in the last three fiscals on account of non-compliance with such laws, any failure by us to comply with the applicable regulations may result in us incurring increased costs which could adversely affect our business.

Further, the approvals, licenses, registrations and permissions may be subject to numerous conditions. If we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and consequently we may not be able to carry on such activity, which could adversely affect our business, results of operations, financial condition and cash flows. For further information on the nature of approvals and licenses required for our business and details of their validity, see "*Government and Other Approvals*" on page 421. We are also subject to laws and regulations in relation to safety, health and environmental protection. These Environmental Laws and relevant regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other such aspects of our manufacturing. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings, including public interest litigation, being commenced against us, third party claims or the levy of regulatory fines. For instance, our Company received two show cause notices each dated December 31, 2024 under Section 25 of the Water (Prevention and Control of Pollution) Act, 1974 and Section 21 of the Air (Prevention and Control of Pollution) Act, 1981, respectively, from the Tamil Nadu Pollution Control Board *inter alia* alleging that our Company was operating certain machineries at one of our pertaining to the milk chilling process in one of our units in Tiruvannamalai, Tamil Nadu, without obtaining necessary consent to operate and certain trade effluents from such unit were being discharged into adjacent areas. While our Company has taken corrective action and obtained the consent to operate for this unit, there can be no assurance that any such violations may not occur in the future which could have an adverse effect on our business, results of operations and financial condition.

7. ***Improper, 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, financial condition and cash flows.***

We are subject to various contamination related risks, including product tampering; short shelf life of certain of our products; improper storage of products and raw materials; labelling and packaging errors; quality of raw materials including ingredients such as sugar or other ingredients used for the production of finished products; non-compliance with food safety and quality control standards; and cross-contamination of products during manufacturing. Although raw milk is tested at tech-enabled automated milk collection units ("**AMCUs**"), which is then transported to our chilling centers (comprising Milk Chilling Centres and Bulk Milk Coolers) for further analysis, and finally, undergoes additional testing at our manufacturing facilities before processing, we cannot assure you that the quality tests conducted by us do not have a margin of error. Also, raw milk, certain of our other raw materials and our products are required to be stored, handled and transported at specific temperatures and under certain food safety conditions. These chilling centres are integral to our supply chain, ensuring the preservation and quality of raw milk procured from dairy farmers. Any significant interruption in the continuing operations of these chilling centres may lead to delays in processing, increased operational costs, and potential loss of revenue. Any shortcoming in the production or storage of our products due to negligence, human error or otherwise, may damage our products and result in non-compliance with applicable regulatory standards. While we have not experienced any material contamination of our products due to improper handling of raw materials in the last three Fiscals, which led to product recalls and had an adverse impact on our business, results of operations, financial conditions and cash flows, we cannot assure you that such instances will not occur in the future. Any allegation that our products contain contaminants could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis. While we have not been subject to any proceedings in relation to contamination or spoilage of our products in the last three Fiscals which had an adverse impact on our business, results of operations, financial conditions and cash flows, we cannot assure you that we will not be subject to such product liability claims in the future. Should any of our products be perceived or found to be contaminated, we may be subject to regulatory action, product recalls and our reputation, business, results of operations and financial condition may be adversely affected.

8. ***We may be unable to comply with food safety laws and other applicable regulations in relation to our products and manufacturing facilities, which may adversely affect our business, results of operations, financial condition and cash flows.***

Our business operations are subject to a broad range of food safety laws and regulations and accordingly, we are required to maintain licenses under such legislations. Any violations of these laws and regulations can result in fines, penalties or litigation, which may adversely affect our business, results of operations, financial condition and cash flows. For instance, the Food Safety and Standards Act, 2006 provides for requirements relating to the license and registration of food and the storage, manufacturing, repacking, trade and retailing of food, and other general principles of food safety, responsibilities of a food business operators and liability of manufacturers and sellers. The FSSAI has enacted several regulations including the Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011, the Food Safety and Standards (Approval for Non-Specified Food and Food Ingredients) Regulations, 2017 and Food Safety and Standards (Labelling and Display) Regulations, 2020 to regulate the characteristics and ingredient profile of our products and these regulations may be amended from time to time. Our Company is required to comply with the Food Safety and Standards Act, 2006 and the rules and regulations thereunder and our products are subject to inspection in the ordinary course of business. Our Company has received four notices, which are outstanding as on the date of this Draft Red Herring Prospectus, from statutory and regulatory authorities such as the adjudicating officer under relevant provisions, as applicable, of the Food Safety and Standards Act, 2006 and the rules and regulations thereunder declaring our products to be allegedly substandard, adulterated or do not conform to the specifications mentioned in the packaging. For further information, see "*Outstanding Litigation and Other Material Developments – Litigation involving our Company – Outstanding legal proceedings against our Company –Actions by statutory or regulatory authorities*" on page 415. We cannot assure you that we will not be subject to any future legal proceedings under the Food Safety and Standards Act, 2006. Further, any guidelines introduced by the government in relation to marketing and advertising of our products may affect our business.

The FSSAI has operationalised the draft "Food Safety and Standards (Labelling & Display) Amendment Regulations, 2022" with effect from July 1, 2024 (excluding the provision on tolerance limits for nutrient declarations), through multiple directions issued under the Food Safety and Standards Act, 2006, although the final notification is still pending. This introduces a front-of-pack 'Indian Nutrition Rating' on all packaged food products that rates the overall nutritional profile of packaged food. The 'Indian Nutrition Rating' intends to provide to the consumer, key nutritional information of a product and its ingredients on the front of packaged foods to allow consumers to make heath and nutritional comparisons between products within the same category. Compulsory nutrition labelling, the pressure for simplifying the current system of nutrition labelling and the need to review or develop policies on marketing and advertising may impact our business, results of operations, financial condition and cash flows. For details, see "*Key Regulations and Policies in India*" on page 235. Regulatory changes have also been implemented concerning packaging materials and the use of plastics. These include the requirement for us to appoint an authorized agency to collect plastic packaging from food products sold to end consumers. Recently, the GoI notified the Plastic Waste Management (Amendment) Rules, 2022 which prescribes an extended producer responsibility for plastic packaging wherein, amongst other things, reuse of rigid plastic packaging material has been mandated to reduce the use of fresh plastic material for packaging. We cannot assure you that there will not be such future changes in the regulatory framework, which may cause commercial and operational challenges to our Company.

9. ***We incur significant expenses towards strengthening our brand visibility and brand equity and expect to continue to incur such expenditure in the future. Our advertisement and business promotion expenses in Fiscals 2025, 2024 and 2023 accounted for 3.03%, 1.13%, and 1.18% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively. An inability to maintain or enhance the popularity of our brands or any increase in our marketing expenditure may adversely impact our business, results of operations, financial condition and cash flows.***

We sell our products under our umbrella brand 'Milky Mist', and sub-brand such as 'SmartChef', 'Capella', and 'Misty Lite', and have recently acquired brands such as 'Briyas' and 'Asal'. Our ability to develop the brands and consumer goodwill are dependent on public perception and recognition of product quality. Any negative publicity or perception of consumers relating to the quality of our products may adversely impact public perception of our brands. Adverse publicity about the healthfulness, safety or quality of our products, whether or not based on fact, may discourage consumers from buying our products and have an adverse effect on our brands, business, results of operations, financial condition and cash flows. This is intensified due to intense competition in the market with regards to dairy products. While we have not had any instances of negative publicity in relation to our products or brands under which we sell our products which had any material adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instances will not arise in the future.

We may also be required to increase our spend on advertising and marketing in order to maintain or grow our brands and market share. The following table sets forth details of advertisement and business promotion expenses in the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	**% of revenue from operations**	**Amount (₹ million)**	**% of revenue from operations**	**Amount (₹ million)**	**% of revenue from operations**
Advertisement and business promotion expenses	711.32	3.03%	205.60	1.13%	164.40	1.18%

Increased spending on marketing and advertisements may not result in increased sales or revenue, and may have an adverse effect on our business, results of operations, financial condition and cash flows.

Further, to expand our footprint and deepen brand presence at the point of sale, our Company in Fiscal 2011 began deploying of visi coolers, a refrigeration unit designed to prominently display dairy and other perishable products at retail outlets. Historically, we have deployed visi coolers, ice cream freezers and chocolate coolers in 4,065, 10,503 and 1,272 retail outlets as of March 31, 2025, March 31, 2024 and March 31, 2023, respectively, across various states in India including Tamil Nadu, Karnataka, Kerala and Telangana, contributing to our on-ground presence and driving retail traction. In addition to visi coolers, we have recently begun to deploy ice cream freezers for our growing range of ice creams, and specialized chocolate coolers to support new product categories in this segment. As on March 31, 2025, we have deployed 13,885 visi coolers, 13,804 ice cream freezers and 559 chocolate coolers across various states in India including Tamil Nadu, Karnataka, Kerala and Telangana. Expanding our visi coolers, ice cream freezers and chocolate coolers entails capital expenditure that may not translate into proportional revenues. We intend to utilize a portion of the Net Proceeds for deployment of visi coolers, ice-cream freezers and chocolate coolers. For details, see "*Objects of the Offer - Deployment of visi coolers, ice cream freezers and chocolate coolers*" on page 136. Any delay in placing purchased visi coolers, freezers or chocolate coolers into retail outlets may postpone the revenue we expect them to generate. Further, since these units are booked as depreciable assets, any delay in deployment will still incur depreciation expense, which could have an adverse impact on our profitability.

10. ***Our business is significantly dependent on our distribution network and a majority of our revenue from operations is generated from the distributors from the south of India (representing 72.41% of our total distributors as of March 31, 2025). An inability to expand or effectively manage our distributor network, or any disruptions in our distribution network may have an adverse effect on our business, results of operations, financial condition and cash flows***

Our business is significantly dependent on our distributors who distribute our products to end retailers. As of March 31, 2025, 2024 and 2023, we had 3,062, 2,558 and 2,033 distributors across 22 states and 5 union territories, respectively. The table below sets forth details of our distributors in south of India in the years indicated:

Particulars	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Number of Distributors	**% of Total Distributors**	**Number of Distributors**	**% of Total Distributors**	**Amount (₹ million)**	**% of Total Distributors**
Karnataka	406	13.26%	346	13.53%	285	14.02%
Tamil Nadu	935	30.54%	807	31.55%	653	32.12%
Kerala	398	13.00%	355	13.88%	274	13.48%
Andhra Pradesh	286	9.34%	188	7.35%	140	6.89%
Telangana	192	6.27%	148	5.79%	137	6.74%
South India	**2,217**	**72.41%**	**1,844**	**72.10%**	**1,489**	**73.25%**

The table below sets forth details of the revenue contribution from our distributors in south of India in the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Karnataka	5,834.46	24.83%	4,844.20	26.59%	3,945.61	28.30%
Tamil Nadu	5,817.36	24.76%	4,713.46	25.88%	3,731.07	26.76%
Kerala	2,740.63	11.66%	2,134.79	11.72%	1,837.20	13.18%
Andhra Pradesh	637.88	2.71%	455.01	2.50%	421.95	3.03%
Telangana	1,650.36	7.02%	1,273.96	6.99%	1,001.73	7.19%
Total revenue generated from south of India	**16,680.69**	**71.00%**	**13,421.42**	**73.68%**	**10,937.56**	**78.46%**

We cannot assure you that we will be able to successfully identify or appoint new distributors, maintain and strengthen our relationships with our existing distributors, or manage our distribution network. As we rely on our distributors for our sales, any one of the following events could adversely impact or result in a decrease in our sale of products and consequently impact our business, results of operations, financial condition and cash flows:

- failure to maintain relationships with our existing distributors;
- failure to establish relationships with new distributors, on favourable terms or at all;
- any disputes with our distributors, including disputes regarding pricing or performance;
- inability to timely identify and appoint additional or replacement distributors on loss of one or more of our distributors;
- inability of our distributors to maintain a network of end retailers;
- disruption in delivery of our products to our distributors and by our distributors to retailers due to weather, natural disaster, fire or explosion, terrorism, pandemics, strikes, government action, or other reasons beyond our control or the control of our distributors; and
- shifting of focus of our distributors from our products to competitors.

We do not have long-term sales agreements with majority of our distributors and primarily transact with them on a purchase order basis. The absence of long-term sales contracts with our distributors may lead to uncertainties in our sales forecasts and revenue streams, as distributors may choose to source products from our competitors or alter their purchasing patterns without prior notice. Our distributors operate on a non-exclusive basis and may, at their discretion, offer products that compete with ours which may have an adverse effect on our business, results of operations, financial conditions and cash flows. Additionally, we extend credit to some of our distributors which ranges between 15 to 60 days. If our distributors experience financial difficulties or fail to pay us on time, it could lead to significant bad debt expenses and negatively impact our cash flows and financial condition. The creditworthiness of our distributors may deteriorate due to economic downturns, changes in market conditions, or other external factors, increasing the risk of non-payment. The table below sets forth details of our trade receivables for the years indicated:

Particulars	As of/ for the year ended March 31, 2025	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023
Trade Receivables (₹ million)	1,022.31	818.36	702.77
Receivables from distributors (₹ million)	560.52	471.37	464.18
Receivables from distributors as % of Trade Receivables	54.83%	57.60%	66.05%
Trade receivables days[(1)]	16	16	18
Allowances for Expected Credit Loss (₹ million)	154.52	119.96	81.68

[(1)]Trade receivables days is calculated as (accounts receivable divided by annual revenue) multiplied by number of days in a year.

An increase in bad debts or in defaults by our distributors may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our results of operations and cash flows. While we have maintained provisions in our books of accounts for any amounts which may not be recoverable from our distributors, we cannot assure you that such provisions will be sufficient to cover our actual losses resulting in adverse impact on our financial condition and reputation of our Company.

11. ***We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. An inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows. Further, one of our trademarks "Milky Mist" has been hypothecated as security for financing arrangements availed from certain lenders. Enforcement of such security by lenders in the event of default may have an adverse effect on our brand image, reputation and financial results.***

We have entered into various financing arrangements with various lenders for short-term and long term facilities for purposes including funding our working capital requirements and purchasing capital goods. The table below sets forth certain information on our total borrowings, finance costs, interest coverage ratio, debt service coverage ratio and debt to equity ratio, as of and for the years as indicated:

Particulars	As of/ for the year ended March 31, 2025	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023
Total borrowings[(1)] (₹ million)	13,763.76	10,367.23	7,980.64
Finance costs (₹ million)	858.51	717.19	569.69
Finance costs as a % of revenue from operations	3.65%	3.94%	4.09%
Interest coverage ratio[(2)] (in times)	2.02	1.60	2.11
Debt service coverage ratio[(3)] (in times)	1.16	1.04	1.29
Debt to equity ratio[(3)] (in times)	4.20	3.68	3.04

(1) Total borrowings is calculated as the sum of both short term and long term borrowings.
(2) Interest coverage ratio is calculated as EBIT divided by interest expenses.
(3) Debt service coverage ratio is calculated as EBITDA divided by (interest plus principal repayments plus lease payments)
(4) Debt Equity Ratio is computed as Total Debt divided by Total Equity as at the end of the relevant fiscal. Total Equity is computed as the sum of Equity Share Capital, Instruments entirely equity in nature, and other equity.

Further, the table below provides the details regarding the contractual maturities of our borrowings as at March 31, 2025:

Particulars	Carrying Value	On Demand	Less than 1 year	1 to 5 years	More than 5 years
Borrowings as at March 31, 2025 (₹ million)	13,763.76	2,184.08	1,259.12	6,626.05	3,694.51

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. The significant increases in our borrowings in Fiscals 2024 and 2025 may heighten our financial leverage and associated interest expenses, impacting our debt service capabilities. Any additional indebtedness we incur may have consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions. Additionally any modification to the interest subvention will also impact us, thereby increasing our cost of borrowings.

We have entered into short-term and long-term loan agreements with certain banks and financial institutions, which typically contain restrictive covenants, including, obtaining respective lenders' consent prior to carrying out certain activities and entering into certain transactions including altering our capital structure, further issuance of any Equity Shares, change in our shareholding pattern, payment of dividends, changing the management, dilution of Promoters' shareholding, alteration in the constitutional documents and creation of security. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. As of the date of this Draft Red Herring Prospectus, we have received all consents required from our lenders, as required under the agreements with such lenders, in connection with the Offer. Our financing agreements also require us to comply with certain financial covenants including the requirements to maintain, specified debt-to-equity ratios. There can be no assurance that we will be able to comply with these financial or other covenants either currently or in the future or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

In terms of security, we are required to create a mortgage or charge over our current assets, movable and immovable properties. For further details, see “*Financial Indebtedness*” on page 375 and “*Restated Consolidated Financial Information – Note 20 – Borrowings*” on page 321. We may also be required to furnish additional security if required by our lenders. For instance, the trademark “ ” which was registered in the name of our Promoter, Sathishkumar T, and assigned to us pursuant to a trademark assignment deed dated July 15, 2025 has been hypothecated as collateral to secure financing arrangements from certain lenders. While our Company is currently marketing and packaging our products under a new logo, which is not hypothecated, any default under the agreements will entitle the lender to enforce the security over the hypothecated trademark, which may restrict us from using the said trademark and cause harm to our brand and reputation. Further, our Promoters, Sathishkumar T and Anitha S, have also extended personal guarantees aggregating to ₹13,436.25 million in favour of some of our lenders. In the event any of these guarantees are revoked, the lenders for such facilities may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. We may not be successful in procuring such alternative guarantees to the satisfaction of the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all.

Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. The table below sets forth information on our fixed and variable rate borrowings as of and for the years as indicated:

Particulars	**As of March 31, 2025**	**As of March 31, 2024**	**As of March 31, 2023**
Fixed Rate Borrowing (₹ million)	660.14	400.08	296.38
Variable Rate Borrowing (₹ million)	13,089.94	9,952.11	7,642.00
Interest Free Borrowings from our Directors (₹ million)	13.68	15.04	42.26
Total borrowings (₹ million)	**13,763.76**	**10,367.23**	**7,980.64**

For further information on the interest charged under our financing agreements, see “*Financial Indebtedness – Principal terms of the borrowings availed by us*” on page 383.

Our ability to make payments on and refinance our indebtedness will depend on our continued ability to generate cash from our future operations. While we have not had such instances in the last three Fiscals, we may not be able to generate enough cash flow from operations or obtain enough capital to service our debt in the future. Any failure to comply with the conditions and covenants in our financing agreements that is not waived by our lenders or guarantors could lead to a termination of our credit facilities, foreclosure on our assets such as our plants, acceleration of all amounts due under such facilities, trigger cross - default provisions under certain of our other financing agreements, any of which could adversely affect our financial condition and our ability to conduct our business and implement our business plans.

12. ***Our business requires working capital. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.***

We require significant amount of our working capital for our business and operations. Our success depends on our ability to continue to secure and successfully manage our working capital requirements. The table below sets forth details regarding our working capital, trade receivable days, trade payable days, net working capital days and inventory turnover days for the years indicated:

Particulars	**Fiscal 2025**	**Fiscal 2024**	**Fiscal 2023**
Net Working capital (₹ million)(1)	2,699.39	2,454.59	1,474,77
Working capital days(2)	42	49	39

(1) Net working capital is computed as aggregate of inventories and trade receivables minus trade payables as at the end of the respective fiscal.

(2) Working capital days is calculated as Net working capital for the relevant fiscal divided by revenue from operations for the relevant fiscal multiplied by 365

We have funded our working capital requirements in the past through a combination of internal accruals and external borrowings. The following table sets forth certain information relating to our cash flows and working capital loans for the periods indicated:

Particulars	Fiscal		
	2025	2024	2023
	(in ₹ million)		
Net cash from operating activities	3,148.57	1,402.85	1,750.43
Net cash from investing activities	(5,453.34)	(2,899.71)	(3,678.97)
Net cash from financing activities	2,331.34	1,519.77	1,980.07
Net increase in cash and cash equivalents	26.57	22.91	51.53
Cash and cash equivalents at the end of the year	**139.65**	**113.08**	**90.17**
Secured working capital loans from bank**	**2,184.02**	**1,810.71**	**918.14**

***For details on security provided to banks for working capital loans, see "Restated Consolidated Financial Information – Note 26 – Borrowings" on page 321.*

If we fail to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business which would have a material adverse effect on our business, results of operations and financial condition.

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

We require a substantial amount of capital to build, and maintain our facilities, implement our expansion plans, purchase equipment and develop, implement new technologies in our new and existing manufacturing facilities. The table below sets forth our capital expenditure incurred to expand and upgrade our existing manufacturing facilities. The following table sets forth details of our capital expenditure in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Capital expenditure* towards Property, plant and equipment (₹ million)	3,266.35	3,404.62	3,204.91
Increase/(Decrease) in Capital work in progress** (₹ million)	1,476.47	(522.06)	783.28
Total Capital Expenditure	**4,742.82**	**2,882.56**	**3,988.19**
Total Capital expenditure as a % of revenue from operations	20.18%	15.82%	28.61%

**Capital expenditure pertains to additions to freehold land, Leasehold Improvements, Buildings, Plant and Machinery, Office Equipment, Furniture & Fittings, Vehicles, Computers and Electrical Installations & Fittings during the relevant Fiscal.*
*** Increase/(Decrease) in capital work in progress is calculated as the closing balance less the opening balance of capital work in progress for the relevant Fiscal.*

We use a combination of internal accruals, equity investments and debt financing for funding our capital expenditure. If our internally generated accruals are insufficient to finance our capital expenditure and expansion plans, we may, in the future, need to seek additional financing from third parties, including banks and financial institutions despite having outstanding borrowings as of ₹ 13,763.76 million as of March 31, 2025. Further, our budgeted resources may prove insufficient to meet our requirements which could drain our internal accruals or compel us to raise additional capital. If we are required to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. We may also become subject to additional restrictive covenants in our financing agreements, which could limit our ability to access cash flows from operations and undertake certain types of transactions. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders. If any of the foregoing were to occur, our business, results of operations, cash flows and financial condition could be adversely affected.

14. ***Our ability to access capital at attractive costs depends on our credit ratings. Any downgrade of our credit ratings may restrict our access to capital and thereby adversely affect our business, reputation, cash flows and results of operations.***

The cost and availability of capital depends on our credit ratings. The table below sets forth the credit rating received by our Company during the last three Fiscals and from April 1, 2025 till the date of this Draft Red Herring Prospectus:

Rating Agency	Date	Long-Term Rating	Short-Term Rating
Fiscal 2025			
CRISIL	October 24, 2024	CRISIL BBB/Positive (Reaffirmed)	CRISIL A3+ (Reaffirmed)
Fiscal 2024			
CRISIL	February 19, 2024	CRISIL BBB/Positive (Outlook revised from 'Stable'; Rating Reaffirmed	CRISIL A3+ (Reaffirmed)
Fiscal 2023			
CRISIL	February 17, 2023	CRISIL BBB/Stable	CRISIL A3+
CRISIL	November 22, 2022	CRISIL BBB/Stable (Reaffirmed)	CRISIL A3+ (Reaffirmed)
CRISIL	October 19, 2022	CRISIL BBB/Stable (Outlook revised from Positive; Rating Reaffirmed)	CRISIL A3+ (Reaffirmed)

An inability to secure future financing on attractive terms or at all may adversely impact our strategic initiatives and our business prospects. Credit ratings reflect the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins, medium term revenue visibility and operating cycle. While we have not experienced downgrading in our credit ratings received in the recent past, any downgrade in our credit ratings or our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, could increase borrowing costs, will give the right to our lenders to review the facilities availed by us under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows.

15. ***Our inability to effectively manage our growth or implement our growth strategies may have an adverse effect on our business, results of operations, financial condition and cash flows.***

We have experienced steady growth in our financial performance over the past three Fiscals. The table below sets forth certain financial information for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations (₹ million)	23,495.03	18,216.09	13,941.75
Year-on-year growth of Revenue from operations (%)	28.98%	30.66%	Not applicable[(2)]
Profit for the year (₹ million) ("**PAT**")	460.74	194.44	272.30
PAT Margin[(1)]	1.96%	1.07%	1.95%

[(1)] PAT Margin is calculated as profit for the year divided by revenue from operations.
(2) The year-on-year revenue-from-operations growth is not presented because this Draft Red Herring Prospectus does not include the financial statements for Fiscal 2022.

In Fiscal 2024, the average procurement price of milk experienced an increase of 3.81% compared to Fiscal 2023. Conversely, in Fiscal 2025, the average procurement price decreased by 0.95% compared to Fiscal 2024. Owing to this reduction, while our revenue from operations increased by 28.98% from Fiscal 2024 to Fiscal 2025 however our profit increased by 136.96% from Fiscal 2024 to Fiscal 2025.

Our growth strategies include strengthening our position in the Southern region of India and establishing a stronger presence in other regions, expanding our production capacity and augment our procurement capabilities, further strengthening our brand visibility and brand equity, growing inorganically through strategic acquisitions and leveraging technology to improve operational and cost efficiency. For further information, see "*Our Business – Our Strategies*" on page 216. We cannot assure you that our future growth strategy will be successful or that we will be able to continue to expand further, or at the same rate. Our ability to manage our future growth will depend on our ability to continue to implement and improve operational, financial and management systems on a timely basis and to expand, train, motivate and manage our personnel. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have an adverse effect on our business, results of operations, financial condition and cash flows.

16. ***We have not entered into definitive arrangements to utilize certain portions of the Net Proceeds of the Offer and the costs to be incurred in relation to such Objects are based on the quotations received from the vendors or estimates of the management. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment or services in a timely manner, or at all, it may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.***

We intend to utilize a portion of the Net Proceeds for (i) repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company; (ii) financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility; (iii) deployment of visi coolers, ice-cream freezers and chocolate coolers; and (iv) general corporate purposes. For details, see "*Objects of the Offer*" on page 123.

In relation to (ii) and (iii) above, we have placed an order with GEA Westfalia Separators India Pvt. Ltd aggregating to ₹ 45.00 million i.e., approximately 1.08% of the total estimated cost towards capital expenditure in relation to the expansion and modernisation of our Perundurai Manufacturing Facility, as on the date of this Draft Red Herring Prospectus, out of which we have made an advance payment for ₹ 4.5 million from our internal accruals. Other than this, we have not entered into any definitive agreements with any of the other vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. For the cost estimates, we have relied on the report dated July 21, 2025 issued by ITCOT Limited ("**ITCOT Report**"). The ITCOT Report has been prepared based on quotations received from vendors/suppliers which are valid for limited periods and may be subject to revisions and other commercial and technical factors. Further, some of the quotations are in currency other than Indian Rupee. To maintain uniformity, these amounts have been converted to Indian Rupee basis RBI reference date as of April 30, 2025. The converted amounts are indicative, and the transaction will take place at the prevailing foreign exchange rate as on the date of placing the order. If there is any increase in the costs of equipment, additional costs will need to be borne by our Company from its internal accruals. The completion of expansion and modernisation of our Perundurai Manufacturing Facility is dependent on the performance of external agencies, which are responsible for *inter alia* civil and structural works, installation and commissioning of machinery and supply and testing of equipment. If the performance of these agencies is inadequate, it may result in incremental cost and time overruns which could adversely affect our business and results of operations. We may also be unable to identify suitable replacement external agencies in a timely manner. Further, the deployment of visi coolers, ice cream freezers and chocolate coolers is based on past experience, management estimates, brand building and marketing requirements, current circumstances of our business and prevailing market conditions. The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. As a result, there can be no assurance that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations.

In addition, the proposed expansion and modernisation of our Perundurai Manufacturing Facility will require us to obtain various approvals at appropriate stages. For further details, see "*Objects of the Offer – Material Approvals*" on page 135. Our inability to procure such approvals or machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, results of operations, financial conditions and cash flows.

Further, as part of one of our objects, we intend to install and commission lines to manufacture whey protein concentrate and lactose. For further details, see "*Objects of the Offer - Financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility*" on page 131. Given that we do not have prior experience in the manufacturing of whey protein concentrate and lactose, we cannot assure you that our proposed expansion will be successful, particularly since our competitors may have more experience and a deeper understanding of these products. Any failure to successfully manufacture and market these products could adversely affect our business, financial condition, cash flows and results of operations. Further, we may not be able to identify the risks involved in relation to manufacturing of such products and therefore could fail to achieve timely fulfilment of our orders and the quality requirement of our products. In the event that we fail to understand the market operations and the risks related to the same, our business, financial performance and cash flows may be affected.

17. ***The value added dairy products industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.***

The Indian traditional value-added dairy products ("**TVADPs**") market is valued at approximately ₹ 5.1 trillion in Fiscal 2025 and is projected to reach approximately ₹ 9 trillion by Fiscal 2030, growing at an approximately 12% CAGR for Fiscal 2025 to Fiscal 2030. The Indian value-added dairy products market, which includes products such as curd, lassi, butter, ghee, paneer, cheese, yogurt, milkshake and ice cream, has seen growth due to higher disposable incomes, greater health awareness, increasing consumer demand for premium and innovative dairy options, convenience, and a preference for products that offer enhanced taste and nutritional benefits including high protein. On the other hand, the market for emerging value-added dairy products ("**EVADPs**"), such as cheese, yogurt and whey and whey products, is also experiencing growth, and is expected to grow from approximately ₹ 0.4 trillion in Fiscal 2025 to approximately ₹ 0.9 trillion by Fiscal 2030, growing at an approximately 15.2% CAGR for Fiscal 2025 to 2030. (*Source: 1Lattice Report*) The value added dairy products industry in India is competitive and we compete with large national and multinational entities, as well as regional and local players in each of the regions that we operate. (*Source: 1Lattice Report*) Some of our competitors may be larger than us or develop alliances to compete against us, have more financial and other resources and have products with greater brand recognition than ours. Our competitors in certain regions may also have better manufacturing capacities or better access to raw materials required in our operations and may procure them at lower costs than us, and consequently be able to sell their products at lower prices. Some of our international competitors may be able to capitalise on their overseas experience to compete in the Indian market. As a result, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition.

18. ***Our Company, Promoters, Key Managerial Personnel and Directors are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have an adverse effect on our business, financial condition, cash flows and results of operations.***

There are outstanding legal and regulatory proceedings involving our Company, our Promoters, our Directors and our Key Managerial Personnel which are pending at different levels of adjudication before various courts, tribunals and other authorities. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, continuity of our management, business, cash flows, financial condition and results of operations. The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Red Herring Prospectus is set out below:

Name	Criminal proceedings	Tax proceedings	Actions taken by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation#	Aggregate* amount involved (₹ in million)
Company						
By our Company	5	-	-	-	Nil	14.34
Against our Company	4@^	5^	5	-	1	378.84
Subsidiary						
By our Subsidiary	Nil	-	-	-	Nil	Nil
Against our Subsidiary	Nil	Nil	Nil	-	Nil	Nil
Directors**						
By our Directors	Nil	-	-	-	Nil	Nil
Against our Directors	1^	2^	Nil	-	Nil	4.44
Promoters**						
By our Promoters	Nil	-	-	-	Nil	Nil
Against our Promoters	1^	1^	Nil	Nil	Nil	4.44

Name	Criminal proceedings	Tax proceedings	Actions taken by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation#	Aggregate* amount involved (₹ in million)
Group Company						
By our Group Company	Nil	-	-	-	Nil	Nil
Against our Group Company	Nil	Nil	Nil	-	Nil	Nil
Key Managerial Personnel and Senior Management**						
By our KMP and Senior Management	Nil	-	-	-	-	Nil
Against our KMP and Senior Management	1^	-	Nil	-	-	4.44

**To the extent quantifiable.*
*** Including proceedings against our Promoters, Sathishkumar T and Anitha S (who are also our Directors and Key Managerial Personnel).*
#Determined in accordance with the Materiality Policy
^One of the tax proceedings involving our Company and Promoters has also been categorised as a criminal matter.
@Including proceedings where Company has not received any notice or summons, but matter is pending as per Ecourts website.

We cannot assure you that any of these matters will be settled in favour of our Company, Promoters, or Directors, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, cash flows, results of operations and our reputation. For further information, see "*Outstanding Litigation and Material Developments*" on page 414.

19. ***Our business and prospects depend significantly on our reputation, and any negative publicity involving our Company, Promoters, Directors, Key Managerial Personnel or Senior Management could adversely affect our business, results of operations and financial condition.***

Our continued success depends on the reputation we have established over the years with our customers and other stakeholders. Any adverse publicity, whether arising from customer dissatisfaction, allegations of misconduct, accidents at our facilities, negative campaigns against our brands, or otherwise, could harm our brand image, reputation and goodwill, or any negative publicity involving our Company, Promoters, Directors, Key Managerial Personnel or Senior Management could have an adverse effect on our business, results of operations and financial condition.

For instance, there were certain press reports in the past relating to allegations of misconduct against our Whole-time Director and Chief Executive Officer in connection with his previous employment. However, to our knowledge, no legal proceedings have been initiated or are pending in this regard against him and such negative publicity has not had any impact on our business or reputation. However, any recurrence of similar reports, or any other negative publicity involving us, our promoters, directors, our management, brand, products or operations, may adversely affect our business, results of operations and prospects.

20. ***Our statutory auditors have included certain emphasis of matters in their examination report on Restated Consolidated Financial Information for Fiscals 2025, 2024 and 2023, and we cannot assure that our financial information for future periods will not contain emphasis of matters.***

While there are no qualifications in the examination reports for Fiscals 2025, 2024 and 2023, our statutory auditors have included certain emphasis of matters in their examination report for Fiscal 2025, 2024 and 2023:

Fiscal 2025

<u>*Emphasis of matter – Business Combination*</u>

"We draw attention to Note 51 to the Consolidated Ind AS Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Products Private limited pursuant to share purchase agreement dated 29 March 2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business

Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter."

Fiscal 2024

<u>Emphasis of matter – Basis of Preparation and Restriction on Distribution and Use</u>

"Without modifying our opinion, we draw attention to Note 1.02 to the Special Purpose Consolidated Ind AS Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Holding Company's management solely for the preparation of the Restated Consolidated Financial Information for the years ended 31 March 2025, 31 March 2024 and 31 March 2023 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (as amended), in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing."

<u>Emphasis of matter – Business Combination</u>

"We draw attention to Note 49 to the Special Purpose Consolidated Ind AS Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Products Private limited pursuant to share purchase agreement dated 29 March 2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter."

Fiscal 2023

<u>Emphasis of matter – Basis of Preparation and Restriction on Distribution and Use</u>

"Without modifying our opinion, we draw attention to Note 1.02 to the Special Purpose Consolidated Ind AS Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Holding Company's management solely for the preparation of the restated Consolidated Financial Information for the years ended 31 March 2025, 31 March 2024 and 31 March 2023 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (as amended), in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing."

<u>Emphasis of matter – Business Combination</u>

"We draw attention to Note 49 to the Special Purpose Consolidated Ind AS Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Products Private limited pursuant to share purchase agreement dated 29 March 2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter."

While such emphasis of matter does not have an adverse effect on our financial condition, we cannot assure that our financial information for future periods will not contain emphasis of matters, which may have a material adverse effect on our business, results of operations, financial conditions and cash flows.

21. There have been certain qualifications and adverse remarks by our Company's and our Subsidiary's statutory auditors in their audit reports for Fiscal 2025, 2024 and 2023 under their reporting requirements under the Companies (Auditor's Report) Order, 2020 and Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended). We cannot assure you that our auditors' reports for any future fiscal periods will not contain such qualifications and adverse remarks.

The statutory auditors of our Company and our Subsidiary, Asal Food Products Private Limited have certain observations in their audit reports for Fiscal 2025, 2024 and 2023 under their reporting requirements under the Companies (Auditor's Report) Order, 2020 and Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the details of which are as follows:

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Our Company

<table>
<tr><th>Period</th><th>Details of Observation</th></tr>
<tr><td rowspan="4">Fiscal 2025</td><td>Clause (i)(b) of CARO 2020 Order
Property, Plant and Equipment have been physically verified by the Management during the year except coolers and freezers held at third party location with dealers/ distributors, which were physically verified on test check basis. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. The company is in the process of reconciling the physically verified assets with the books of accounts and hence we are unable to comment on material discrepancies noticed on such physical verification. In the opinion of the management, the discrepancies, if any on reconciliation, would not be material</td></tr>
<tr><td>Clause (ii)(b) of CARO 2020 Order
The Company has been sanctioned working capital limits in excess of ₹ 50 million, in aggregate, from banks on the basis of security of current assets. There is no material deviations between the quarterly return or statements filed by the Company with such banks or financial institutions and the unaudited books of accounts of the company of the respective quarters except for the following:
<table>
<tr><th rowspan="3">For the quarter ended</th><th rowspan="3">Nature of current asset / liability</th><th colspan="3">Details of discrepancies</th><th rowspan="3">Remarks (including subsequent rectification, if any)</th></tr>
<tr><th colspan="3">Amount (₹ in million)</th></tr>
<tr><th>As per quarterly returns and statement</th><th>As per books of account</th><th>Difference</th></tr>
<tr><td>31.03.2025</td><td>Inventory</td><td>2,383.16</td><td>2,608.17</td><td>(225.02)</td><td>The difference is on account of reversal of revenue and other audit adjustment entries. The company has subsequently submitted the revised stock statement to bank.</td></tr>
</table></td></tr>
<tr><td>Clause (XX)(a) of CARO 2020 Order
In respect of unspent CSR pertaining the financial year 2020-21, the company is yet to transfer an amount of ₹ 3,711 to a fund specified in Schedule VII of the Companies Act.</td></tr>
<tr><td>Our Audit report dated June 10, 2025 for the financial year ended March 31, 2025 included the following negative observation with respect to audit trail:
“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, 2021, in our opinion and to the best of our information and according to the explanations given to us:
(vi) The company has used an accounting software for maintaining its books of account 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 except for customer, vendor master and price master for which the audit trail (edit log) was implemented with effect from 14th of December and 12th September 2024 respectively and had operated from the period of its implementation.”</td></tr>
<tr><td>Fiscal 2024</td><td>Our Audit report dated June 11, 2024 for the financial year ended March 31, 2024 included the following negative observation with respect to audit trail:
"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, 2021, in our opinion and to the best of our information and according to the explanations given to us:
(vi) Except for Finance/Accounting modules of the current system, the other modules used by the Company do not have the feature of recording audit trail (edit log) facility. Consequently, we are unable to comment on the audit trail feature of such non-financial/accounting modules and whether there were any instances of the audit trail being tampered with.”</td></tr>
<tr><td>Fiscal 2023</td><td>Clause (ii)(b) of CARO 2020 Order
The Company has been sanctioned a working capital limit in excess of INR 50 million by a bank on the basis of security of current assets. Pursuant to the terms of the sanction letter (revised), the Company was required to furnish a statement only effective for quarter ended 31 March 2023. The statement filed by the Company for the said quarter and variance thereof from the information available in the books of account, subject to audit, is detailed below:</td></tr>
</table>

Period	Details of Observation

Name of the Bank	Working Capital Sanctioned	Particulars	Quarter/Period Ended	Information Disclosed	Information as per Books of Accounts	Difference	Remarks (including subsequent rectification, if any)
Indian Bank Indian Overseas Bank Union Bank	420.50 390.00 189.50	Inventory	Jun-22	713.77	958.20	(244.43)	Nil
Indian Bank Indian Overseas Bank Union Bank	420.50 390.00 189.50	Inventory	Sep-22	909.97	881.89	28.08	
Indian Bank Indian Overseas Bank Union Bank	420.50 390.00 189.50	Inventory	Dec-22	1,136.88	1,254.45	(117.57)	
Indian Bank Indian Overseas Bank Union Bank	420.50 390.00 189.50	Inventory	Mar-23	1,031.43	1,040.44	(9.01)	

Period	Details of Observation
	Clause (XX)(b) of CARO 2020 Order In respect of ongoing project, the Company has received the unspent amount of ₹ 4.43 million from the monitoring agency in respect of financial year 2020-21 during the year end. These were deposited in the unspent Corporate Social Responsibility (CSR) account with a delay of 30 days.

Our Subsidiary, Asal Food Products Private Limited

Period	Details of Observation
Fiscal 2025	Clause (i)(b) of CARO 2020 Order Property, Plant and Equipment have been physically verified by the Management during the year. The company is in the process of reconciling the same with the books of account and hence we are unable to comment on material discrepancies noticed on such physical verification.
	Clause (ii)(a) of CARO 2020 Order The inventories has been physically verified by the management at the year end which has been considered in the financial statements. In the absence of inventory records, we are unable to comment on the discrepancies noticed on physical verification between the physical stocks and book stocks.
	Our Audit report dated June 10, 2025 for the financial year ended March 31, 2025 included the following negative observation with respect to audit trail: "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, 2021, in our opinion and to the best of our information and according to the explanations given to us: (vi) The company has used an accounting software for maintaining its books of account which did not have a feature of recording audit trail (edit log) facility. Consequently, we are unable to comment on the audit trail feature of the said software and whether there were any instances of the audit trail feature been tampered with."
Fiscal 2024	Audit report dated July 24, 2024 for the financial year ended March 31, 2024 included the following negative observation with respect to audit trail: "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, 2021, in our opinion

Period	Details of Observation
	and to the best of our information and according to the explanations given to us: (iv) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules,20214 is applicable from 1st April 2023. Based on our examination which included test checks and information given to us, the Company has used accounting software for maintaining its books of accounts, which did not have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software. In our review, we noted that the Company is in the process of implementing an audit trail in its accounting software.”

Such observations did not require any corrective adjustments in the Restated Consolidated Financial Information. See “*Restated Consolidated Financial Information- Note 52 – Part B: Statement of Non Adjusting items to the Restated Consolidated Financial Information*” on page 360. We cannot assure you that our auditors’ reports for any future fiscal periods will not contain such observations which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

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22. ***If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operation and financial condition could be adversely affected.***

As of the date of this Draft Red Herring Prospectus, we have 51 registered trademarks in the name of our Company, India including for our new logo MilkyMist. Out of these, 29 are registered with the Trade Marks Registry in India under classes 29, 30 and 31. Additionally, 22 trademarks are registered across various other jurisdictions.

Our Company has 27 pending trademarks applications in India and one pending trademark application outside India. The pending applications include (i) three trademarks, including MilkyMist which were registered in the name of our Promoter, Sathishkumar T and subsequently assigned to our Company pursuant to a trademark assignment deed dated July 15, 2025 and (ii) two trademarks which were registered in the name of Briyas Foods Private Limited and one of its promoters and assigned to our Company pursuant to a trademark assignment deed dated February 19, 2025, where the change in name of proprietor to the name of our Company is pending.

For further details, see "*Government and Other Approvals – Intellectual Property*" on page 424. There can be no assurance that our applications for registration of these trademarks will be approved by the Trade Marks Registry in a timely manner, or at all. Our future success depends, in part, on our ability to protect these intellectual property and other proprietary rights that we may develop. We rely primarily on trademarks competition laws, as well as other contractual provisions, to protect our intellectual property and other proprietary rights. Despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property or otherwise gaining access to our technology. Further, one of our trademarks has been hypothecated as collateral to secure financing arrangements from certain lenders. For more details, see "*Risk Factors - We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. An inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows. Further, one of our trademarks "MilkyMist" has been hypothecated as security for financing arrangements availed from certain lenders. Enforcement of such security by lenders in the event of default may have an adverse effect on our brand image, reputation and financial results.*" on page 49. If we fail to protect our intellectual property and other proprietary rights, then our business, results of operation and financial condition could be adversely affected. In addition, any claims, with or without merit, could be time consuming and expensive, and could divert our management's attention away from the execution of our business plan. While we have not experienced any instances of infringement of our registered trademark in the last three Fiscals, we cannot assure you that such instances will not occur in the future.

While we ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. As on the date of this Draft Red Herring Prospectus, we are a party to a suit by Gujarat Co-operative Milk Marketing Federation Limited and M/s Kaira District Cooperative Milk Producers Union Limited alleging infringement resulting from use of trade-dress for certain ice cream products manufactured and sold by us and freezers deployed by us being similar to that of the plaintiffs seeking *inter alia*, permanent and mandatory injunction from selling, marketing, promoting or dealing in such products and damages amounting to ₹ 20.10 million. For further information, see "*Outstanding Litigation and Material Developments – Litigation involving our Company – Outstanding legal proceedings against our Company*" on page 415. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations. We cannot assure you that such instances will not occur in the future.

Further, we are exposed to the risk that entities in India and elsewhere could pass off their products as our products, including spurious or imitation products which may (i) adversely affect the sale of our products, resulting in a decrease in market share resulting from a decrease in demand for our products; and (ii) adversely affect the reputation of our products and consequently our business, results of operations, financial condition and cash flows. The proliferation of spurious and imitation products, and the time and resources utilized in taking action against such spurious products and initiating appropriate legal proceedings against offenders who infringe our intellectual property rights could adversely affect our business, results of operations, financial condition and cash flows. While we have not faced instances of infringement of our trademarks in the last three Fiscals, occurrence of such instances could adversely affect our reputation, which could in turn adversely affect our business, results of operations, financial condition and cash flows.

23. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have entered into transactions with related parties in the past. These transactions principally include remuneration paid to related parties, consideration paid to related parties for purchase of Equity Shares in relation to acquisition of our Subsidiary and amount paid in relation to professional services provided by the related parties, such as payments made to our Group Company for providing IT services to our Company. While all such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions**,** we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties.

The table below provides details of our aggregate related party transactions and the percentage of such related party transactions to our revenue from operations in the relevant years:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Aggregate amount of related party transactions* (₹ million)	254.34	222.23	169.14
Aggregate amount of related party transactions as a % of revenue from operations	1.08%	1.22%	1.21%

*****_Aggregate amount of related party transactions includes only transactions of revenue in nature._

Further, pursuant to a share purchase agreement dated March 29, 2025, our Promoters have sold and transferred the equity shares held by them in Asal Food Products Private Limited to our Company for a consideration of ₹ 71.25 million. For further details, see "*History and Certain Corporate Matters – Details of material acquisitions or divestments of business undertaking in the last 10 years*" on page 250. Pursuant to a trademark assignment deed dated July 15, 2025 our Promoter, Sathishkumar T, has assigned all rights, title and interest, along with the associated goodwill, held by him in certain trademarks to our Company for a consideration of ₹ 88.60 million. Our Company also obtains certain services *inter alia* in the nature of information technology consultancy and software support from Magiva Technologies Private Limited, one of the members of our Promoter Group. For further information on our related party transactions, see "*Summary of the Offer Document – Summary of Related Party Transactions*" and *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on pages 30 and 339, respectively.

The transactions with our related party customers have been conducted in the ordinary course of business, in accordance with the provisions of applicable laws and on an arm's length basis and have not been prejudicial to the interests of our Company. It is likely that we will continue to enter into such related party transactions in the future. Some of these transactions may require significant capital outlay and there can be no assurance that we will be able to make a return on these investments. Although all related-party transactions that we may enter into will be subject to our audit committee, board of directors or shareholder approval, as may be required under the Companies Act, 2013 and the SEBI Listing Regulations, we cannot assure you that such transactions, individually or in the aggregate, will perform as expected/ result in the benefit envisaged therein, or that we could not have undertaken such transactions on more favourable terms with any unrelated parties.

24. Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which could have an adverse impact on our business, results of operations, financial condition and cash flows.

We maintain insurance cover for our properties, including building, furniture and fixture, plant and machinery stock and stock in process and raw material stock. We also maintain a public liability act policy to cover product liability risk and insurance policies covering directors' and officers' liability. For further information on the insurance policies availed by us, see "*Our Business – Insurance*" on page 233. These insurance policies are generally valid for one year and are renewed yearly. We cannot assure you that the renewal of our insurance policies in the future will be granted in a timely manner, at acceptable cost or at all.

The following tables set forth details of coverage of our insurance policies against the book value of assets as of the dated indicated:

Period	Book value of assets* (in ₹ million)	Insurance Coverage (in ₹ million)	% of insurance coverage to gross book value of assets
As of March 31, 2025	20,173.86	19,160.36	94.98%
As of March 31, 2024	16,461.97	15,049.50	91.42%
As of March 31, 2023	12,042.83	11,740.98	97.49%

**Assets for the purpose of this certificate is the aggregate of the Gross value of Property, Plant and Equipment (except Land), Investment Property (except land) and Closing Value of Inventories as per Restated Consolidated Financial Information.*

We could face liabilities or otherwise suffer losses should any unforeseen incident such as malfunction or failure of manufacturing equipment, malfunction of cooling equipment during transportation, natural disaster, fire, flood, and accidents affect our manufacturing units. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain types of risks. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, on time, or at all. The table below sets forth details of the insurance amount claimed in respect of accidents and the loss of goods during transit and insurance amount received for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Insurance amount claimed* (in ₹ million)	21.41	9.14	4.67
Insurance amount received (in ₹ million)	15.39	8.19	3.12
% of insurance amount received against insurance amount claimed	70.89%	88.69%	65.90%

** Inclusive of GST*

To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, cash flows, financial condition and results of operations could be adversely affected. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us.

Further, our business inherently exposes us to potential product liability claims in relation to the sale of our value-added dairy products. The severity and the timing of such claims are unpredictable. We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. While our products are extensively researched before being commercialized, any adverse effects caused by such products could adversely affect our business and reputation. Product liability claims, regardless of their merits or the ultimate success of the defense against them, are expensive. Even unsuccessful product liability claims would likely require us to incur substantial amounts on litigation, divert our management's time, adversely affect our goodwill and impair the marketability of our products. Although we have obtained product liability insurance coverage, if any product liability claim sustained against exceeds the policy limits, it could harm our business and financial condition. While we have not been subject to any product liability claims in the last three Fiscals, we cannot assure you that such instances will not arise in the future. Further, in the event the quality of our products is not in accordance with our standards, we may be required to recall such products at additional cost to us. While we maintain product recall coverage and have not recalled any products in the last three Fiscals, occurrence of any such instance may have an adverse impact on our reputation, business, results of operations, financial conditions and cash flows.

25. Our senior management team, key managerial personnel and other qualified personnel are critical to our continued success and we may be unable to attract and retain such personnel in the future.

Our performance depends largely on the efforts and abilities of our Key Managerial Personnel and Senior Management. See "*Our Management*" on page 257. We believe that the inputs and experience of our Key Managerial Personnel and Senior Management are valuable for the development of our business and operations and the strategic directions taken by our Company. Our managerial and other employees are critical to maintaining the quality and consistency of our services and reputation and the loss of the services of our personnel may adversely affect our business and operations. While we believe that we currently have adequate qualified personnel for our operations, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. For details regarding changes in Key Managerial Personnel and Senior Management during the last three Fiscals, see "*Our Management - Changes in the Key Managerial Personnel and Senior Management in the last three years*" on page 277. While there has been no instance in last three Fiscals where the resignation of any Senior Management or Key Managerial Personnel had an adverse impact on our business, results of operations, cash flows or financial conditions, we cannot assure you that such instance will not arise in the future. Further, if one or more of our executive officers or key employees are unable or unwilling to continue their services with us, we might not be able to replace them easily, in a timely manner, or at all. The table below provides the attrition rate for our Key Managerial Personnel and Senior Management for the years indicated:

Particulars	As of/ for the year ended March 31,		
	2025	2024	2023
Number of Key Managerial Personnel and Senior Management	13	12	13
Key Managerial Personnel and Senior Management attrition rate* (%)	7.69%	8.33%	7.69%

**Attrition rate represents number of resignations as a percentage of closing number of Key Managerial Personnel and Senior Management as at the end of respective year.*

Competition for qualified personnel with relevant industry expertise in India is in demand, and the loss of the services of our Key Managerial Personnel and Senior Management may adversely affect our business, results of operations, financial condition and cash flows. We may require a long period of time to hire and train replacement personnel when qualified personnel leave their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires.

26. Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages, and if we are unable to engage new employees at commercially attractive terms.

We are dependent on our manufacturing staff for a significant portion of our operations. The success of our operations depends on the availability of and maintaining good relationships with our workforce. Shortage of workforce or disruptions caused by disagreements with workforce could have an adverse effect on our business, results of operations, financial condition and cash flows. While we have not experienced any labour unrest in the last three Fiscals, which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that we will not experience disruptions in work or our operations due to disputes, strikes, work stoppages, work slow-downs or lockouts at our manufacturing units or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations.

Our success also depends on our ability to attract, hire, train and retain skilled manufacturing personnel. Our inability to recruit, train and retain suitably qualified and skilled personnel could adversely impact our business, results of operations, financial condition and cash flows. As at March 31, 2025, we were supported by 1,524 employees out of which 1,400 were skilled employees and 124 were unskilled employees. For further details, see "*Our Business – Employees*" on page 232. The following table sets forth the details regarding rate of attrition of our skilled and unskilled employees in the years indicated:

Particulars	As at/ for the year ended March 31, 2025	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023
Number of employees (including skilled and unskilled)	1,524	1,694	1,538
Attrition rate* of our employees (including skilled and unskilled) (%)	34.05%	41.13%	47.68%
Number of skilled employees	1,400	1,296	1,094
Attrition rate* of our skilled employees	27.47%	30.83%	30.22%
Number of unskilled	124	398	444

Particulars	As at/ for the year ended March 31, 2025	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023
employees			
Attrition rate* of our unskilled employees (%)	69.31%	69.76%	86.27%

**Attrition rate represents number of resignations in the relevant category as a percentage of average of opening and closing number of employees in the relevant category as at the end of respective year.*

We cannot assure you that attrition rates for our employees will not increase. Further, we are subject to stringent labour laws, and any violation of these laws may lead regulators or other authorities to order a suspension of certain or all of our operations. We may need to increase compensation and other benefits either to attract and retain key personnel or due to increased wage demands by our employees, or an increase in minimum wages and that may adversely affect our business, results of operations, financial condition and cash flows. For further details, see " - *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations*" on page 79. The following table sets forth the details regarding our employee benefits expense in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Employee benefits expense (₹ million)	1,447.88	1,157.71	824.76
Employee benefits expense as a % of revenue from operations	6.16%	6.36%	5.92%

Additionally, as of March 31, 2025, we engaged 2,493 contract labourers for carrying out certain of our operations. While we hire such contract labour through independent contractors, we may be held responsible for paying the wages of such workers, if the independent contractors default on their obligations, and such obligations could have an adverse effect on our business, results of operations, financial conditions and cash flows.

27. There have been certain instances of delays in payment of statutory dues by us in the past. Any delay in payment of statutory dues by us in future, may result in the imposition of penalties and in turn may have an adverse effect on our business, financial condition, results of operation and cash flows.

We are required to pay certain statutory dues including employee provident fund ("**EPF**"), employee state insurance contributions ("**ESIC**"), professional taxes, labour welfare fund, professional tax, goods and services tax ("**GST**"), tax deducted at source ("**TDS**") on salary and others and tax collected at source ("**TCS**"). The table below sets forth the details of the statutory dues payable by us:

Particulars	Number of employees in Fiscal 2025*	Fiscal 2025 (₹ million)	Number of employees in Fiscal 2024*	Fiscal 2024 (₹ million)	Number of employees in Fiscal 2023*	Fiscal 2023 (₹ million)
EPF	1,413	4.65	1,266	4.38	1,000	3.51
ESIC	246	0.18	256	0.17	451	0.21
Labour Welfare Fund	-	-	-	-	-	-
Professional Tax	1,660	3.36	1,405	1.56	508	0.54
GST	Nil	4.41	Nil	32.64	Nil	32.81
TDS – Salary	104	10.13	73	8.65	40	24.95
TDS- Others	Nil	9.03	Nil	11.32	Nil	10.75
TCS	Nil	1.31	Nil	0.84	Nil	0.74

**Represents the numbers of employees for whom the relevant statutory dues were paid.*

The table below sets forth the details of delays in statutory dues payable by us:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Number of instances	Amount Delayed (₹ million)	Number of instances	Amount Delayed (₹ million)	Number of instances	Amount Delayed (₹ million)
Employee Provident Fund	2	0.16	2	0.15	11	0.65

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Number of instances	Amount Delayed (₹ million)	Number of instances	Amount Delayed (₹ million)	Number of instances	Amount Delayed (₹ million)
ESIC	12	0.00*	5	0.84	4	0.36
Labour Welfare Fund	-	-	-	-	-	-
Professional Tax	9	3.35	-	Nil	-	Nil
GST	-	Nil	1#	Nil	1	4.27
TDS	5	0.43	2	8.40	8	9.86
TCS	2	0.04	1	0.87	2	0.61

**There is a delay on payment towards Employee State Insurance of ₹4,200. The same has been rounded up to million.*
 # There is a delay in filing GST return however the whole output tax liability was paid through input tax credit, hence there is no amount delayed.
Note: Amounts under dispute have not been included in the above table.

The above mentioned delays occurred primarily due to technical issues related to government portals on few occasions and other administrative difficulties, and non-fulfilment of requirement related to liking of employee Aadhar number and/or PAN card number for EPF and ESIC. While we have taken corrective steps to mitigate the delays, including assigning and authorizing employees to ensure compliance with stipulated payment timelines with respect to payment of statutory dues, we cannot assure you that we will not be subject to such penalties and fines in the future for delays in payment of statutory dues, which may have an adverse impact on our business, results of operations, financial condition and cash flows.

28. Pricing pressure on account of competition may result in us providing higher discount and rebates and our inability to pass on costs to our customers, may materially and adversely impact our revenue from operations and profitability.

We operate in a highly competitive market environment where pricing pressures are a persistent challenge. In order to maintain or grow our market share, we may be required to offer increased discounts, rebates, or other commercial incentives to our customers. These pricing concessions, while potentially necessary to remain competitive, can erode our margins. Furthermore, in situations where input costs—such as raw materials, logistics, or labor—increase, we may not always be able to pass these additional costs on to our customers due to competitive constraints or contractual limitations. The table below sets forth the amount of discounts, rebates, and credits offered by us for the Fiscals stated:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from contract with customers as per contract price (in ₹ million)	25,700.48	19,955.44	14,456.76
Less: Trade discounts, claims etc. (in ₹ million)	(2,371.98)	(1,874.61)	(583.33)
Revenue from sale of products (in ₹ million)	23,328.50	18,080.83	13,873.43
Trade discounts, claims etc as % of revenue from sale of products	10.17%	10.37%	4.20%

To maintain profitability despite price reductions and external factors beyond our control, we must reduce operating costs and increase operating efficiencies. As our business is capital intensive, requiring us to maintain a large, fixed cost base, our profitability is dependent in part on our ability to spread fixed costs over higher sales volume. However, we may not be able to spread such fixed costs effectively as our distributors generally negotiate for larger discounts in price as the volume of their orders increases. If we are unable to offset price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives and other cost reduction initiatives, our results of operations and financial condition may be materially adversely affected.

29. ***Majority of our Directors are or were not directors of listed companies and hence lack of such adequate experience to address complexities associated with listed companies, could have an adverse impact on our business and operations.***

Majority of our Directors are not currently, or have been not in the past directors on the board of any listed companies. While some of our directors have previously been associated with listed entities in other capacities, we cannot assure you if the lack of adequate experience of being on the Board of listed companies will affect their ability to effectively address the specific complexities associated with being a listed company, which may have any adverse impact on our operations as a listed company. For details in relation to the experience of our Directors, see "*Our Management – Board of Directors*" on page 257.

30. ***We have certain contingent liabilities that have been disclosed in the Restated Consolidated Financial Information (aggregating to ₹2,170.19 million as of March 31, 2025), which if they materialize, may adversely affect our business, results of operations, financial condition and cash flows.***

As of March 31, 2025, our contingent liabilities that have been disclosed in our Restated Consolidated Financial Information, were as follows:

Particulars	Amount (₹ million)
Guarantees given by banks on behalf of the Holding Company	87.75
Obligation with respect to Export Promotion Capital Goods (EPCG) licenses (quantum of duty saved)	1,806.00
Disputed statutory liabilities not provided for	256.24
Disputed other liabilities not provided for	20.20

Notes:
1. During Fiscal 2024, the Company has received a consolidated GST demand for an amount of ₹ 161.79 million (excluding penalty and interest) for the period July 2017 to March 2021. The demand includes an amount of ₹ 99.31 million for which the company has claimed input credit on capital goods forming part of Property, Plant & Equipment's. The Company has disputed these demand and had filed a writ petition before the Madras High Court. A interim stay has been obtained on all further proceedings until the matter is heard. In the opinion of the management, no provision is considered necessary for the above demand. Necessary provisions/ adjustments to the Property, Plant and Equipment would be made, if necessary and differential depreciation would be charged as and when the matter is finally settled.
2. During Fiscal 2025, the Company has received a GST demand for an amount of ₹ 44.04 million (excluding penalty and interest) for excess claim of Input tax credit for the period April 2019 to March 2020. The Company has disputed these demand and had filed an appeal before the Appellate authority, Hyderabad, Telangana.
3. During Fiscal 2025, the company has received a GST demand for an amount of ₹ 50.41million (excluding penalty and interest). The demand related to short payment of GST due to wrong classification of goods, short payment of GST under RCM, irregular availment of input tax credit & non-reversal of ITC on exempted supplies for the period April 2021 to March 2022.

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows. For further information, see "*Restated Consolidated Financial Information – Note 44 – Contingent Liabilities and Commitments*" on page 338.

31. ***Under-utilisation of our manufacturing facilities in the future may have an adverse impact on our business, results of operations, financial condition and cash flows.***

The capacity utilization is affected by our product mix, our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, and industry and market conditions. The following table sets forth certain information relating to the capacity utilisation of our product categories for the years indicated:

Products	Fiscal 2025	Fiscal 2024	Fiscal 2023
	Capacity Utilisation (%)[1]		
Perundurai Manufacturing Facility			
Paneer#	110.49%[@]	89.47%	75.38%
Pouch curd*	42.12%	73.52%	64.14%
Set curd*	19.25%	30.33%	19.43%
Yogurt	77.17%	43.66%	35.29%
Ghee##	71.76%	56.83%	35.26%
Butter	23.45%	21.32%	19.05%
Cheddar cheese##	89.10%	106.09%[@]	66.32%
Mozzarella cheese	46.93%	36.29%	32.13%

Products	Fiscal 2025	Fiscal 2024	Fiscal 2023
	Capacity Utilisation (%)(1)		
Processed cheese	44.25%	40.20%	26.10%
Shrikhand	36.63%	22.43%	21.75%
Khoa	56.90%	50.18%	47.78%
Ice Cream	19.16%	5.83%	-
Sweet and Condensed Milk**	4.64%	2.10%	-
Chocolate**	9.52%	3.40%	-
Whey Powder***	35.49%	84.32%	66.87%
Bengaluru Manufacturing Facility			
Batter##	94.16%	70.38%	49.33%
Parotta##	86.35%	75.24%	71.44%
Chapati****##	79.45%	66.16%	82.62%
Peanut bar	87.68%	76.54%	71.35%

**As certified by A. Shanmugasundaram, independent chartered engineer, by certificate dated July 21,2025.*
*(1) Capacity utilization has been calculated on the basis of actual production in the relevant Fiscal as a percentage of available capacity during such Fiscal. The available capacity is assumed at 20 hours per day considering four (4) hours of cleaning in place ("**CIP**") and using the efficiency ratio of 90%. All products are manufactured for a period of 310 days per year, while paneer, whey powder, batter, parotta, chapathi and other products are manufactured for a period of 330 days per year and the same has been considered for computation of available capacity.*
** Increased installed capacity of Set curd from 120 metric tons per day to 240 metric tons per day and pouch curd from 240 metric tons per day to 480 metric tons per day in Fiscal 2025*
*** Started production from Fiscal 2024*
**** Increased installed capacity of whey powder from 36 metric tons per day to 104 metric tons per day in Fiscal 2025*
***** Increase capacity from 1.2 metric tons per day to 2 metric tons per day in Fiscal 2024 and from 2 metric tons per day to 2.4 metric tons per day in Fiscal 2025*
@ Optimization of the standard CIP hours to less than four(4) hours and improving the efficiency ratio of the production lines above 90% resulted in more capacity utilization (more than 100%) than the available capacity.
 # Paneer capacity increased in June 2025 from 72 metric tons per day to 192 metric tons per day
We are in the process of increasing the installed capacity of ghee from 24 metric tons per day to 40 metric tons per day, cheddar cheese from 15.6 metric tons per day to 120 metric tons per day, batter from 18 metric tons per day to 80 metric tons per day, parotta from 6 metric tons per day to 10 metric tons per day, chapathi from 2.4 metric tons per day to 5 metric tons per day
Pursuant to an asset purchase agreement dated February 19, 2025, certain identified assets in relation to the "Tofu" business of Briyas Foods Private Limited was acquired and the same were installed and commissioned in our Perundurai Manufacturing Facility subsequent to March 31, 2025. As of the date of this certificate, the installed capacity of Tofu is 3.2 metric tons per day.

In the event there is a decline in the demand for our products, or if we face prolonged disruptions at our manufacturing facilities or are unable to procure sufficient raw materials, our capacity utilisation would decline and we would not be able to achieve full capacity utilization of our existing or future manufacturing facilities, resulting in operational inefficiencies which could have an adverse effect on our business, results of operations, financial condition and cash flows. For details regarding our capacity utilisation of our products, see "*Our Business – Installed Capacity, Actual Production and Capacity Utilisation*" on page 226.

Further, we have recently introduced some of our product categories such as sweetened condensed milk, ice-cream and chocolate. It may take us considerable amount of time to achieve optimum capacity utilisation for such products and we may or may not be able to generate the expected benefits from the capital expenditure incurred for setting up capacities for such newly introduced products. For details, see "- *Our product development efforts may not yield the expected benefits. Additionally, difficulties in developing and launching new products due to unpredictable consumer preferences may have an adverse effect on our business, results of operations, financial condition and cash flows*." on page 69.

32. ***The average shelf life of our products ranges from 20 days to 12 months. Inaccurate demand forecasting for our products can result in excess inventory and waste which, in turn, could have an adverse effect on our business, financial condition, results of operations and cash flows.***

We manufacture a wide variety of products, including, paneer, cheese, curd, butter, yogurt and ice-cream, which are temperature sensitive. These products are also perishable in nature and the average shelf life of our products ranges from 20 days to 12 months. As our products are perishable, any inaccuracies in predicting demand could result in inventory and subsequent wastage of the products. This wastage could have an adverse effects on our business, financial condition, results of operations, cash flows, and reputation. While there has not been any instance in the last three Fiscals where our business, results of operations and cash flows were adversely affected on account of the aforesaid wastage, we cannot assure you that such instance will not arise in the future. Additionally, not maintaining adequate temperature in shops and during logistics can lead to spoilage and losses. Proper temperature control is crucial to preserving the quality and shelf life of our products. Any failure to ensure optimal storage conditions during transportation or at retail locations can result in product degradation, increased waste, and financial losses, which may have an adverse impact on our business, results of operations, financial conditions and cash flows.

33. ***Our product development efforts may not yield the expected benefits. Additionally, difficulties in developing and launching new products due to unpredictable consumer preferences may have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our competitiveness is dependent on our ability to develop new products. Our product portfolio comprises 23 product categories with 416 SKUs, as of March 31, 2025. Between April 1, 2022 and March 31, 2025, we introduced 4 new product categories, including UHT long-shelf life range of products, ice creams, chocolates and sweetened condensed milk, expanding our market presence and catering to the evolving preferences of consumers for the entire day, from breakfast to dinner. Further, we place emphasis to improve the quality of our products and expand our new product offerings, which we believe are factors crucial for our future growth and prospects. We cannot assure you that our newly developed products will achieve commercial success. Even if such products can be successfully commercialised, we cannot assure you that they will be accepted widely by the market. In addition, we cannot assure you that our existing or potential competitors will not develop products which are similar or superior to our products. It is often difficult to project the time frame for developing new products and the duration of market demand for these products, there is a substantial risk that we may have to abandon a potential product that is no longer commercially viable, even after we have invested significant resources in the research and development of such product.

Further, the success of our new products depends on our ability to accurately anticipate the tastes and dietary habits of consumers and to offer products that appeal to their preferences and fall within a price range acceptable to them. Acceptance of our new product initiatives by consumers may not be as high as we anticipate. Further, our new products or our existing products may fail to appeal to the consumers, either in terms of taste or price. We may not be able to introduce new products that are fast-growing or generate acceptable margins. If we are unable to execute our strategy of continuously introducing new products, improving our portfolio of products and satisfying consumers' changing preferences, our business, results of operations, financial condition and cash flows would be adversely affected.

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

Our business depends on our estimate of the demand for our products from our consumers. If we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may manufacture fewer quantities of products than required, which could result in the loss of business. The table below sets forth details of our inventory and the inventory turnover days for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Inventories (₹ million)	2,621.16	2,086.85	1,057.98
Inventory turnover days*	55	46	34

**Inventory turnover days is calculated as (average inventory divided by cost of goods sold) multiplied by number of days in a year.*

Over the last years, our inventory turnover days have increased as we have expanded into products with longer shelf life, including ice cream, cheese, chocolates, which resulted in increased holding period of finished products. While we forecast the demand for our products and accordingly plan our production volumes, any error in our forecast could result in surplus stock, which may not be sold in a timely manner. Though there have not been any such instances in the last three Fiscals where errors in our forecasting resulted in material surplus stock or losses due to the short shelf life of our products pursuant to our increase in inventory, we cannot assure you that such instances will not arise in the future. Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

35. ***The emergence of modern trade channels in the form of supermarkets and high end retail outlets may adversely affect our ability to negotiate our distribution agreements, which may have an adverse effect on our business, results of operation, financial condition and cash flows.***

We sell our products through the general trade as well as the modern trade channels such as supermarkets and high end retail outlets.

The table below sets forth details of our revenue generated from general trade, modern trade and others channels in the years indicated:

Channels	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
General trade^	10,191.61	43.38%	8,112.41	44.53%	6,828.60	48.98%
Modern trade	5,599.27	23.83%	3,911.02	21.47%	2,367.89	16.98%
Other channels*	7,704.16	32.79%	6,192.66	34.00%	4,745.26	34.04%
Revenue from operations	**23,495.03**	**100.00%**	**18,216.09**	**100.00%**	**13,941.75**	**100.00%**

^Includes quick commerce.

**Other channels include e-commerce and hotels, restaurants, cafes and catering, B2B sales, B2C sales and exports.*

While we believe that this provides us an opportunity to improve our supply chain efficiencies and increase visibility and sale of our products, we cannot assure you that we will be able to negotiate our position on terms that are favourable to us or that we would be able to expand our distribution network to such supermarkets on a pan India basis. Any inability to negotiate terms favourable to us and expand our base in various regions of India by product sales at these supermarkets, may impact our business, results of operations, financial condition and cash flows.

36. ***We have power and fuel requirements and any disruption to power and fuel sources could increase our production costs and adversely affect our business, results of operations, financial condition and cash flows.***

We require a significant amount of power and fuel for our operations. We source electricity from state electricity board and generate 24 MW from solar plants situated at Kavilipalayam, Chitode and Arasanur (Tamil Nadu) and 2 MW from a wind plant located at Kayathar (Tamil Nadu). Further, we are in the process of expanding the solar plant situated at Arasanur (Tamil Nadu) by 10 MW. The following table sets forth our power and fuel expenses in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Power and fuel expenses (net off self generation) (₹ million)	501.23	402.26	245.84
Power and fuel expenses (net off self generation) as a % of revenue from operations	2.13%	2.21%	1.76%

In case the cost of electricity from state electricity boards is increased significantly, or there are any disruptions in our solar plant or wind plant, and we are not able to pass on such increase to our customers, our cost of production and profitability will be adversely affected. Interruptions of electricity supply can result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. While we have not experienced any shutdowns or other significant impact on our manufacturing facilities due to disruptions in power or fuel supply in the preceding three Fiscals, we cannot assure you that such instances will not arise in the future. Any significant increase in power price or increased interruptions may require us to add additional captive power generation capacity which will lead to incremental capital expenditure which may adversely impact our results from operations. If energy costs were to rise, or supply arrangements were disrupted, our business, results from operations, financial conditions and cash flows will be adversely impacted.

37. ***We have undertaken and may continue to undertake strategic acquisitions in the future, which may be difficult to integrate and manage. If we fail to integrate or manage acquired companies or businesses efficiently, or if the acquired companies or businesses are difficult to integrate, divert management resources or do not perform to our expectations, we may not be able to realise the benefits envisioned for such acquisitions, and our overall profitability and growth plans could be adversely affected.***

In order to expand our business and operations, we have recently undertaken certain acquisitions to venture into non-dairy value added RTE and RTC product categories, details of which are as follows:

- acquired 100% of the share capital of Asal Food Products Private Limited for an aggregate consideration of ₹ 71.25 million, through a share purchase agreement dated March 29, 2025.

- certain identified assets in relation to the "Tofu" business of Briyas Foods Private Limited for an aggregate consideration of ₹ 35.00 million (out of which ₹ 15.00 million has been accounted as acquisition cost and the balance ₹ 20.00 million has been adjusted against payables), through an asset purchase agreement dated February 19, 2025.

For further details, see "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business undertaking in the last 10 years*" on page 250. Set out below are the details of assets and liabilities of Asal Food Products Private Limited acquired by our Company:

Particulars	**Amount (₹ million)**
Assets taken over (A)	155.43
Liabilities taken over (B)	96.54
Net assets taken over (C = A – B)	**58.89**
Reserves of Asal (D)	43.89
Issue of Cash to erstwhile owners (E)	71.25
Common control adjustment deficit account on acquisition (F = C - D - E)	**(56.25)**

We cannot assure you that we will be able to successfully integrate these acquired entities into our existing operations as planned. These acquired entities may have liabilities or adverse operating issues that we may have failed to discover prior to the acquisition. While we have not experienced any such instances with respect to the aforesaid entities post their acquisitions, we cannot assure you that such instances will not arise in the future. In addition, we may require additional financial resources for the successful expansion of the acquired entities and integrating their operations into our operations. Our inability to successfully integrate these acquired entities into our operations, may affect our growth strategy, market share, profitability, or competitive position.

In the future, while we may acquire additional businesses, integrating the operations of such acquired entities successfully or otherwise realising any of the anticipated benefits of acquisitions, including anticipated cost savings and additional revenue opportunities, involves a number of potential challenges. These integration activities are complex and time-consuming, and we may encounter unexpected difficulties or incur unexpected costs, including:

- our inability to achieve the operating synergies anticipated in the acquisitions;
- possible cash flow interruption or loss of revenue as a result of transitional matters;
- generating sufficient revenues and net income to offset acquisition costs;
- diversion of management attention from on-going business concerns to integration matters;
- failing to realise the potential cost savings or other financial benefits and/or the strategic benefits of the acquisition; and
- integrating and documenting processes and controls.

While we have not experienced any of the aforesaid instances considering that these acquisitions have taken place recently, we cannot assure you that such instances will not arise in the future. If we fail to adequately evaluate acquisitions or investments, we may not achieve the anticipated benefits of any such acquisitions, and we may incur costs in excess of what we anticipate. The failure to successfully integrate the operations or otherwise to realise any of the anticipated benefits of the acquisition could seriously harm our business, results of operations, financial conditions and cash flows.

38. We derive a portion of our revenue from outside India (3.16%, 2.65% and 2.19% of our revenue from operations in Fiscals 2025, 2024 and 2023, respectively). Any adverse events in the countries where we export our products or foreign exchange fluctuations could have an adverse impact on our business, results of operations, financial condition and cash flows.

We derive a portion of our revenue from outside India. Between April 1, 2022 and March 31, 2025, we exported our products to more than 15 countries, including Singapore, the United States of America, Middle Eastern countries and Australia. The table below sets forth our revenues from outside India, expressed as a percentage of revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from outside India (₹ million)*	741.49	481.94	304.70
Revenue from outside India as a % of revenue from operations	3.16%	2.65%	2.19%

**Excluding freight and export incentive.*

Any economic slowdown or tightening of laws or regulations in countries to which we export our products may have an adverse impact on our business, financial condition, cash flows and results of operations. Further, the countries where we export our products impose varying duties on our products. We cannot assure you that the duties imposed by such countries will not increase. Further, our inability to maintain standards and non-compliance of jurisdictional food safety laws may impact our business, results of operations, financial condition and cash flows. For further details, see "- *Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations*" on page 80.

39. Failure in maintaining the requisite standard for storage of our perishable products transported by us may have an adverse impact on the quality of our products which could have an adverse impact on our business, results of operations, financial condition and cash flows.

We are required to maintain the requisite standard for our products that we store and transport. We achieve this through various means, including by deploying automated 'Internet of Things' ("**IoT**") systems in our reefer trucks to ensure continuous monitoring of temperature. However, if we fail to maintain the requisite temperatures in our reefer trucks, the integrity of products that are distributed may be compromised. If the products delivered by us do not meet the requirements specified by our customers, then our customers may dispose of the products in a manner convenient to them or refuse to take the products at all. In any such cases the cost incurred by the customer for disposal may be adjusted from payments due to us. While we have not had issues in relation to the storage and transportation of our perishable products in the last three Fiscals which had a material impact on our business, results of operations, financial conditions and cash flows, we cannot assure you that such issues will not arise in the future. Further, given that a majority of fresh products are ultimately consumed by the general public, we face potential public liability which may be significantly in excess of our insurance coverage, which will have an adverse effect on our business, results of operations, financial condition and cash flows. Also, see " - *Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which could have an adverse impact on our business, results of operations, financial condition and cash flows.*" on page 62.

40. After the completion of the Offer, our Promoters along with the members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.

As on the date of this Draft Red Herring Prospectus, our Promoters along with members of our Promoter Group collectively held 98.09% of the share capital of our Company on a fully diluted basis. For details of their shareholding pre and post-Offer, see "*Capital Structure*" on page 103. After the completion of the Offer, our Promoters along with members of our Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these shareholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further information in relation to the interests of our Promoters in the Company, see "*Our Promoters and Promoter Group*" and "*Our Management*" on pages 279 and 257, respectively.

41. Some of our Directors and Key Managerial Personnel have interests in us other than reimbursement of expenses incurred, normal remuneration or benefits.

Some of our Directors and Key Management Personnel have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits. Some Directors (including our Promoters), Key Managerial Personnel and Senior Management may be deemed interested to the extent of the Equity Shares held by them or the ESOPs granted to them. The table below sets forth the details of shareholding of our Directors and Key Managerial Personnel, as applicable:

Sr. no.	Name of the Director	Number of equity shares of face value of ₹ 2 each held	% of the pre-Offer paid up Equity Share capital
1.	Sathishkumar T*	262,942,695	40.94%
2.	Anitha S*	330,442,515	51.45%
3.	Dr. K Rathnam	180	Negligible

**Also Promoters.*

Our Promoter Directors are also interested to the extent of (i) unsecured loans availed from them by our Company and its Subsidiary; (ii) guarantees extended by them in relation to certain borrowings availed by our Company; (iii) rental income received by them in relation to the land leased by them to our Company for setting up of certain solar plants and chilling centres. For further details, see *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on page 339. Further, pursuant to a trademark assignment deed dated July 15, 2025, our Promoter, Sathishkumar T, has assigned all rights, title and interest, along with the associated goodwill, held by him in certain trademarks to our Company for a consideration of ₹ 88.60 million. Further, pursuant to a share purchase agreement dated March 29, 2025, our Promoters have sold and transferred the equity shares held by them in Asal Food Products Private Limited to our Company for a consideration of ₹ 71.25 million. For further details, see "*History and Certain Corporate Matters – Details of material acquisitions or divestments of business undertaking in the last 10 years*" on page 250. Also see "*Our Promoters and Promoter Group – Interests of our Promoters*" on page 280.

42. Some of our chilling centres are operated on leasehold premises. There can be no assurance that such lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on the same or similar commercial terms.

As on the date of this Draft Red Herring Prospectus, 14 chilling centres (representing 66.66% of our total chilling centres (comprising Milk Chilling Centres and Bulk Milk Coolers)) are operated on premises leased by us from certain individuals. The lease periods and rental amounts for these properties vary on the basis of their locations. We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for new premises and other infrastructure. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

43. Our funding requirements and proposed deployment of Net Proceeds of the Offer are based on management estimates and have not been independently appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.

We intend to use the Net Proceeds as set forth in "*Objects of the Offer*" on page 123. The funding requirement and deployment of the Net Proceeds mentioned as a part of the Objects have not been appraised by any bank or financial institution. The proposed utilisation of Net Proceeds is based on management estimates, current circumstances of our business and prevailing market conditions and is subject to a number of factors including timing of completion of the Offer, market conditions, regulatory challenges, prevailing taxation rates, consumer confidence, inflation, employment levels, demographic trends, technological changes, changing customer preferences, increasing regulations or changes in government policies, our Board's analysis of economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations and financial condition, which may be beyond the control of our management. Our Company, in accordance with the policies established by the Board from time to time and applicable laws, will have flexibility to deploy the Net Proceeds.

Further, pending utilisation of Net Proceeds towards the Objects of the Offer, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1939, as may be approved by our Board or a duly constituted committee thereof.

Our internal management estimates may not be accurate or otherwise exceed fair market value or the actual costs may exceed such estimates or value determined by third party appraisals, which may require us to reschedule or reallocate expenditure, and may lead us to require additional funds to implement the purposes of the Offer, all of which may have an adverse impact on our business, financial condition, results of operations and cash flows. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/ or debt arrangements, and may have an adverse impact on our business, results of operations, financial condition and cash flows. Accordingly, at this stage, we cannot determine with any certainty if we will require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control.

44. Technology failures could disrupt our operations and adversely affect our business, results of operations, financial condition and cash flows.

IT systems are critical to our ability to manage our manufacturing process, inventory management, distribution network, financial management, data handling and supply chain management, to maximize efficiencies and optimize costs. For details, see "*Our Business – Information Technology*" on page 230. If we do not allocate and effectively manage the resources necessary to implement and sustain the proper IT infrastructure, we could be subject to transaction errors and processing inefficiencies. Challenges relating to the revamping or implementation of new IT structures can also subject us to certain errors and inefficiencies, disruptions. Our IT systems and the systems of our third party IT service providers may also be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues. Cybersecurity risks, in particular, pose a significant threat to the integrity and confidentiality of our data, and could result in financial loss, reputational damage, and legal liabilities. While there has not been any instance in the last three Fiscals which impacted our IT systems which had an adverse impact on our business, results of operations, financial condition and cash flows, we cannot assure you that such instance will not arise in the future.

45. Grants of stock options under our employee stock option plan may result in a charge to our profit and loss account and, to that extent, reduce our profitability and financial condition.

Our Company has an ESOP Scheme for issue of employee stock options to eligible employees, which may result in issue of not more than 10,000,000 Equity Shares. As of the date of this Draft Red Herring Prospectus, our Company has granted 1,664,836 options under the ESOP Scheme. For further information in relation to the ESOP Scheme and the options granted under the aforesaid scheme, see "*Capital Structure – Employee stock option scheme*" on page 114. Grants of stock options result in a charge to our statement of profit and loss and reduce, to that extent, our reported profits in future periods. Further, any issuance of the equity or equity-linked securities by us, including through exercise of employee stock options pursuant to the ESOP Scheme or any other employee stock option scheme we may implement in the future, may dilute your shareholding in our Company which could have an adverse effect on the trading price of the Equity Shares and our ability to raise capital through an issuance of new securities.

46. We have enrolled for benefits under certain government initiative schemes. Cancellation or our inability to meet the conditions under such schemes may adversely affect our business, results of operations, financial condition and cash flows.

We have enrolled in the Remission of Duties or Taxes on Export Products **("RoDTEP**") scheme, which aims to reimburse taxes and duties charged at the local, state, and central levels for the transportation of export products. Under this scheme, some of our products are eligible for incentives ranging from 0.50% to 1.00%. Under the Export Promotion Capital Goods ("**EPCG**") scheme, we are obligated to export goods amounting to a sum equivalent to the duties, taxes, and cess saved on the import of capital goods. Certain of our finished products are also eligible for an incentive of 0.15% under the duty drawback scheme, wherein exporters get a refund on customs duties paid on imported products that are used or incorporated in other products for export. Additionally, we are also eligible for an interest subvention of 3% over a maximum period not exceeding 8 years from the date of first disbursement inclusive of moratorium of 2 years on repayment of principal, under the Animal Husbandry Infrastructure Development Fund ("**AHIDF**"). We received our first interest subvention in Fiscal 2024. In Fiscal 2025 and 2024, we have received ₹ 183.77 million and ₹ 129.34 million under the AHIDF, respectively. We have also entered into Memorandum of Understandings ("**MoUs**") dated November 23, 2021 and January 8, 2024 with the Government of Tamil Nadu to intensify capital investments amounting to ₹6,000 million and ₹5,000 million, respectively. Subsequently, we have received government order dated August 20, 2024 with a capital commitment of ₹ 12,770 million, from the Government of Tamil Nadu, for the turnover based subsidiary in the form of reimbursement of 1.75% of the eligible annual turnover for a period of 10 years subject to conditions thereof.

Cancellation of above schemes or our inability to meet the conditions as prescribed under such schemes would make our Company less competitive against its competitors who have been availing this scheme by complying all conditions and consequently, may adversely affect our business, results of operations, financial condition and cash flows.

47. ***Exchange rate fluctuations may adversely affect our business, results of operations, financial conditions and cash flows.***

Our financial statements are presented in Indian Rupees. However, our revenue is marginally influenced by the currencies that we import and export in. A portion of our foreign currency exposures, exchange rate fluctuations between the Indian Rupee and foreign currencies, especially Euro, Singapore Dollar, US Dollar and Australian Dollar, may have an adverse impact on our business, results of operations, financial condition and cash flows. For details, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" on page 17. The table below sets forth details of foreign currency exposure as of the dates indicated:

Particulars	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	%of revenue from operations	Amount (₹ million)	% of revenue from operations
Absolute total foreign currency exposure on trade receivables	50.04	0.21%	49.66	0.27%	18.16	0.13%
Absolute total foreign currency exposure on trade payable	189.01	0.80%	0.57	Negligible	97.43	0.70%
Total absolute total foreign currency exposure	239.06	1.02%	50.23	0.28%	115.59	0.83%
Total foreign currency exposure (unhedged)	239.06	1.02%	50.23	0.28%	115.59	0.83%

Failure to make provision or hedge effectively against exchange rate fluctuations may adversely affect our business operations, financial conditions, results of operations and cash flows.

48. ***Information relating to our installed capacity and the historical capacity utilization of our products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.***

The information relating to the installed capacity and capacity utilisation of our products included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by the independent chartered engineer in the calculation of our capacity. These assumptions and estimates include standard capacity calculation practice in the industry in which we operate and capacity of other ancillary equipment installed at the manufacturing facilities. For example, the installed capacity for all the products is computed for 24 hours per day, the available capacity is 20 hours per day considering four hours of cleaning in place ("**CIP**") and using the efficiency ratio of 90% based on global trends. These details have been certified by way of a certificate dated July 21, 2025 from A. Shanmugasundaram, independent chartered engineer. Actual production levels and capacity utilization rates may therefore vary significantly from the installed capacity of our manufacturing facilities. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. For further information regarding capacity of our manufacturing units, see "*Our Business – Installed Capacity, Actual Production and Capacity Utilisation*" on page 226.

49. Certain sections of this Draft Red Herring Prospectus disclose information from the 1Lattice Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

We have availed the services of an independent consulting company, Lattice Technologies Private Limited ("**1Lattice**"), appointed by our Company pursuant to an engagement letter dated January 16, 2025 to prepare an industry report titled "*Value Added Dairy Products Industry Report*" dated July 21, 2025, for purposes of inclusion of such information in this Draft Red Herring Prospectus to understand the industry in which we operate. The 1Lattice Report has been commissioned by our Company exclusively in connection with the Offer for a fee. Our Company, our Promoter, our Directors, and our Key Managerial Personnel and Senior Management Personnel are not related to 1Lattice. This Lattice Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Further the commissioned report is not a recommendation to invest or divest in our Company. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

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

We intend to utilize the Net Proceeds of the Offer as set forth in "*Objects of the Offer*" on page 123. At this stage, we cannot determine with any certainty if we would require the entire Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, and applicable rules and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects without being authorized to do so by our Shareholders by way of a special resolution through a postal ballot. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability to obtain such Shareholders' approval may adversely affect our business or operations. In light of these factors, we may not be able to undertake a variation of Objects of the Offer to use any unutilized Net Proceeds of the Offer, if any, even if such variations are in our interest. This may restrict our ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business and results of operations.

51. Internal or external fraud or misconduct by our employees could adversely affect our reputation and our results of operations.

We may be subject to instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees which may go unnoticed for certain periods of time before corrective action is taken. Fraudulent and unauthorised conduct by our employees could also bind us to transactions that exceed the scope of authorisation and present significant risks to us. As a result, we may be subject to regulatory sanctions, brand and reputational damage or financial harm. It is not always possible to deter fraud or misconduct by employees and the precautions we take and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Further, we employ third parties for certain operations and accordingly, we are exposed to the risk of theft and embezzlement. In addition, we may be subject to regulatory or other proceedings in connection with such acts by our employees, which could adversely affect our goodwill. Even if we identify instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees and pursue legal recourse or file claims, we cannot assure you that we will recover any amounts lost through such instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees. While we have not experienced any instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees in the last three Fiscals which had an adverse impact on our results of operations, financial condition and cash flows, such instances may arise in the future which could adversely affect our business, results of operations, financial condition and cash flows.

52. ***Our inability to adopt new technologies for our manufacturing processes could adversely affect our business, results of operations, financial condition and cash flows. Changes in technology may render our current technologies obsolete or require us to undertake substantial capital investments, which could adversely affect our results of operations.***

Our manufacturing facilities are equipped with manufacturing techniques which use advanced technology. However, we cannot assure you that in the future, we will be able to successfully make timely and cost effective enhancements, additions or replacements to our current technological infrastructures. Our industry is subject to technological changes with the constant introduction of new and enhanced processes, machinery and technologies. Technologies currently under development or that may be developed in the future, if employed by our existing competitors or new entrants, may adversely affect our competitiveness. The development and application of new technologies involve time, substantial cost and risk. Our competitors may be able to deploy new technologies before us and we cannot predict how emerging and future technological changes will affect our operations or the competitiveness of our services. Our inability to successfully adopt and implement such technological changes may increase our costs, which may adversely affect our business, results of operations, financial condition and cash flows.

53. ***We have included in this Draft Red Herring Prospectus certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance such as Gross Profit, Gross Profit Margin, EBITDA, EBITDA Margin, PAT Margin, Return on Capital Employed and Return on Equity, have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus. These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see "*Management's Discussion and Analysis of Financial Position and Results of Operations – Non-GAAP Measures*" on page 400.

54. ***An inability to establish and maintain effective internal controls could lead to an adverse effect on our business, results of operations, cash flows and financial condition.***

Our success depends on our ability to effectively utilize our resources and maintain internal controls. We take reasonable steps to maintain appropriate procedures for compliance and disclosure. We also maintain effective internal controls over our financial reporting, to enable us to produce reliable financial reports and prevent financial fraud. We periodically test and update our internal processes and systems and are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Our efforts in improving our internal control systems may not result in eliminating all risks. Further, as a result of the nature of our business and operations, we execute a high volume of business transactions. If we are not successful in discovering and eliminating weaknesses in our internal controls, our ability to manage our business effectively may be adversely affected. Any such lapses may lead to an adverse effect on our business, financial condition, cash flows and results of operations.

55. ***We have, in the last 12 months, issued Equity Shares at a price that could be lower than the Offer Price.***

We have issued Equity Shares at prices that could be lower than the Offer Price during the last one year from the date of this Draft Red Herring Prospectus. Set out below are the details of such issuances:

Date of allotment	**Details of allottees**	**Reason for/ nature of allotment**	**No. of Equity Shares allotted**	**Face value per Equity Share (₹)**	**Issue price per Equity Share (₹)**	**Nature of consideration**
July 15, 2025	Multiple allottees (See "*Capital Structure – Notes to the Capital Structure*" on page 105.	Conversion of CCPS into Equity Shares	12,285,000	2	15.87##	Cash consideration received at the time of allotment of CCPS. No consideration received on conversion of CCPS into Equity Shares

The above price has been derived based on the consideration paid by the holders of CCPS at time of allotment of CCPS divided by the number of equity shares allotted to such shareholders upon conversion of CCPS. The CCPS were allotted at ₹2,856 per CCPS aggregating to a total consideration of ₹ 194.92 million. Pursuant to a resolution passed by our Board dated March 13, 2025, and a special resolution passed by our Shareholders at an extra-ordinary general meeting held on March 14, 2025, each preference share of our Company of face value of ₹10 was sub-divided into 5 preference shares of face value of ₹2 each. Further, on March 17, 2025 our Company allotted bonus CCPS in the ratio of 35 preference shares for every 1 preference share held by the existing Shareholders as of the record date i.e., March 12, 2025. Accordingly, 12,285,000 Equity Shares were allotted upon conversion of CCPS.

The prices at which Equity Shares have been issued by us in the last one year should not be taken to be indicative of the Price Band, Offer Price or the trading price of our Equity Shares post-listing.

56. ***The Net Proceeds of the Offer will be utilized for the repayment, prepayment and/or redemption of indebtedness availed of by our Company.***

We intend to utilize ₹7,500.00 million or [•]% of the Net Proceeds towards the repayment, prepayment and/or redemption in full or in part, of certain outstanding borrowings availed by our Company. For further details, see "*Objects of the Offer – Details of the Objects*" beginning on page 126. The borrowings to prepaid, repaid or redeemed will be based on various factors, including (i) costs, expenses and charges relating to the facility including interest rates involved; (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements; (iii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders (iv) terms and conditions of such consents and waivers; (v) levy of any prepayment penalties and the quantum thereof; (vi) ease of operation of the facility; and (vii) other commercial considerations including, among others, nature of interest rate and the remaining repayment tenure.

Accordingly, the Net Proceeds apportioned for repayment/prepayment/redemption of all or a portion of certain outstanding borrowings availed by our Company will not be available for any capital expenditure or creation of tangible assets by our Company. While such utilization of the Net Proceeds will help reduce our outstanding indebtedness on a consolidated basis and debt servicing costs, we cannot assure you that it will enable utilization of the internal accruals for further investment towards business growth and expansion in an efficient manner. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

We may have to revise our funding requirements and deployment from time to time on account of various factors, such as the timing of completion of the Offer, financial and market conditions, change in costs, our management's analysis of economic trends and our business requirements, fund requirements in the operations of the Subsidiaries, competitive landscape as well as general factors affecting our results of operations, financial condition, business and strategy, access to capital, interest rate fluctuations or other external factors, which may not be within the control of our management, as disclosed in the section "*Objects of the Offer*" beginning on page 123. This may entail rescheduling and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the Objects at the discretion of our management, subject to compliance with applicable laws. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

External Risk Factors

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

The regulatory and policy environment in which we operate are evolving and are subject to change. The Government of India may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

For instance, the GoI has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. As on the date of this Draft Red Herring Prospectus, except certain portions of the Wages Code, which have come into force pursuant to notification by Ministry of Labor and Employment, 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

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. 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.

58. ***Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect 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, financial condition or cash flows. 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 neighbouring 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.

59. A downgrade in ratings of India and other jurisdictions we operate in may affect the trading price of the Equity Shares.

Our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

60. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be affected by any economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. Further, the imposition of tariffs by the US government under its "Fair and Reciprocal Plan" may impact Indian businesses, especially those with a substantial export presence in the US market. This policy has resulted in the imposition of tariffs across a diverse range of sectors. As a result, Indian exporters may encounter heightened costs and uncertainties, potentially constraining their market competitiveness and profitability. These developments, or the perception that any of them could occur, have had and may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects.

61. Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

The Restated Consolidated Financial Information comprises the restated consolidated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, and the restated consolidated statement of cash flows for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the summary statement of material accounting policies, and other explanatory information, prepared as per the requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended from time to time. The Restated Consolidated Financial Information are derived from our audited consolidated Ind AS financial statements as at and for the year ended March 31, 2025 and the audited special purpose Ind AS consolidated financial statements as at and for the years ended March 31, 2024 and March 31, 2023, prepared in accordance with the Indian Accounting Standards and the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, and the other relevant provisions of the Companies Act.

During the Fiscal ended March 31, 2025, our Company acquired Asal Food Products Private Limited in a common control transaction. The Restated Consolidated Financial Information as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 have been prepared after consolidating the entity acquired vide common control transactions in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements.

Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify their impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

62. ***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 Competition Commission of India ("**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, financial condition, cash flows and results of operations.

If we pursue acquisition transactions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of our operations, cash flows and prospects.

63. ***The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.***

Any change in Indian tax laws could have an effect on our operations. For instance, the Income Tax Act, 1961 ("**IT Act**") was amended to provide domestic companies an option to pay corporate income tax at the effective rate of 25.17% (inclusive of applicable surcharge and health and education cess), as compared to an effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate under Section 115BAA of the IT Act, the minimum alternate tax ("**MAT**") provisions are not applicable. However, companies opting for the reduced tax regime are not eligible to utilize their accumulated MAT credit entitlement against future tax liabilities, which could result in a write-off of such MAT. If there is significant MAT credit unutilized, it may adversely affect our business, financial condition, cash flows and results of operation. Any such amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Further, with the implementation of the goods and services tax ("**GST**") regime in India, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer, which limits our benefits. In order for us to utilise input credit under GST, the entire value chain has to be GST compliant. There can be no assurance that our suppliers and dealers will be compliant with GST requirements. Any such failure may result in us incurring increased costs on account of non-compliance and may adversely affect our business, cash flows and results of operations. Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the Income-tax Act, 1961 ("**IT Act**") to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the Government of India announced the union budget for Fiscal 2026, following which the Finance Bill, 2025 was introduced in the Lok Sabha on February 1, 2025. The Finance Bill, 2025 received assent from the President of India on March 29, 2025 was enacted as the Finance Act, 2025. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act, 2025 may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Additionally, the Union Cabinet, Government of India has recently approved the Income Tax Bill, 2025 which inter alia, proposes to amend the income tax regime and replace the Income Tax Act, 1961. There is no certainty on the impact of the Income Tax Bill, 2025, once enacted, on tax laws or other regulations, which may adversely affect our business, financial condition, results of operations or on the industry in which we operate.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any laws or regulations would have an adverse effect on our business. Further, any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims.

64. 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 consumers thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses. 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 consumers, whether entirely or in part, and may adversely affect our business, results of operations, cash flows and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

65. The determination of the Price Band is based on various factors and assumptions and the Offer Price, price to earnings ratio and market capitalization to revenue multiple based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.

Our revenue from operations for Fiscal 2025 was ₹ 23,495.03 million and profit for the year for Fiscal 2025 was ₹ 460.74 million. The table below provides details of our price to earnings ratio and market capitalization to revenue from operations at the upper end of the Price Band:

Particulars	Price to Earnings Ratio	Market Capitalization to Revenue
For Fiscal 2025	[●]	[●]

To be populated at Prospectus stage.

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. Further, the Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through the book-building process prescribed under the SEBI ICDR Regulations, and certain quantitative and qualitative factors as set out in the section "*Basis for the Offer Price*" on page 142 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, we cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing. Further, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

66. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

67. Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, profit after tax available for distribution, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all. We have not declared any dividends on the Equity Shares during the last three Fiscals and during the period from April 1, 2025, until the date of this Draft Red Herring Prospectus. For information pertaining to dividend policy, see "*Dividend Policy*" on page 283.

68. The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- the failure of security analysts to cover the Equity Shares after the Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us and the industry in which we operate;
- changes in accounting standards, policies, guidance, interpretations of principles;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations; and
- the public's reaction to our press releases and adverse media reports.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

69. Investors may be subject to Indian taxes arising out of income arising on the sale of the 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 both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which the equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, the quantum of gains, and any available treaty relief.

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.

In terms of the Finance Act, 2024, with effect from July 23, 2024, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 12.50%, where the long-term capital gains exceed ₹125,000, subject to certain exceptions in case of resident individuals and Hindu Undivided Families. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

The Finance Bill, 2025 received assent from the President of India on March 29, 2025 was enacted as the Finance Act, 2025. Additionally, the Union Cabinet, Government of India has recently approved the Income Tax Bill, 2025 which inter alia, proposes to amend the income tax regime and replace the Income Tax Act, 1961. We cannot predict whether the amendments proposed to be made pursuant to the Finance Act, 2025 or the proposed Income Tax Act would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable 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.

70. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment and transfer of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We may also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior approval of the RBI will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. 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. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. 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. Further, due to possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Additionally, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 477.

73. ***QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Bidders, and Eligible Employees Bidding the Employee Reservation Portion are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and NIBs are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders and Eligible Employees Bidding the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment.

74. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares [(1)(2)^]	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ 20,350.00 million
which comprises	
Fresh Issue [(1)^]	[●] Equity Shares of face value ₹2 each aggregating up to ₹ 17,850.00 million
Offer for Sale[(2)]	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ 2,500.00 million
Of which:	
Employee Reservation Portion[(3)(6)]	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ [●] million
The Net Offer comprises of:	
A) QIB Portion[(4)(5)]	Not more than [●] Equity Shares of face value ₹2 each aggregating to ₹ [●] million
of which:	
(i) Anchor Investor Portion	Up to [●] Equity Shares of face value ₹2 each
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value ₹2 each
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value ₹2 each
(b) Balance of the Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹2 each
B) Non-Institutional Portion[(6)(7)]	Not less than [●] Equity Shares of face value ₹2 each aggregating to ₹ [●] million
of which:	
(a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million	[●] Equity Shares of face value ₹2 each
(b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1.00 million	[●] Equity Shares of face value ₹2 each
C) Retail Portion[(6)]	Not less than [●] Equity Shares of face value ₹2 each aggregating to ₹ [●] million
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	642,285,000 Equity Shares of face value ₹2 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹2 each
Use of Net Proceeds	Please see the section titled "*Objects of the Offer*" on page 123 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

^ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

(1) *The Offer has been authorised by a resolution of our Board dated July 15, 2025 and the Fresh Issue has been authorised by a special resolution of our Shareholders' dated July 16, 2025. Further, our Board has taken on record the consent of the Promoter Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated July 21, 2025.*

(2) *The Promoter Selling Shareholders have confirmed that the Offered Shares are eligible for being offered for sale in the Offer in compliance with the Regulation 8 of the SEBI ICDR Regulations. The Promoter Selling Shareholders have authorised their participation in the Offer for Sale as set out below:*

Name of the Promoter Selling Shareholder	***Aggregate amount of Offer for Sale (in ₹ million)***	***Date of consent letter***
Sathishkumar T	*Up to [●] Equity Shares of face value ₹2 aggregating up to ₹ 1,500.00 million*	*July 21, 2025*
Anitha S	*Up to [●]Equity Shares of face value ₹2 aggregating up to ₹ 1,000.00 million*	*July 21, 2025*

(3) *The initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount), however, an Eligible Employee may submit a Bid for a maximum Bid Amount of ₹ 0.50 million under the Employee Reservation Portion. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employees not exceeding ₹ 0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹ 0.50 million as applicable, net of Employee Discount), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% on the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Offer Opening Date. For further details, see the section titled "Offer Structure" on page 449.*

(4) *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For details, see the section titled "Offer Procedure" on page 454.*

(5) *Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, after receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b) of the SCRR, if there remains any balance valid Bids in the Offer, the balance subscription in the Offer will be met in the following order of priority: (i) first, towards the sale of Offered Shares by the Promoter Selling Shareholders in the Offer for Sale; and (ii) lastly, towards the remaining Equity Shares offered pursuant to the Fresh Issue.*

(6) *Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see the section titled "Offer Procedure" on page 454.*

(7) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Investors with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Investors with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to Investors in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidders shall not be less than the minimum application size (i.e. ₹ 0.20 million), subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.*

For details, including in relation to grounds for rejection of Bids, refer to the sections titled "*Offer Structure"* and "*Offer Procedure*" on pages 449 and 454, respectively. For details of the terms of the Offer, see the section titled "*Terms of the Offer*" on page 442.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information as derived from our Restated Consolidated Financial Information as at and for the Fiscals 2025, 2024 and 2023.

The summary financial information presented below should be read in conjunction with the sections titled *"Restated Consolidated Financial Information"* and *"Management's Discussion and Analysis of Financial Position and Results of Operations"* on pages 284 and 386, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS			
A) Non-current assets			
(a) Property, plant and equipment	13,259.41	11,351.15	9,001.01
(b) Capital work-in-progress	2,427.91	951.44	1,473.50
(c) Investment property	15.81	15.89	15.97
(d) Right of use assets	54.58	46.86	56.16
(e) Goodwill	13.00	-	-
(f) Other Intangible assets	7.17	8.20	10.19
(g) Financial assets			
(i) Other financial assets	106.54	93.17	87.35
(h) Non-current tax assets	0.77	1.99	16.72
(i) Other non-current assets	1,432.35	238.15	201.20
Total non-current assets	**17,317.54**	**12,706.85**	**10,862.10**
B) Current assets			
(a) Inventories	2,621.16	2,086.85	1,057.98
(b) Financial assets			
(i) Trade receivables	1,022.31	818.36	702.77
(ii) Cash and cash equivalents	139.65	113.08	90.17
(iii) Bank balances other than (ii) above	69.15	48.11	37.05
(iv) Other financial assets	8.47	7.31	4.98
(c) Other current assets	327.62	282.00	139.15
Total current assets	**4,188.36**	**3,355.71**	**2,032.10**
TOTAL ASSETS	**21,505.90**	**16,062.56**	**12,894.20**
EQUITY AND LIABILITIES			
A) EQUITY			
(a) Equity share capital	1,260.00	35.00	35.00
(b) Instruments entirely equity in nature	24.57	0.68	0.68
(c) Other equity	1,993.36	2,784.97	2,588.23
Total equity	**3,277.93**	**2,820.65**	**2,623.91**
B) LIABILITIES			
1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	10,320.57	7,198.21	6,182.33
(ia) Lease liability	39.31	32.87	42.57
(ii) Other financial liabilities	124.18	145.17	118.03
(b) Provisions	40.96	33.51	18.82
(c) Deferred tax liabilities (net)	1,180.75	929.91	785.00
(d) Other non-current liabilities	21.27	10.38	7.16
Total non-current liabilities	**11,727.04**	**8,350.05**	**7,153.91**
2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	3,443.19	3,169.02	1,798.31
(ia) Lease liability	16.87	16.38	14.46
(ii) Trade payables			
a) Total outstanding dues to micro and small enterprises	31.06	9.96	6.64
b) Total outstanding dues to other than micro and small enterprises	913.01	440.66	279.34
(iii) Other financial liabilities	1,967.73	1,161.07	923.31
(b) Other current liabilities	62.98	78.16	82.64
(c) Provisions	21.89	16.61	11.68
(d) Current Tax Liabilities (Net)	44.20	-	-
Total current liabilities	**6,500.93**	**4,891.86**	**3,116.38**
Total liabilities	**18,227.97**	**13,241.91**	**10,270.29**
TOTAL EQUITY AND LIABILITIES	**21,505.90**	**16,062.56**	**12,894.20**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in million)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations	23,495.03	18,216.09	13,941.75
Other income	52.90	52.46	47.79
Total income (I + II)	**23,547.93**	**18,268.55**	**13,989.54**
EXPENSES			
(a) Cost of materials consumed	15,444.57	12,802.43	9,163.21
(b) Purchase of stock-in-trade	510.19	490.33	497.34
(c) Changes in inventories of finished goods/Work in progress/stock-in-trade	(421.59)	(761.67)	(241.58)
(d) Employee benefits expense	1,447.88	1,157.71	824.76
(e) Finance costs	863.37	722.23	574.58
(f) Depreciation and amortisation expenses	1,364.64	1,074.22	804.65
(g) Other expenses	3,463.42	2,356.45	1,731.87
Total expenses (IV)	**22,672.48**	**17,841.70**	**13,354.83**
Profit before tax (III - IV)	**875.45**	**426.85**	**634.71**
Tax Expense			
Current Tax	162.11	88.15	120.88
Deferred tax	252.72	143.65	251.65
Earlier years	(0.12)	0.61	(10.12)
Total tax expense	**414.71**	**232.41**	**362.41**
Profit for the year (V + VI)	**460.74**	**194.44**	**272.30**
Other comprehensive income/(loss)			
Items that will not be reclassified to P&L			
- Remeasurement of post-employment benefit obligations	(5.33)	3.55	(0.03)
- Income Tax relating to items that will not be reclassified to P&L	1.86	(1.25)	0.01
	(3.47)	**2.30**	**(0.02)**
Total comprehensive income for the year (VII + VIII)	**457.27**	**196.74**	**272.28**
Earnings per equity share (Face value ₹ 2/- each)			
1) Basic (in ₹)	**0.73**	**0.31**	**0.43**
2) Diluted (in ₹)	**0.72**	**0.30**	**0.42**

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ in million)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2023	
Cash flows from operating activities						
Net profit before taxation		875.45		426.85		634.71
Adjustments for:						
Depreciation on Assets other than Right of Use Assets	1,344.83		1,056.25		790.23	
Depreciation on Right of Use Assets	19.81		17.97		14.42	
Finance cost	1,047.14		851.57		574.58	
Profit on sale of assets (Net)	(0.17)		-		(3.12)	
Loss on Scrapping of Asset	-		-		3.04	
Rental Income From Investment Property	(2.12)		(1.46)		(1.32)	
Liability written back	(2.33)		(25.41)		(15.89)	
(Gain)/Loss on Foreign Currency Transactions	4.24		(7.14)		-	
Provision for Expected Credit Loss	34.56		38.28		22.57	
Interest income	(10.59)	2,435.37	(7.17)	1,922.89	(6.22)	1,378.29
Operating profit before working capital changes		**3,310.82**		**2,349.74**		**2,013.00**
Adjustments for Working Capital Changes:						
- (Increase)/Decrease in Inventories	(534.31)		(1,028.87)		(356.21)	
- (Increase)/Decrease in Trade Receivables	(238.51)		(146.73)		(92.24)	
- Increase/(Decrease) in Trade Payables	491.55		190.05		75.95	
- (Increase)/Decrease in Other Assets	(107.12)		(169.82)		(51.67)	
- Increase/(decrease) in Other Liabilities	386.91	(1.48)	282.51	(872.86)	306.58	(117.59)
Cash generated from operations		**3,309.34**		**1,476.88**		**1,895.41**
Income tax refunded/(paid)		(160.77)		(74.03)		(144.98)
Net cash from operating activities - (A)		**3,148.57**		**1,402.85**		**1,750.43**
Cash flows from investing activities						
Purchase of Property, Plant and Equipment (PPE), including CWIP, intangibles under development and Capital advance.	(5,951.10)		(2,919.22)		(3,915.55)	
Adjustment for capital creditors & proceeds from sale of assets	486.64		11.78		229.55	
Rental Income from Investment Property	2.12		1.46		1.32	
Interest received	9.00		6.27		5.71	
Net cash from investing activities - (B)		**(5,453.34)**		**(2,899.71)**		**(3,678.97)**
Cash flows from financing activities						
Proceeds from long term borrowings	3,024.58		1,521.25		2,440.73	
Lease Liability Repayment	(22.91)		(20.31)		(16.16)	
Proceeds from/(Repayment of) current borrowings (net)	370.81		864.32		124.23	
Interest paid	(1,041.14)		(845.49)		(568.73)	
Net cash from financing activities - (C)		**2,331.34**		**1,519.77**		**1,980.07**
Net increase in cash and cash equivalents (A+B+C)		**26.57**		**22.91**		**51.53**
Cash and bank balances at the beginning of the year		**113.08**		**90.17**		**38.64**
Cash and cash equivalents at the end of the year		**139.65**		**113.08**		**90.17**

GENERAL INFORMATION

Registered and Corporate Office

Milky Mist Dairy Food Limited
SF No. 43/1-4, Pattakaranpalayam
Perundurai, Erode District – 638 057
Tamil Nadu, India
Telephone: + 91 424 2533248
E-mail: investor@milkymist.com
Website: www.milkymist.com

For details of change in our registered office, see "*History and Certain Corporate Matters – Changes in the registered office of our Company*" on page 246.

Company registration number and corporate identification number

Registration number: 020554

Corporate identification number: U15200TZ2014PLC020554

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Tamil Nadu at Coimbatore which is situated at the following address:

Registrar of Companies

No.7, AGT Business Park
I Floor, Phase II, Avinashi Road
Civil Aerodrome Post
Coimbatore – 641 014
Tamil Nadu, India

Board of Directors

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

Name	Designation	DIN	Address
Sathishkumar T	Chairman and Managing Director	02926325	No. 31/3,4, Indhra Nagar, Chithode, Erode, Tamil Nadu – 638 102, India
Anitha S	Whole-time Director	02926355	No. 31/3,4, Indhra Nagar, Chithode, Erode, Tamil Nadu – 638 102, India
Dr. K Rathnam	Whole-time Director and Chief Executive Officer	06887651	B 103, Orbit 11, Akshya 1432, Trichy Road, Coimbatore South, Coimbatore, Tamil Nadu – 641018, India
Radha Venkatakrishnan	Independent Director	07317367	G-2, Oyster Operaa, 35/36 Gangai Street, Kalakshetra Colony, Besant Nagar, Chennai 600 090, Tamil Nadu, India
Mallika Janakiraman	Independent Director	10994744	32 Chatswood Grove, Chatswood, Auckland 0626, New Zealand
Subramaniam N	Independent Director	00166621	1309 A, Beverly Park – II, M.G. Road, DLF Phase – II, Gurgaon, Haryana – 122002, India

For further details of our Board of Directors, see "*Our Management - Board of Directors*" on page 257.

Company Secretary and Compliance Officer

S Prakash is the Company Secretary and Compliance Officer of our Company. His contact details are as set out below:

S Prakash
SF No. 43/1-4, Pattakaranpalayam
Perundurai, Erode District – 638 057
Tamil Nadu, India
Telephone: + 91 424 2533248
E-mail: investor@milkymist.com

Investor grievances

Bidders may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

All Offer-related grievances, other than those of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose a copy of the Acknowledgment Slip or the application number from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

Book Running Lead Managers

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India
Telephone: +91 22 6630 3030
E-mail: milkymist.ipo@jmfl.com
Investor grievance e-mail: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact person: Prachee Dhuri
SEBI registration no.: INM000010361

Axis Capital Limited
Axis House, 1st Floor,
P.B. Marg
Worli, Mumbai – 400 025
Maharashtra, India
Telephone: +91 22 4325 2183
E-mail: milkymist.ipo@axiscap.in
Investor grievance e-mail: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact person: Mayuri Arya / Jigar Jain
SEBI registration no.: INM000012029

IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)
24th Floor, One Lodha Place
Senapati Bapat Marg, Lower Parel (West)
Mumbai - 400 013
Maharashtra, India
Telephone: +91 22 4646 4728
E-mail: milkymist.ipo@iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact person: Nitesh Yadav/ Pawan Kumar Jain
SEBI registration no.: INM000010940

Statement of *inter-se* allocation of responsibilities among the BRLMs

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring, positioning strategy, due diligence of our Company including its operations/management, legal etc. Drafting and design of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with the SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities.	All BRLMs	JM Financial
2.	Drafting and approval of statutory advertisements including uploading of documents on document repository platform.	All BRLMs	JM Financial
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above corporate advertising, brochures and filing of media compliance report	All BRLMs	Axis
4.	Uploading of audio and video presentation	All BRLMs	IIFL
5.	Appointment of intermediaries – Registrar to the Offer, advertising agency including co-ordination for agreements to be entered into with such intermediaries.	All BRLMs	JM Financial
6.	Appointment of intermediaries – Bankers to the Offer, Monitoring Agency, Sponsor Banks, printers to the Offer and other intermediaries including co-ordination for agreements to be entered into with such intermediaries.	All BRLMs	IIFL
7.	Preparation of road show marketing presentation and frequently asked questions	All BRLMs	Axis
8.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	All BRLMs	Axis
9.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting Schedule	All BRLMs	JM Financial
10.	Retail - non-institutional marketing of the Offer, which will cover, inter alia: • Finalising media, marketing, public relations strategy and publicity • Budget including list of frequently asked questions at retail road shows • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow - up on distribution of publicity; and • Offer material including form, Red Herring Prospectus/ Prospectus and deciding on the quantum of the Offer material	All BRLMs	IIFL
11.	Managing the book and finalization of pricing in consultation with the Company	All BRLMs	Axis
12.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading	All BRLMs	Axis
13.	Coordination with Stock Exchanges for Anchor coordination, Anchor CAN and intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation	All BRLMs	IIFL
14.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to bidders, etc.	All BRLMs	IIFL

Sr. No.	Activity	Responsibility	Co-ordination
	Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising our Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Co-ordination with SEBI and Stock Exchanges for submission of all post Offer reports including the post Offer report to SEBI.		

Syndicate Members

[●]

Legal counsel to our Company as to Indian law

Khaitan & Co
10th, 13th & 14th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013 Maharashtra, India
Telephone: +91 22 6636 5000

Registrar to the Offer

KFin Technologies Limited
Selenium, Tower B, Plot No –31 and 32
Financial District, Nanakramguda, Serilingampally
Hyderabad - 500 032
Telangana, India
Telephone: +91 40 6716 2222
E-mail: milky.ipo@kfintech.com
Investor grievance E-mail: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Banker(s) to the Offer

Escrow Collection Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Refund Bank(s)

[●]

Sponsor Bank(s)

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

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

SCSBs eligible as Issuer Banks for UPI Mechanism

In accordance with the SEBI ICDR Master Circular, UPI Bidders may only apply through the SCSBs and Mobile Apps using the UPI handles and whose names appear on the website of SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism, is provided as 'Annexure A' for SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and specified on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the Members of the Syndicate is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, as updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

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

Collecting Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

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

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated July 21, 2025 from the Statutory Auditors, VKS Aiyer & Co., Chartered Accountants (FRN:000066S), to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated July 15, 2025 relating to the Restated Consolidated Financial Information; (ii) their report dated July 21, 2025 on the statement of possible special tax benefits available to the Company and its Shareholders included in this Draft Red Herring Prospectus, and (iii) various certificates issued by them in their capacity as Statutory Auditors and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" does not represent an "expert" within the meaning under the U.S. Securities Act.

Our Company has received a written consent dated July 21, 2025 from A. Shanmugasundaram, Chartered Engineer, to include their name as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the independent chartered engineer and in respect of the certificate issued by them and included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Statutory Auditors

VKS Aiyer & Co., Chartered Accountants
380, VGR Puram Alagesan Road
Saibaba Colony, Coimbatore 641 011
E-mail: sidarth@vksaiyer.com
Telephone: 0422-2440971-74
Firm registration number: 000066S
Peer review number: 014446

Changes in auditors

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

Bankers to our Company

Indian Bank, MCB Coimbatore
31 Variety Hall Road
Coimbatore – 641 001
Telephone: 82925 88688
E-mail: mcb.coimbatore@indiabank.co.in
Website: www.indianbank.in
Contact person: Sri Akash Vishwakarma

Indian Overseas Bank
(Large Corporate Branch)
No. 10, Kannusamy Street
D.B. Road, R.S. Puram
Coimbatore
Telephone: 0422-2544212, 0422-2544214
E-mail: iob2670@iob.in
Website: www.iob.in
Contact person: Sathish Kumar N.

Union Bank of India
No. 17, First Floor, Floor Mill Road
Coimbatore – 641 001
Telephone: 0422-4361500
E-mail: ubin0573060@unionbankofindia.bank
Website: www.unionbankofindia.co.in
Contact person: M Arnold Prabakaran

RBL Bank Limited
7th Floor, Bannari Amman Towers
No. 29, Dr. Radhakrishnan Salai
Mylapore, Chennai – 600 004
Telephone: 044-46701135
E-mail: Varadharajan.Jagannathan@rblbank.com
Website: www.rblbank.com
Contact person: Varadharajan Jagannathan

State Bank of India
Commercial Branch (07536), Krishna Towers
No. 1087/A-F, Avinashi Road
Coimbatore – 641 037
Telephone: 0422-2663301-340
E-mail: sbi.07536@sbi.co.in
Website: www.bank.sbi

Bank of Maharashtra, Mid Corporate Branch
81/3 Vari Towers, Sir Shanmugam Road
R.S Puram, Coimbatore – 641 002
Telephone: 74409 12965
E-mail: brmgr2449@mahabank.co.in
Website: www.bankofmaharashtra.in
Contact person: Venkatagurunathan P

Contact person: Shri Manikandan C

The Federal Bank Limited
No 5/72, Pranavalingam Enclave
Bhavani Main Road, Kalingarayanpalayam
Erode Dist, Tamil Nadu – 638 301,
Telephone: 0424 2231333
E-mail: kgp@federalbank.co.in
Website: www.federalbank.co.in
Contact person: Rahul P

Yes Bank Limited
No. 694 A1, Manchester Krishna Landmark
Avinashi Road, Coimbatore – 641 018
Telephone: +91 95855 33266
E-mail: jasper.j@yesbank.in
Website: www.yesbank.in
Contact person: Jasper Jones J

Axis Bank Limited
74 Gandhiji Road, BSNL Building, Ground Floor
Erode 638 001
Telephone: 091-9865516416
Email: ccsuhead.erode@axisbank.com
Website: www.axisbank.com
Contact Person: M. Saravanakumar

Grading of the Offer

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

Appraising entity

No appraising entity has been appointed in relation to the Offer.

Monitoring agency

Our Company shall, in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a monitoring agency, for monitoring the utilisation of the Gross Proceeds, prior to filing of the Red Herring Prospectus. For further details in relation to the proposed utilisation of the proceeds from the Fresh Issue, see "*Objects of the Offer – Monitoring of utilisation of funds*" on page 140.

Credit rating

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

Debenture trustee

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

Green shoe option

No green shoe option is contemplated under the Offer.

Filing of the offer documents

A copy of this Draft Red Herring Prospectus has been filed electronically on the SEBI's online portal at https://siportal.sebi.gov.in in accordance with the SEBI ICDR Master Circular, as specified in Regulation 25(8) of SEBI ICDR Regulations and the SEBI ICDR Master Circular.

A copy of this Draft Red Herring Prospectus will also be filed with SEBI at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051, Maharashtra, India

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

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band, Employee Discount (if any) and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Tamil newspaper, Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the BRLMs after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" on page 454.

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

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see "*Terms of the Offer*" and "*Offer Procedure*" on pages 442 and 454, respectively.

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

Bidders should note that the Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) our Company obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for, after Allotment.

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

For further details on the method and procedure for Bidding, see "*Offer Procedure*" and "*Offer Structure*" on pages 454 and 449, respectively.

Underwriting Agreement

After the determination of the Offer Price but prior to the filing of the Prospectus with the RoC, our Company and Promoter Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Offer Price, but prior to filing of the Prospectus with RoC. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

Name, address, telephone and e-mail of the Underwriters	Indicative number of Equity Shares of face value of ₹2 each to be Underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

The above-mentioned underwriting commitment is indicative and will be finalised after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of Regulation 40(3) the SEBI ICDR Regulations.

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

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them.

CAPITAL STRUCTURE

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

(in ₹, except share data or indicated otherwise)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price (1)
A	**AUTHORISED SHARE CAPITAL**		
	Equity Shares comprising of:		
	850,000,000 Equity Shares of face value ₹ 2 each	1,700,000,000	-
	Preference shares comprising of:		
	25,000,000 preference shares of face value ₹ 2 each	50,000,000	-
	Total	**1,750,000,000**	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL**		
	Equity Shares comprising of:		
	642,285,000 Equity Shares of face value ₹ 2 each	1,284,570,000	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares of face value of ₹ 2 each aggregating up to ₹ 20,350.00 million (2)(3)	[●]	[●]
	Of which	[●]	[●]
	Fresh Issue of [●] Equity Shares of face value of ₹ 2 each aggregating up to ₹ 17,850.00 million (2)	[●]	[●]
	Offer for Sale of up to [●] Equity Shares of face value of ₹ 2 each aggregating up to ₹2,500.00 million (3)	[●]	[●]
	Which includes:	[●]	[●]
	Employee Reservation portion of up to [●] Equity Shares of face value of ₹ 2 each aggregating to ₹ [●] million(4)	[●]	[●]
	Net Offer of [●] Equity Shares of face value of ₹ 2 each aggregating to ₹ [●] million	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹ 2 each	[●]	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		-
	After the Offer		[●]

Note: Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

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

(2) *The Offer has been authorised by a resolution of our Board dated July 15, 2025 and the Fresh Issue has been authorised by our Shareholders pursuant to a special resolution dated July 16, 2025.*

(3) *Our Board has taken on record the consents for the Offer for Sale by the Promoter Selling Shareholders pursuant to its resolution dated July 21, 2025. The Promoter Selling Shareholders have confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered in the Offer for Sale in accordance with the provisions of the SEBI ICDR Regulations. For further details of authorisation received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 428.*

(4) *The Employee Reservation Portion shall not exceed 5.00% of our post-Offer Equity Share capital. Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 0.50 million (net of Employee Discount, if any). However, the initial allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion after allocation of up to ₹ 0.50 million (net of Employee Discount, if any), shall be added to the Net Offer. Our Company, in consultation with the BRLMs, may offer a discount of [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees Bidding in the Employee*

Reservation Portion which shall be announced at least two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Procedure" and "Offer Structure" on pages 454 and 449, respectively.

Changes in the authorised share capital of our Company

For details of the changes to the authorised share capital of our Company in the past 10 years, see "*History and Certain Corporate Matters- Amendments to our Memorandum of Association in the last 10 years*" on page 247.

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

Notes to the capital structure

1. ***Share capital history of our Company***

a. ***Equity share capital***

The following table sets forth the history of the equity share capital of our Company:

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of allottees	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
July 10, 2014[(1)]	Initial subscription to MoA	750,000 equity shares allotted to Sathishkumar T, 1,225,000 equity shares allotted to Anitha S and 5,000 equity shares each allotted to C Shanmugasundaram, S Manoranjitham, Shivakumar C S, S Rathepriya, and G Lingeswaran.	7	2,000,000	2,000,000	20,000,000	10	10	Pursuant to conversion of the partnership firm, 'Milky Mist Dairy Food' into a private limited company
June 7, 2018	Rights issue in the ratio of 1:0.75 equity shares for every one equity share to existing shareholders in proportion of their shareholding as on the record date i.e., March 31, 2018.	800,000 equity shares allotted to Sathishkumar T and 700,000 equity shares allotted to Anitha S.	2	1,500,000	3,500,000	35,000,000	10	10	Cash
Pursuant to a resolution passed by our Board dated March 13, 2025, and a special resolution passed by our Shareholders at an extra-ordinary general meeting held on March 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 5 Equity Shares of face value of ₹2 each. Consequently, the authorised equity share capital of our Company was sub-divided from 170,000,000 equity shares of face value of ₹10 each aggregating to ₹1,700,000,000 to 850,000,000 equity shares of face value of ₹2 each aggregating to ₹1,700,000,000. Accordingly, the issued, subscribed and paid-up equity share capital of our Company was sub-divided from 3,500,000 equity shares of face value of ₹ 10 each to 17,500,000 Equity Shares of face value of ₹ 2 each.									
March 17, 2025	Bonus issue in the ratio of 35 equity shares for every 1 equity share held by the existing Shareholders as of the record date i.e., March 12, 2025	271,249,825 equity shares allotted to Sathishkumar T, 336,874,650 equity shares allotted to Anitha S, 2,187,500 equity shares each allotted to TS Shanjay and TS Nitin, and 175 equity shares each allotted to Dr. K Rathnam, Shivakumar C S and S Rathepriya.	7	612,500,000	630,000,000	1,260,000,000	2	NA	NA

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of allottees	Number of equity shares allotted	Cumulative number of equity shares	Cumulative paid up-equity share capital (₹)	Face value per equity share (₹)	Issue price per equity share (₹)	Form of consideration
July 15, 2025	Conversion of CCPS into Equity Shares	5,861,520 Equity Shares allotted to Anicut Equity Continuum Fund, 1,070,460 Equity Shares allotted to Pratithi Growth Fund I (on behalf of Pratithi Investment Fund), 749,340 Equity Shares each allotted to Oriental Carbon and Chemicals Limited and Venkatesh Ramarathinam, 535,320 Equity Shares each allotted to A R Chadha and Co India Private Limited, Shivanand V Salgaocar (on behalf of Vanadium Trust), Unmaj Corporation LLP, Piano Forte Fiduciary Services Private Limited (on behalf of Vikramaditya Mohan Family Trust), and Kiran Vyapar Limited, 428,220 Equity Shares allotted to Modi Fiduciary Services Private Limited (on behalf of Ravi Modi Family Trust), 214,020 Equity Shares allotted to Renu Agarwal, 107,100 Equity Shares each allotted to Avinash Hariom Gupta, YMR Prasoona, Vishal Hariom Gupta, Raj Kumar Jain, and Meera Reddy Yerabhagha.	16	12,285,000	642,285,000	1,284,570,000	2	15.87[2]	NA
Total					**642,285,000**	**1,284,570,000**			

[1]*Our Company was incorporated on July 10, 2014. The date of the subscription to memorandum of association was June 30, 2014 and the allotment of equity shares pursuant to such subscription was taken on record by our Board on July 11, 2014.*

[2]*Consideration of ₹194.92 million was received by our Company at the time of allotment of the CCPS. The price has been computed as consideration received at time of allotment of CCPS/ divided by number of Equity Shares allotted pursuant to conversion of CCPS. For further details of terms of conversion of the CCPS, see " – Preference share capital" on page 107.*

b. Preference share capital

While our Company does not have any outstanding preference shares as on the date of this Draft Red Herring Prospectus, the following table sets forth the history of the preference share capital of our Company:

Date of allotment of preference shares	Nature of allotment	Names of allottees along with the number of preference shares allotted to each allottee	Conversion ratio (preference shares: equity shares)	Number of Equity Shares to be allotted post conversion	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)	Face value per preference shares (₹)	Issue price per preference shares (₹)	Form of consideration	Cumulative number of preference shares outstanding
August 10, 2020	Private placement	68,250 CCPS to UTPL Corporate Trustees Private Limited (on behalf of Grand Anicut Fund – 1)	1:1	68,250	68,250	682,500	10	2,856.00	Cash	Nil
Pursuant to a resolution passed by our Board dated March 13, 2025, and a special resolution passed by our Shareholders at an extra-ordinary general meeting held on March 14, 2025, each preference share of our Company of face value of ₹10 was sub-divided into 5 preference shares of face value of ₹2 each. Consequently, the authorised preference share capital of our Company was sub-divided from 5,000,000 preference shares of face value of ₹ 10 each to 25,000,000 preference shares of face value of ₹ 2 each. Accordingly, the issued, subscribed and paid-up preference share capital of our Company was sub-divided from 68,250 preference shares of face value of ₹ 10 each to 341,250 preference shares of face value of ₹ 2 each.										
March 17, 2025	Bonus issue in the ratio of 35 preference shares for every 1 preference share held by the existing Shareholders as of the record date	5,698,700 CCPS to Anicut Equity Continuum Fund, 1,040,725 CCPS allotted to Pratithi Growth Fund I (on behalf of Pratithi Investment Fund), 728,525 CCPS each allotted to Oriental Carbon and Chemicals Limited and	1:1	11,943,750	12,285,000	24,570,000	2	NA	NA	12,285,000

Date of allotment of preference shares	Nature of allotment	Names of allottees along with the number of preference shares allotted to each allottee	Conversion ratio (preference shares: equity shares)	Number of Equity Shares to be allotted post conversion	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)	Face value per preference shares (₹)	Issue price per preference shares (₹)	Form of consideration	Cumulative number of preference shares outstanding
	i.e., March 12, 2025	Venkatesh Ramarathinam, 520,450 CCPS each allotted to AR Chadha and Co India Private Limited, Shivanand V Salgaocar (on behalf of Vanadium Trust), Unmaj Corporation LLP, Piano Forte Fiduciary Services Private Limited (on behalf of Vikramaditya Mohan Family Trust), and Kiran Vyapar Limited, 416,325 CCPS allotted to Modi Fiduciary Services Private Limited (on behalf of Ravi Modi Family Trust,) 208,075 CCPS allotted to Renu Agarwal, 104,125 CCPS each allotted to YMR Prasoona, UTPL Corporate Trustees Private Limited (on behalf of Grand Anicut Fund – 1), Vishal Hariom Gupta, Raj Kumar Jain, and								

Date of allotment of preference shares	Nature of allotment	Names of allottees along with the number of preference shares allotted to each allottee	Conversion ratio (preference shares: equity shares)	Number of Equity Shares to be allotted post conversion	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)	Face value per preference shares (₹)	Issue price per preference shares (₹)	Form of consideration	Cumulative number of preference shares outstanding
		Meera Reddy Yerabhagha.								
July 15, 2025	Conversion of CCPS into Equity Shares	5,861,520 Equity Shares allotted to Anicut Equity Continuum Fund, 1,070,460 Equity Shares allotted to Pratithi Growth Fund I (on behalf of Pratithi Investment Fund), 7,49,340 Equity Shares each allotted to Oriental Carbon and Chemicals Limited and Venkatesh Ramarathinam, 535,320 Equity Shares each allotted to A R Chadha and Co India Private Limited, Shivanand V Salgaocar (on behalf of Vanadium Trust), Unmaj Corporation LLP, Piano Forte Fiduciary Services Private Limited (on behalf of Vikramaditya Mohan Family Trust), and Kiran Vyapar Limited, 4,28,220 Equity	1:1	(12,285,000)	Nil	Nil	2	NA	NA	Nil

Date of allotment of preference shares	Nature of allotment	Names of allottees along with the number of preference shares allotted to each allottee	Conversion ratio (preference shares: equity shares)	Number of Equity Shares to be allotted post conversion	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)	Face value per preference shares (₹)	Issue price per preference shares (₹)	Form of consideration	Cumulative number of preference shares outstanding
		Shares allotted to Modi Fiduciary Services Private Limited (on behalf of Ravi Modi Family Trust), 2,14,020 Equity Shares allotted to Renu Agarwal, 1,07,100 Equity Shares each allotted to Avinash Hariom Gupta, YMR Prasoona, Vishal Hariom Gupta, Raj Kumar Jain, and Meera Reddy Yerabhagha.								

**Allotment of 68,250 partly paid-up compulsorily convertible preference shares of face value of ₹10 each i.e., an initial subscription amount of ₹0.51 was paid towards the face value of ₹10 of such compulsorily convertible preference shares upon allotment on August 10, 2020. Subsequently: (a) 36,884 partly paid-up compulsorily convertible preference shares were converted to fully paid-up compulsorily convertible preference shares pursuant to a board resolution dated June 1, 2021; (b) 18,457 partly paid up compulsorily convertible preference shares were converted to fully paid-up compulsorily convertible preference shares pursuant to a board resolution dated July 13, 2021; and (c) 12,909 partly paid up compulsorily convertible preference shares were converted to fully paid-up compulsorily convertible preference shares, pursuant to a board resolution dated August 5, 2021.*

c. *Secondary transactions involving the Promoters (also the Promoter Selling Shareholders) and Promoter Group*

Set out below are the secondary transactions of equity shares of our Company by our Promoters (also the Promoter Selling Shareholders) and members of the Promoter Group:

Date of transfer of equity shares	Number of equity shares transferred	Name of Transferor(s)	Name of Transferee(s)	Face value of equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
Promoter Group						
September 22, 2017	5,000	C Shanmugasundaram	TS Shanjay	10	158.95*	Cash
	2,500	S Manoranjitham	TS Nitin	10	158.95*	Cash
	2,500	S Manoranjitham	TS Shanjay	10	158.95*	Cash
	5,000	Shivakumar C S	TS Nitin	10	158.95*	Cash
	5,000	S Rathepriya	TS Shanjay	10	158.95*	Cash

Date of transfer of equity shares	Number of equity shares transferred	Name of Transferor(s)	Name of Transferee(s)	Face value of equity share (₹)	Transfer price per equity share (₹)	Nature of consideration
	5,000	G Lingeswaran	TS Nitin	10	158.95*	Cash
March 7, 2025	1	Sathishkumar T	Dr. K Rathnam	10	10*	Cash
	1	Anitha S	Shivakumar C S	10	NA#	NA
	1	Anitha S	S Rathepriya	10	NA#	NA
July 15, 2025	16,057,125	Sathishkumar T	Taurus Family Private Trust	2	NA#	NA
	16,057,125	Anitha S	Aquarius Family Private Trust	2	NA#	NA

**Not adjusted for sub-division.*
#Transferred as a gift.

2. **Shares issued for consideration other than cash or by way of bonus issue**

Except as disclosed below, our Company has not issued any equity shares or preference shares through bonus issue or for consideration other than cash at any time since incorporation.

Equity shares

Date of allotment of equity shares	Nature of allotment	Names of allottees along with the number of equity shares allotted to each allottee	Number of equity shares allotted	Face value (₹)	Issue price (₹)	Benefits accrued to our Company
March 17, 2025	Bonus issue	271,249,825 equity shares allotted to Sathishkumar T, 336,874,650 equity shares allotted to Anitha S, 2,187,500 equity shares each allotted to TS Shanjay and TS Nitin, and 175 equity shares each allotted to Dr. K Rathnam, Shivakumar C S and S Rathepriya.	612,500,000	2	NA	NA

Preference Shares

Date of allotment of preference shares	Nature of allotment	Names of allottees along with the number of preference shares allotted to each allottee	Number of preference shares allotted	Face value (₹)	Issue price (₹)	Benefits accrued to our Company
March 17, 2025	Allotment of compulsorily convertible preference shares pursuant to bonus issue	5,698,700 CCPS allotted to Anicut Equity Continuum Fund, 1,040,725 CCPS allotted to Pratithi Growth Fund I (on behalf of Pratithi Investment Fund), 728,525 CCPS each allotted to Oriental Carbon and Chemicals Limited and Venkatesh Ramarathinam,	11,943,750	2	NA	NA

Date of allotment of preference shares	Nature of allotment	Names of allottees along with the number of preference shares allotted to each allottee	Number of preference shares allotted	Face value (₹)	Issue price (₹)	Benefits accrued to our Company
		520,450 CCPS each allotted to AR Chadha and Co India Private Limited, Shivanand V Salgaocar (on behalf of Vanadium Trust), Unmaj Corporation LLP, Piano Forte Fiduciary Services Private Limited (on behalf of Vikramaditya Mohan Family Trust), and Kiran Vyapar Limited, 416,325 CCPS allotted to Modi Fiduciary Services Private Limited (on behalf of Ravi Modi Family Trust,) 208,075 CCPS allotted to Renu Agarwal, 104,125 CCPS each allotted to YMR Prasoona, UTPL Corporate Trustees Private Limited (on behalf of Grand Anicut Fund – 1), Vishal Hariom Gupta, Raj Kumar Jain, and Meera Reddy Yerabhagha.				

3. **Issue of shares out of revaluation reserves**

Our Company has not issued any equity shares or preference shares out of its revaluation reserves at any time since incorporation.

4. **Issue of specified securities at a price lower than the Offer Price in the last year**

The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date. For details of allotments made by our Company in the last one year, see "*Notes to the Capital Structure - Share Capital history of our Company*" on page 105.

5. **Issue of shares pursuant to scheme of arrangement**

Our Company has not issued or allotted any equity shares or preference shares pursuant to schemes of arrangement approved under Sections 230-234 of the Companies Act, 2013.

6. In accordance with Regulation 54 of the SEBI ICDR Regulations, (i) all transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of this Draft Red Herring Prospectus and the date of closure of the Offer; and (ii) any Pre-IPO Placement, in part or entirety, if undertaken by our Company, shall be reported to the Stock Exchanges within 24 hours of such transactions.

7. Our Company is in compliance with the Companies Act, 2013, with respect to issuance of securities, to the extent applicable, from the date of incorporation of our Company till the date of this Draft Red Herring Prospectus.

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8. **Employee stock option scheme**

Our Board has approved the Milky Mist Dairy Food - Employee Stock Option Scheme – 2025 ("**ESOP Scheme**") pursuant to its resolution dated July 15, 2025. Our Shareholders have approved the ESOP Scheme pursuant to a resolution dated July 16, 2025. The ESOP Scheme is in compliance with the SEBI SBEB Regulations and has been certified by Dr. C V Madhusudhanan, Practising Company Secretary, representing KSR & Co Company Secretaries LLP, having the membership number 2635/2022, pursuant to its certificate dated July 21, 2025. Pursuant to the ESOP Scheme, our Company aims to reward the eligible employees, for their performance and to motivate them to contribute to the overall corporate growth and profitability of our Company. The ESOP Scheme aims to attract, retain and reward talent in the organisation.

All options under the ESOP Scheme have been granted only to eligible employees in compliance with SEBI SBEB Regulations and Companies Act, 2013.

The following table sets forth the particulars of the ESOP Scheme including options granted during the last three Fiscals and as on the date of this Draft Red Herring Prospectus:

Particulars	**Details**			
	Fiscal 2023	**Fiscal 2024**	**Fiscal 2025**	**For the period from April 1, 2025 till the date of this DRHP**
Options granted	NA	NA	NA	1,664,836
Number of employees to whom options were granted	NA	NA	NA	28
Options vested (Excluding options that have been exercised)	NA	NA	NA	NIL
Options exercised	NA	NA	NA	NIL
Options forfeited/ lapsed/ cancelled	NA	NA	NA	NA
Options outstanding (including vested and unvested options)	NA	NA	NA	1,664,836
Exercise price of options - weighted average exercise price per option (in ₹)	NA	NA	NA	2
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of forfeited/ lapsed/ cancelled options) (vested and unvested options)	NA	NA	NA	1,664,836
Variation in terms of options	NA			
Money realised by exercise of options (in ₹ million)	NA	NA	NA	NIL
Total number of options in force (vested and unvested options)	NA	NA	NA	1,664,836
Employee wise details of options granted to				
(i) Key Managerial Personnel				
Dr. K Rathnam	NA	NA	NA	828,838
S Prakash	NA	NA	NA	66,046
Biswajit Mishra	NA	NA	NA	186,305
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year				
Jagannath	NA	NA	NA	111,396
(iii) Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant.	NA			
Fully diluted EPS on a pre- Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable accounting standard on 'Earnings per Share'	NA	NA	NA	NA

Particulars	Details			
	Fiscal 2023	Fiscal 2024	Fiscal 2025	For the period from April 1, 2025 till the date of this DRHP
(in ₹) for continuing and discontinued operations				
Lock-in				
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if the Company had used fair value of options and impact of this difference on profits and EPS of the Company	NA			
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Black Scholes Model			
- Expected Volatility (% p.a.)	NA	NA	NA	41.08%
- Risk Free Rate of Return (%)	NA	NA	NA	5.97%
- Dividend Yield (% p.a.)	NA	NA	NA	0.00%
Impact on profits and EPS of the last three years if the Company had followed the accounting policies specified in the SEBI SBEB Regulations in respect of options granted in the last three years	NA			
Intention of the Key Managerial Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options granted under an employee stock option scheme or allotted under an employee stock purchase scheme, to sell their Equity Shares within three months after the date of listing of the Equity Shares in the Offer (aggregate number of Equity Shares intended to be sold by the holders of options), if any	No			
Intention to sell Equity Shares arising out of an employee stock option scheme or allotted under an employee stock purchase scheme within three months after the date of listing, by Directors, senior managerial personnel and employees having Equity Shares issued under an employee stock option scheme or employee stock purchase scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company	No			

Note: As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), our Statutory Auditors, by way of their certificate dated July 21, 2025.

9. ***Shareholding pattern of our Company***

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up equity shares held of face value ₹ 2 each (IV)	Number of partly paid-up equity shares held of face value ₹ 2 each (V)	Number of shares underlying depository receipts (VI)	Total number of shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)(VIII)	Number of voting rights held in each class of securities (IX) — Number of Voting Rights — Class e.g.: Equity Shares	Number of Voting Rights — Class e.g.: Others	Number of Voting Rights — Total	Total as a % of (A+B+C)	Number of shares underlying outstanding convertible securities (including warrants, ESOPs etc.) (X)	Total number of shares on a fully diluted basis (including warrants, ESOP, convertible securities etc.) (XI)= (VII) + (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII)= (VII) +(X) As a % of (A+B+C2)	Number of locked in shares (XIII) — Number (a)	Number of locked in shares (XIII) — As a % of total Shares held (b)	Number of shares pledged (XIV) — Number (a)	Number of shares pledged (XIV) — As a % of total shares held (b)	Non-Disposal Undertaking (XV) — Number (a)	Non-Disposal Undertaking (XV) — As a % of total shares held (b)	Other encumbrances, if any (XVI) — Number (a)	Other encumbrances, if any (XVI) — As a % of total shares held (b)	Total number of shares encumbered (XVII) = (X — Number (a)	Total number of shares encumbered (XVII) = (X — As a % of total shares held (b)	Number of Equity Shares each held in dematerialized form (XIV)
(A)	Promoters and Promoter Group	8	629,999,820	-	-	62,999,9820	98.09	629,999,820	-	629,999,820	98.09	-	629,999,820	-	-	-	-	-	-	-	-	-	-	-	629,999,820
(B)	Public	17	12,285,180	-	-	12,285,180	1.91	12,285,180	-	12,285,180	1.91	-	12,285,180	-	-	-	-	-	-	-	-	-	-	-	12,285,180
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**25**	**642,285,000**	**-**	**-**	**642,285,000**	**100.00**	**642,285,000**	**-**	**642,285,000**	**100.00**	**-**	**642,285,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**642,285,000**

10. **Other details of shareholding of our Company**

(a) As on the date of the filing of this Draft Red Herring Prospectus, our Company has 25 Shareholders.

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held (bearing face value ₹2 each)	Percentage of the pre-Offer Equity Share Capital (%)
1.	Anitha S	330,442,515	51.45%
2.	Sathishkumar T	262,942,695	40.94%
3.	Aquarius Family Private Trust	16,057,125	2.50%
4.	Taurus Family Private Trust	16,057,125	2.50%
	Total	**625,499,460**	**97.39%**

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held (bearing face value ₹2 each)	Percentage of the pre-Offer Equity Share Capital (%)
1.	Anitha S	346,499,640	53.95%
2.	Sathishkumar T	278,999,820	43.44%
	Total	**625,499,460**	**97.39%**

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held (bearing face value ₹10 each)	Percentage of the pre-Offer Equity Share Capital (%)
1.	Anitha S	1,925,000	53.95%
2.	Sathishkumar T	1,550,000	43.44%
	Total	**3,475,000**	**97.39%**

(e) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of two years prior to the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares held (bearing face value ₹10 each)	Percentage of the pre-Offer Equity Share Capital (%)
1.	Anitha S	1,925,000	53.95%
2.	Sathishkumar T	1,550,000	43.44%
	Total	**3,475,000**	**97.39%**

(f) Except for the allotment of Equity Shares pursuant to the Fresh Issue or any options which may be granted or exercised pursuant to ESOP Scheme, our Company presently does not intend or propose and is not under negotiations or considerations to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

(g) Except for employee stock options that may be allotted or granted pursuant to the ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into our Equity Shares or which would entitle any person any option to receive Equity Shares,
(h) as on the date of this Draft Red Herring Prospectus.

Details of shareholding of our Promoters and members of the Promoter Group

(a) As on the date of this Draft Red Herring Prospectus, our Promoters hold 593,385,210 Equity Shares in aggregate, equivalent to 92.39% of the Equity Share capital of our Company, as set forth in the table below:

S. No.	Name	Pre-Offer		Post-Offer*	
		No. of Equity Shares of face value of ₹ 2 each held	% of total paid-up Equity Share capital*	No. of Equity Shares of face value of ₹ 2 each held	% of total paid-up Equity Share capital
Promoters					
1.	Anitha S	330,442,515	51.45%	[●]	[●]
2.	Sathishkumar T	262,942,695	40.94%	[●]	[●]
Sub-total (A)		**593,385,210**	**92.39%**	**[●]**	**[●]**
Promoter Group					
1.	Aquarius Family Private Trust	16,057,125	2.50%	[●]	[●]
2.	Taurus Family Private Trust	16,057,125	2.50%	[●]	[●]
3.	TS Shanjay	2,250,000	0.35%	[●]	[●]
4.	TS Nitin	2,250,000	0.35%	[●]	[●]
5.	Shivakumar C S	180	Negligible	[●]	[●]
6.	S Rathepriya	180	Negligible	[●]	[●]
Sub-total (B)		**36,614,610**	**5.70%**	**[●]**	**[●]**
Total (A+B)		**629,999,820**	**98.09%**	**[●]**	**[●]**

To be updated at Prospectus stage.

(b) All Equity Shares held by our Promoters are in dematerialised form as on the date of this Draft Red Herring Prospectus.

(c) Build-up of the Promoters shareholding in our Company

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Date of allotment/transfer	Nature of transaction@	Number of equity shares	Face value per equity share (₹)	Issue price/ acquisition price per equity share (₹)	Percentage of the pre-Offer Equity Share capital (%)*	Percentage of the post-Offer Equity Share capital (%)^
Sathishkumar T						
July 10, 2014	Initial subscription to MoA	750,000	10	10	0.58%	[●]
June 7, 2018	Rights issue to existing shareholders in proportion of their shareholding as on the record date i.e., March 31, 2018.	800,000	10	10	0.62%	[●]
March 7, 2025	Transfer to Dr. K Rathnam	(1)	10	10	Negligible	[●]
Pursuant to a resolution passed by our Board dated March 13, 2025, and a special resolution passed by our Shareholders at an extra-ordinary general meeting held on March 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 5 Equity Shares of face value of ₹2 each. Accordingly, the shareholding of Sathishkumar T was sub-divided from 1,549,999 equity shares of face value of ₹10 each to 7,749,995 Equity Shares of face value of ₹2 each.						
March 17, 2025	Bonus issue in the ratio of 35 equity shares for every one equity share held	271,249,825	2	NA	42.23%	[●]
July 15, 2025	Transfer to Taurus Family Private Trust by way of gift	(16,057,125)	2	NA	(2.50)%	[●]
Total		**262,942,695**			**40.94%**	**[●]**

Date of allotment/transfer	Nature of transaction[@]	Number of equity shares	Face value per equity share (₹)	Issue price/ acquisition price per equity share (₹)	Percentage of the pre-Offer Equity Share capital (%)*	Percentage of the post-Offer Equity Share capital (%)^
Anitha S						
July 10, 2014	Initial subscription to MoA	1,225,000	10	10	0.95%	[●]
June 7, 2018	Rights issue to existing shareholders in proportion of their shareholding as on the record date i.e., March 31, 2018.	700,000	10	10	0.54%	[●]
March 7, 2025	Transfer of 1 equity share each to Shivakumar C S and S Rathepriya by way of gift	2	10	NA	Negligible	[●]
Pursuant to a resolution passed by our Board dated March 13, 2025, and a special resolution passed by our Shareholders at an extra-ordinary general meeting held on March 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 5 Equity Shares of face value of ₹2 each. Accordingly, the shareholding of Anitha S was sub-divided from 1,924,998 equity shares of face value of ₹10 each to 9,624,990 Equity Shares of face value of ₹2 each.						
March 17, 2025	Bonus issue in the ratio of 35 equity shares for every one equity share held	336,874,650	2	NA	52.45%	[●]
July 15, 2025	Transfer to Aquarius Family Private Trust by way of gift	(16,057,125)	2	NA	(2.50)%	[●]
Total		**330,442,515**			**51.45%**	**[●]**

**Adjusted to give effect to the sub-division of the equity shares of our Company from ₹10 each to ₹2 each*
^Subject to finalisation of Basis of Allotment

(d) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares by it. Further, none of the Equity Shares held by our Promoters are pledged.

(e) Except as disclosed in "- *Build-up of the Promoters shareholding in our Company*" and "*- Secondary transactions involving the Promoters (also the Promoter Selling Shareholders) and Promoter Group*", none of the members of our Promoter Group, our Promoters, and/or our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

(f) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the relevant financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

11. ***Details of Promoters' contribution and lock-in***

(a) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoters shall be locked in for a period of three years as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and the Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked-in for a period of one year from the date of Allotment or such other period as may be prescribed under the SEBI ICDR Regulations.

(b) Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of the Promoter	Date of allotment/ transfer of the equity shares	Nature of transaction	Number of equity shares of face value ₹ 2 each(1)	Face value per equity share (₹)	Allotment/ acquisition price per equity share (₹)	Number of equity shares of face value ₹ 2 each locked-in*	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						[●]	[●]	

** Subject to finalisation of the Basis of Allotment.*

(1)All equity shares were fully paid-up at the time of allotment/ transfer.

(c) Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer equity share capital of our Company as Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

(d) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years if these are: (a) acquired for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such a transaction; or (b) resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or from a bonus issuance of Equity Shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

(ii) The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has been formed by the conversion of partnership firm into a company. However, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm; and

(iv) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge or any other encumbrance.

12. ***Details of other Equity Shares locked- in for six months***

In terms of Regulation 16(1)(b) and Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (other than the Promoters' Contribution as prescribed in "*-Details of Promoters' contribution and lock-in*" on page 119 and other than the shareholding of our Promoters in our Company) will be locked-in for a period of six months from the date of Allotment in the Offer or such other period as may be prescribed under the SEBI ICDR Regulations, except for the:

(i) Equity Shares which are successfully transferred as part of the Offer for Sale; and

(ii) Equity Shares allotted to eligible employees of the Company (whether currently an employee or not) pursuant to the ESOP Scheme, prior to the Offer.

In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a venture capital fund ("**VCF**") or alternative investment fund ("**AIF**") of category I or category II or a foreign venture capital investor ("**FVCI**") shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked-in for a period of at least six months from the date of purchase by the venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor.

Further, any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

13. ***Lock-in of Equity Shares allotted to Anchor Investors***

Fifty per cent of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of the allotment, the remaining fifty percent of the Equity Shares Allotted to the anchor investors shall be locked in for a period of 30 days from the date of allotment or as provided by the SEBI ICDR Regulations.

14. ***Recording on non-transferability of Equity Shares locked-in***

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

15. ***Other requirements in respect of lock-in***

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

(a) With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan;

(b) With respect to the Equity Shares locked-in as Promoters' Contribution for three years from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer and, such pledge of the Equity Shares must be one of the terms of the sanction of the loan;

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in with the transferee and compliance with the provisions of the Takeover Regulations.

16. Our Company, the Directors and the BRLMs have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares from any person.

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

Sr. No.	Name of the Director/ Key Managerial Personnel/ Senior Management	Number of Equity Shares held bearing face value of ₹ 2 each	Percentage of the pre-Offer Equity Share Capital (%)
Directors/ KMPs			
1.	Anitha S	330,442,515	51.45%
2.	Sathishkumar T	262,942,695	40.94%
3.	Dr. K Rathnam	180	Negligible
	Total	**593,385,390**	**92.39%**

18. All Equity Shares to be transferred pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

19. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 do not hold any Equity Shares of our Company. The BRLMs and their affiliates may engage in the transactions with and perform services for our Company, the Promoters (also the Promoter Selling Shareholders) and their respective affiliates or associates in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, the Promoters (also the Promoter Selling Shareholders) and their respective affiliates or associates for which they may in the future receive customary compensation.

20. Further, none of the Book Running Lead Managers are associates of our Company as per Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.

21. Except to the extent of sale of the Offered Shares in the Offer for Sale by the Promoters (also the Promoter Selling Shareholders), none of the members of our Promoter Group will participate in the Offer.

22. Except for the Fresh Issue, the Pre-IPO Placement or exercise of any stock options granted pursuant to the ESOP Scheme, there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus until the Equity Shares are listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

23. No person connected with the Offer, including, but not limited to, the BRLMs, the Members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

25. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension fund sponsored by entities which are associate of the BRLMs); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.

SECTION IV: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue by our Company and the Offer for Sale by the Promoter Selling Shareholders. For details, see "*The Offer*" on page 88.

Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale by the Promoter Selling Shareholders will not form part of the Net Proceeds. The Promoter Selling Shareholders shall be entitled to receive the proceeds of the Offer for Sale, after deducting their respective proportion of the Offer related expenses and the relevant taxes thereon. For details, see " – *Offer related expenses*" on page 138.

Fresh Issue

Net Proceeds

The details of the proceeds from the Fresh Issue are provided in the following table:

(*in ₹ million*)

Particulars	Estimated Amount(1)
Gross proceeds of the Fresh Issue(1)	₹17,850.00
(Less) Offer related expenses to the extent applicable to the Fresh Issue (to be borne by our Company)(2)	[●]
Net Proceeds(1)(2)	[●]

(1) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. For details on Offer related expenses, see " – Offer related expenses" on page 138. Subject to finalisation of the Basis of Allotment.

Requirement of funds

The net proceeds of the Offer, *i.e.*, gross proceeds of the Fresh Issue less Offer related expenses ("**Net Proceeds**") are proposed to be utilised by our Company in the following manner:

1. Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company;

2. Financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility;

3. Deployment of visi coolers, ice cream freezers and chocolate coolers; and

4. General corporate purposes.

(collectively, "**Objects**").

In addition to the aforementioned Objects, our Company expects that the listing of the Equity Shares will result in the enhancement of our visibility and our brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

The objects and matters which are in furtherance of objects of the Memorandum of Association enables our Company (i) to undertake our existing business activities; (ii) to undertake the activities proposed to be funded from the Net Proceeds (including the activities for which funds are earmarked towards general corporate purposes); and (iii) to undertake the activities for which loan facilities were raised and which are proposed to be prepaid or repaid from the Net Proceeds.

Utilisation of Net Proceeds

Our Company proposes to utilise the Net Proceeds in the manner set forth in the table below:

(in ₹ million)

Sr. No.	Particulars	Estimated amount (1)	Percentage of Net Proceeds (%)
1.	Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	7,500.00	[●]
2.	Financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility	4,147.15	[●]
3.	Deployment of visi coolers, ice cream freezers and chocolate coolers	1,294.28	[●]
4.	General corporate purposes(2)	[●]	[●]
Total Net Proceeds (1)(3)		[●]	[●]

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

(2) The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds and will be finalised upon determination of the Offer Price and shall be updated in the Prospectus prior to filing with the RoC.

(3) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, aggregating up to ₹ 3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

Proposed schedule of implementation and deployment of Net Proceeds

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

(in ₹ million)

S. No	Particulars	Total estimated cost	Amount deployed as on June 30, 2025	Amount proposed to be funded from the Net Proceeds	Amount to be deployed from the Net Proceeds		
					Fiscal 2026	Fiscal 2027	Fiscal 2028
1.	Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company	7,500.00	-	7,500.00	7,500.00	-	-
2.	Financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility	4,151.65(1)	4.50(3)	4,147.15	1,244.15	1,658.85	1,244.15
3.	Deployment of visi coolers, ice cream freezers and chocolate coolers	1,294.28(1)	Nil	1,294.28	388.28	517.72	388.28
4.	General corporate purposes(2)	-	-	[●]	[●]	[●]	[●]

S. No	Particulars	Total estimated cost	Amount deployed as on June 30, 2025	Amount proposed to be funded from the Net Proceeds	Amount to be deployed from the Net Proceeds		
					Fiscal 2026	Fiscal 2027	Fiscal 2028
	Net Proceeds[(2)]			[●]	[●]	[●]	[●]

[(1)]Total estimated costs are based on report dated July 21, 2025 issued by ITCOT Limited .
[(2)]To be finalised upon determination of Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.
[(3)]As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), our Statutory Auditors, by way of their certificate dated July 21, 2025, in respect of amounts deployed towards financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility. For details, see - B. Expansion of product lines - Cream cheese and fresh cheese manufacturing" on page 132.

The total estimated cost and deployment of funds indicated above is based on current business plan, management estimates, current and valid quotations obtained from third parties, report dated July 21, 2025 issued by ITCOT Limited, current circumstances of our business, prevailing market conditions, competition and other commercial considerations, which are subject to change and may not be within the control of our management. The total estimated cost and deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. See "*Risk Factors - Our funding requirements and proposed deployment of Net Proceeds of the Offer are based on management estimates and have not been independently appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected"* on page 73. Given the nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, logistics and transport costs incremental preoperative expenses, taxes and duties, interest and finance charges, working capital margin, fluctuations in prices quoted by our vendors, regulatory costs, environmental factors and other external factors 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 law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the aggregate of the Gross Proceeds, in accordance with Regulation 7(2) of the SEBI ICDR Regulations. Subject to applicable law, in case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. Further, in case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects as per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the Objects. Our Company may also utilise any portion of the Net Proceeds, towards the Objects, ahead of the estimated schedule of deployment specified above. For further details, please see "*Risk Factors - Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval."* on page 76.

Means of finance

Out of the total estimated cost in relation to financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility aggregating to ₹ 4,147.15 million, ₹ 4.50 million has been deployed as on June 30, 2025 from internal accruals, as certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), our Statutory Auditors, by way of their certificate dated July 21, 2025.

Other than as set out above, the balance fund requirements for the Objects are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilising our internal accruals.

Details of the Objects

1. **Repayment/ prepayment, in full or in part, of certain outstanding borrowings availed by our Company**

Our Company has entered into various borrowing arrangements with banks and other financial institutions, including borrowings in the form of terms loans and working capital facilities. As on May 31, 2025, our aggregate outstanding borrowings, fund based, was ₹ 14,548.18 million, on a consolidated basis. For further details, including indicative terms and conditions, see "*Financial Indebtedness*" beginning on page 375.

Our Company intends to utilise an aggregate amount of ₹7,500.00 million from the Net Proceeds towards repayment/ prepayment of all or a portion of certain outstanding borrowings availed by our Company.

Considering the nature of the borrowings and the terms of repayment/ prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time, and our Company may, post filing of this Draft Red Herring Prospectus, in accordance with the relevant repayment schedule, repay entirely or in instalments or refinance any of the below mentioned loans or facilities. Further, our Company may also avail additional borrowings and/or draw down further funds under existing loans from time to time. Accordingly, our Company may utilise the Net Proceeds for repayment/prepayment of any such refinanced facilities or any additional facilities availed by our Company and the table below shall be suitably updated in the Red Herring Prospectus to reflect the revised amounts or additional loans, as the case may be, which may be availed by our Company. However, the total amount to be utilised towards this Object shall not exceed ₹7,500.00 million from the Net Proceeds, subject to the other factors mentioned herein.

Such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs and improve our debt-to-equity-ratio and enable utilisation of internal accruals for further investment in business growth and expansion. In addition, we believe that the improved debt-to-equity ratio will enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business. Additionally, we believe that our leverage capacity will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

Our Company may consider various factors for identifying the loans that will be repaid out of the Net Proceeds, including: (i) costs, expenses and charges relating to the facility including interest rates involved; (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements; (iii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders (iv) terms and conditions of such consents and waivers; (v) levy of any prepayment penalties and the quantum thereof; (vi) ease of operation of the facility and (vii) other commercial considerations including, among others, nature of interest rate and the remaining repayment tenure.

The following table sets forth details of certain borrowings availed by our Company, which are outstanding as on May 31, 2025, out of which our Company may repay/ prepay, all or a portion of any or all of the borrowings, from the Net Proceeds:

(*Remainder of this page is intentionally left blank*)

Sr. No.	Name of the lender	Nature of borrowing	Date of sanction letter/ facility agreement	Sanctioned amount (in ₹ million)	Amount outstanding as on May 31, 2025^ (in ₹ million)	Interest rate as on May 31, 2025 (% per annum)	Repayment schedule/ Maturity date/ tenor	Prepayment conditions/ penalty	Purpose of borrowing
1.	Union Bank of India	Term loan	May 29, 2024 (as amended by minutes of the consortium meeting dated June 11, 2024)	470.00	208.17	9.40%	144 months	Prepayment charges of 2% per annum shall be applicable	Unit expansion project for putting up a new fully automated plant for paneer, cheddar cheese and whey powder
2.	Union Bank of India	Term loan	November 20, 2021	56.00	35.00	9.25%	60 months	Prepayment charges of 2% per annum shall be applicable	To provide liquidity support to the Company affected by COVID-19 pandemic under the GECL2 extension scheme
3.	Union Bank of India	Term loan	September 28, 2021	112.00	51.11	9.25%	60 months	Nil	To provide liquidity support to the Company affected by COVID-19 pandemic under the Guaranteed Emergency Credit Line (“**GECL2**”) scheme
4.	Union Bank of India	Term loan	September 24, 2018	496.90	75.60	9.75%	96 months	Prepayment charges of 1% per annum shall be applicable	Construction of powder and liquid plant
5.	The Federal Bank Limited	Term loan	July 26, 2024	740.00	439.97	8.35%	78 months	Prepayment penalty of 3% of the balance outstanding or drawing power, whichever is higher	To set up a 20MW solar plant
6.	The Federal Bank Limited	Term loan	October 11, 2021	70.00	21.40	8.50%	66 months	Nil	To set up a solar plant
7.	The Federal Bank Limited	Term loan	October 11, 2021	240.00	100.00	8.50%	66 months	Nil	To set up a solar plant
8.	Indian Overseas Bank	Term loan	May 28, 2024 (as amended by minutes of the consortium meeting dated June 11, 2024)	900.00	470.00	9.45%	144 months	-	Towards capacity addition in whey, paneer and cheese products and installation of additional utilities
9.	Indian Overseas Bank	Term loan	March 9, 2022	501.70	355.37	9.10%	72 months	Nil	To meet working capital requirements
10.	Indian Overseas Bank	Term loan	October 20, 2018	1,250.00	658.95	9.75%	120 months	-	Installation of cheese production plant

Sr. No.	Name of the lender	Nature of borrowing	Date of sanction letter/ facility agreement	Sanctioned amount (in ₹ million)	Amount outstanding as on May 31, 2025^ (in ₹ million)	Interest rate as on May 31, 2025 (% per annum)	Repayment schedule/ Maturity date/ tenor	Prepayment conditions/ penalty	Purpose of borrowing
11.	Indian Overseas Bank	Term loan	January 19, 2017	600.00	118.52	9.75%	120 months	-	Part financing the expansion of the whey project
12.	Indian Bank	Term loan	May 30, 2024 (as amended by minutes of the consortium meeting dated June 11, 2024)	730.00	710.16	9.45%	144 months	2% of outstanding balance/ drawing limit (whichever is higher) to be recovered as pre-payment charges, if loan is repaid. Pre-payment charges of 2% to be recovered for pre-payment of more than three monthly instalments on such excess prepaid amount.	Capacity addition in paneer, cheese and whey powder plants and instalment of additional utilities
13.	Indian Bank	Term loan	February 16, 2023	1,000.00	1,002.19	9.55%	144 months	2% of outstanding balance/ drawing limit (whichever is higher) to be recovered as pre-payment charges, if loan is repaid. Prepayment charges of 2.00% to be recovered for pre-payment of more than three monthly installments on such excess prepaid amount	Expansion project – UHT products
14.	Indian Bank	Term loan	February 15, 2022	628.60	435.61	9.25%	72 months	Prepayment penalty of 2.30% of the drawing limit or outstanding, whichever is higher, to be paid except if prepayment is from internal generation	Sanctioned under the GECL2 extension scheme
15.	Indian Bank	Term loan	September 19, 2018	850.00	399.66	9.70%	120 months	Prepayment penalty of 2.30% of the drawing limit or outstanding, whichever is higher, to be paid except if prepayment is from internal generation	Expansion project - cheese project
16.	Indian Bank	Term loan	December 22, 2016	600.00	153.29	9.75%	120 months	Prepayment penalty of 2.30% of the drawing limit or outstanding, whichever is higher, to be paid except if	Construction of powder and liquid plant

Sr. No.	Name of the lender	Nature of borrowing	Date of sanction letter/ facility agreement	Sanctioned amount (in ₹ million)	Amount outstanding as on May 31, 2025^ (in ₹ million)	Interest rate as on May 31, 2025 (% per annum)	Repayment schedule/ Maturity date/ tenor	Prepayment conditions/ penalty	Purpose of borrowing
								prepayment is from internal generation	
17.	RBL Bank Limited	Term loan	October 7, 2022	1,850.00	1,817.63	8.45%	144 months	Nil	To meet capital expenditure towards expansion of production capabilities viz UHT milk, ice cream products, chocolates and sweetened condensed milk
18.	State Bank of India	Term loan	May 16, 2024 (amended dated June 27, 2024)	1,200.00	1,166.10	9.15%	144 months	Pre-payment penalty of 2.00% of the pre-paid amount in case of takeover and pre-payment penalty of 1% will be applicable on account of loan prepaid out of higher cash accruals from the project/equity infusion by promoters	To meet capital expenditure for whey, paneer and cheese plants at our Perundurai Manufacturing Facility
19.	State Bank of India	Term loan	February 6, 2023	1,600.00	1,579.46	9.50%	144 months	Prepayment charges of 2.00% on the amount prepaid	Construction of Unit II and Unit III at our Perundurai Manufacturing Facility
20.	Bank of Maharashtra	Term loan	March 30, 2024 (as amended by minutes of the consortium meeting dated June 11, 2024)	850.00	849.92	9.70%	144 months	-	To expand capacity of paneer, cheese, whey plant and creation of additional utilities for our Perundurai Manufacturing Facility
21.	Yes Bank Limited	Term loan	June 28, 2024	400.00	364.69	8.09%	144 months	Prepayment penalty of 2.00% if facilities are pre-paid from sources other than internal accruals/ grant. Nil if prepaid from equity/ internal accruals/ sub-ordinated debt	To expand capacity of paneer, cheese, whey plant and creation of additional utilities for our Perundurai Manufacturing Facility
22.	The Federal Bank Limited	Vehicle loan	March 20, 2025	53.11	51.17	8.80%	50 months	3% on principal outstanding	Vehicle loan
23.	The Federal Bank Limited	Vehicle loan	January 6, 2025	86.28	81.46	8.80%	60 months	3% on principal outstanding	Vehicle loan

Sr. No.	Name of the lender	Nature of borrowing	Date of sanction letter/ facility agreement	Sanctioned amount (in ₹ million)	Amount outstanding as on May 31, 2025[^] (in ₹ million)	Interest rate as on May 31, 2025 (% per annum)	Repayment schedule/ Maturity date/ tenor	Prepayment conditions/ penalty	Purpose of borrowing
24.	The Federal Bank Limited	Vehicle loan	November 18, 2024	42.94	39.36	8.80%	60 months	3% on principal outstanding	Vehicle loan
25.	The Federal Bank Limited	Vehicle loan	October 15, 2024	38.30	34.60	8.80%	60 months	3% on principal outstanding	Vehicle loan
26.	The Federal Bank Limited	Vehicle loan	May 26, 2022	12.20	3.84	8.10%	48 months	3% on principal outstanding	Vehicle loan
27.	The Federal Bank Limited	Vehicle loan	October 26, 2021	1.48	0.20	8.30%	48 months	3% on principal outstanding	Vehicle loan
28.	HDFC Bank Limited	Vehicle loan	-[@]	670.62[#]	397.62	8.85%[#]	60 months[#]	Prepayment penalty of 4% on principal outstanding within 12 months from the 1st EMI Prepayment penalty of 2% on principal outstanding after 12 months from the 1st EMI	Vehicle loan
Total					**11,621.05**				

The above table has been certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025. In accordance with the SEBI ICDR Regulations, the Statutory Auditors of our Company, VKS Aiyer & Co., Chartered Accountants (FRN:000066S), vide their certificate dated July 21, 2025, have certified the utilisation of above borrowings for the purposes they were availed.

For further details, including indicative terms and conditions, see "Restated Consolidated Financial Information – Note 20 – Borrowings" and "Financial Indebtedness" on pages 321 and 375, respectively.

[@]Consists of various loans availed for the purchase of vehicles at various dates.

[#] The sanctioned amount reflects the aggregate of all vehicle loans availed from HDFC Bank Limited. The interest rate applicable to the most recent vehicle purchase has been considered, and the maximum repayment tenure has been reflected above.

[^]Outstanding amount is inclusive of interest accrued on loan, if any, as at May 31, 2025.

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2. **Financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility**

We are the fastest growing packaged food company (among companies with revenue scale of more than ₹15,000 million) in India in terms of revenue, growing at a CAGR of 29.82% from Fiscal 2023 to Fiscal 2025 and are exclusively focused on value-added products within the dairy market, which are considered premium (*Source: 1Lattice Report*). Over the years, we have diversified our product categories to include various value-added dairy products, such as cheese, paneer, butter, curd, ghee, yogurt, ice cream, ultra-high temperature ("**UHT**") long shelf-life products, and other products, including frozen foods, ready-to-eat ("**RTE**") and ready-to-cook ("**RTC**") products, as well as chocolates. We offer our products under our umbrella brand 'Milky Mist' and under multiple sub-brands, including, 'SmartChef', 'Capella', and 'Misty Lite', and have recently acquired brands such as 'Briyas' and 'Asal'. We hold a significant market share in certain of our product categories such as paneer, cheese and yogurt. In Fiscal 2025, we were (i) the largest private packaged paneer brand in the organized market in India, holding a market share of approximately 17% in terms of the organised packaged paneer market value; (ii) the largest private packaged cheese brand in South India and is nationally ranked third among private players with a market share of approximately 5% of market value in the organized packaged cheese market; and (iii) among the top 3 largest private packaged yogurt brands, with a market share of approximately 7% in terms of market value in the organized yogurt market in India (*Source: 1Lattice Report*).

We currently operate from our Perundurai Manufacturing Facility located in Perundurai, Erode, Tamil Nadu managing a fully integrated supply chain—from sourcing raw materials to processing, packaging, and distribution. This end-to-end control allows us to aim for consistent quality and drive operational efficiency across all stages of production. Through our production capabilities infrastructure, we aim to deliver cost advantages, operational efficiencies, and economies of scale, supporting optimal investment planning and capital expenditure.

Over the years, we have invested in upgrading our Perundurai Manufacturing Facility and integrating advanced technologies. These investments include the purchase of machinery for ghee production, whey drying operations, packing lines for mozzarella cheese, the installation of a microfiltration system to enhance product quality, the installation and integration of bacteria removal technology in raw milk processing. We have also implemented automation solutions to improve our operational efficiency, including investments in relation to paneer production, sweetened condensed milk production, and cheese cutting lines. Our focus on continuous investments and upgradations has allowed us to expand our portfolio including products such as 'Skyr Yogurt', 'Greek Yogurt', 'High protein paneer' and 'Tofu,' catering to the rising demand from health-conscious consumers. For further details on our business operations and strategic growth initiatives, please refer to the section titled "*Our Business*" on page 202. Further, the table below sets forth details of our capital expenditure for additions to plant, machinery and equipment in the years indicated:

(in ₹ million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Capital expenditure* towards property, plant and equipment	3,266.35	3,404.62	3,204.91
Increase/(Decrease) in capital work in progress**	1,476.47	(522.06)	783.28
Total Capital Expenditure	**4,742.82**	**2,882.56**	**3,988.19**

**Capital expenditure pertains to additions to freehold land, leasehold improvements, buildings, plant and machinery, office equipment, furniture and fittings, vehicles, computers and electrical installations and fittings during the relevant Fiscal.*
*** Increase/(Decrease) in capital work in progress is calculated as the closing balance less the opening balance of capital work in progress for the relevant Fiscal.*

Expanding our manufacturing capacity provides us an opportunity to increase output and revenue with capital enhancements aimed at process optimization. The Indian traditional value-added dairy products market is valued at ₹ 5.1 trillion in Fiscal 2025 and is projected to reach approximately ₹ 9 trillion by Fiscal 2030, growing at an approximately 12% CAGR for Fiscal 2025 to Fiscal 2030 (*Source: 1Lattice Report*). To capitalize on the growth opportunities, we propose to utilise from the Net Proceeds, an aggregate of ₹ 4,147.15 million towards expansion and modernisation of our Perundurai Manufacturing Facility, comprising of (i) ₹3,479.93 million towards setting up of new product lines and expansion of our product lines, (ii) ₹244.92 million towards setting up a warehouse for cold and dry products and (iii) ₹422.30 million towards procurement of trucks for our business operations. The proposed capital expenditure will enable us to unlock this further capacity, improve operational efficiencies, and cater to an expanding market.

In line with our strategy to expand our production capacity at our Perundurai Manufacturing Facility, we propose to utilise the Net Proceeds to install and commission: (i) whey protein concentrate and lactose manufacturing; (ii) yogurt manufacturing with packing line; (iii) cream cheese and fresh cheese manufacturing; and (iv) capacity addition in processed cheese by adding continuous cooker and chiplet packing lines. All of these expansions are proposed to be undertaken at our existing Perundurai Manufacturing Facility.

I. Setting up of new product lines and expansion of our existing product lines

A. Setting up of new product lines

Whey protein concentrate and lactose manufacturing

Our Company sells whey powder, a by-product of cheese and paneer production, which is primarily supplied to B2B customers. Currently, we produce whey powder by spray drying of the whey generated during paneer and cheese processing. We believe that whey powder is a bulk commodity item and accordingly propose to set up value added product lines such as a whey protein concentrate and lactose manufacturing. These new product lines will be equipped for whey protein extraction, concentration and spray drying, and is expected to have a production capacity of 10 tons per day ("**TPD**") of whey protein concentrates. Following the whey powder extraction, the residual liquid which is rich in lactose will be further processed to produce edible and pharma grade lactose, at a capacity of 44 TPD, for use in a variety of food formulations proposed to be supplied to both B2B and B2C customers. This forward integration is aimed at improving value realization from by-products and towards value addition to the category.

B. Expansion of product lines

Yogurt manufacturing with packing line

We propose to install a fully automated manufacturing plant with capacity of 60 TPD, exclusively dedicated to the production of yogurt. This facility will be equipped to perform end-to-end production processes, including material handling, blending, pasteurisation, fermentation, homogenisation, packing, storage and dispatch. The new packing line will be integrated into the plant, allowing packaging in multiple configurations in continuous filing lines having a capacity of packing 21,600 containers per hour. We believe that this dedicated yogurt production line will enhance our capacity to scale operations, ensure consistent product quality, and improve shelf life, thereby supporting our growth strategy in the value-added dairy segment in speciality yogurt category.

Cream cheese and fresh cheese manufacturing

We propose to install a fully automated manufacturing plant dedicated to the production of cream cheese and fresh cheese variants, performing the entire production process, including milk handling, pasteurisation, fermentation, separation, blending, homogenisation and final packing. In addition to cream cheese, our current product portfolio includes industrial cheddar, mozzarella and processed cheese. In order to diversify our offerings within the cheese category and tap into emerging consumer preferences, we propose to set up a specialised cheese line to manufacture varieties of feta and gouda.

Capacity addition in processed cheese by adding continuous cooker and chiplet packing lines

The proposed expansion of our processed cheese manufacturing lines and growing demand for processed cheese in various formats provides a need to augment our processing and packaging capacities. Cheese, with the market size of approximately ₹ 84.5 billion in Fiscal 2025, is expected to reach approximately ₹ 193.4 billion by Fiscal 2030 with a CAGR of approximately 18.6% (*Source: 1Lattice Report*). We propose to install additional infrastructure comprising of: (i) continuous cheese cooking system; and (ii) a dedicated line for cheese cube packaging, as part of our strategic plan to enhance our processed cheese production capabilities. The installation of the continuous cheese cooking system and dedicated line for cheese cube packaging is expected to streamline and modernise the cheese production process.

The break-down of the estimated costs towards setting up of new product lines and expanding our existing product lines, based on report dated July 21, 2025, issued by ITCOT Limited is as set out in the table below.

S. No.	Particulars	Total estimated cost[(1)] (in ₹ million)	Amount to be funded from the Net Proceeds[(1)] (in ₹ million)	Name of supplier	Date of quotation	Validity of quotation
A.	***Whey protein concentrate and lactose manufacturing***					
1.	Plant and equipment					
	Whey protein concentrate plant	900.00	900.00	RELCO Pacific Ltd.	May 14, 2025	March 31, 2026
	Lactose plant	750.00	750.00	RELCO Pacific Ltd.	May 14, 2025	March 31, 2026
2.	Installation and commissioning	132.50	132.50	RELCO Pacific Ltd.	May 14, 2025	March 31, 2026
3.	Civil works	110.16	110.16	Priya Engineering Projects Private Limited	March 6, 2025	March 5, 2026
	Sub-Total (A)	1,892.66	1,892.66			
B.	***Yogurt manufacturing with packing line***					
1.	Yogurt manufacturing plant					
	Plant and equipment	176.20	176.20	SPX Flow Technology India Private Limited	April 30, 2025	March 31, 2026
	Installation and commissioning	17.20	17.20			
2.	Yogurt packing line					
	Plant and equipment	233.83^	233.83	IMA ERCA	May 23, 2025	December 31, 2025
	Installation and commissioning	24.94^	24.94			
	Sub-Total (B)	452.17	452.17			
C.	***Cream cheese and fresh cheese manufacturing***					
	Cream cheese					
1.	Equipment, installation and commissioning of separator for double cream cheese	45.00	40.50[(2)]	GEA Westfalia Separator India Pvt. Ltd.	NA[(3)]	NA[(3)]
2.	2 TPH cream cheese plant					
	Plant and equipment	130.70	130.70	SPX Flow Technology India Private Limited	April 30, 2025	March 31, 2026
	Installation and commissioning	12.50	12.50			
	Fresh cheese					
1.	Equipment, installation and commissioning of plant for feta and gouda cheese	392.09^	392.09	Alpma Alpenland Maschinenbau GmbH	May 19, 2025	March 31, 2026
2.	Equipment, installation and commissioning of cheese cutting line	68.92^	68.92	Alpma Alpenland Maschinenbau GmbH	May 23, 2025	March 31, 2026
3.	Equipment, installation and commissioning of cheese packing line	32.87^	32.87	PFM S.p.A	April 24, 2025	March 31, 2026
4.	Cold storage	5.12	5.12	AG Cooling	March 17,	March 16,

S. No.	Particulars	Total estimated cost(1) (in ₹ million)	Amount to be funded from the Net Proceeds(1) (in ₹ million)	Name of supplier	Date of quotation	Validity of quotation
	facility			Solutions Private Limited	2025	2026
	Sub-Total (C)	**687.20**	682.70			
D.	***Capacity addition in processed cheese by adding continuous cooker and chiplet packing lines***					
1.	Continuous cooker					
	Equipment	216.50^	216.50	Natec Australia Pty Ltd	April 28, 2025	March 31, 2026
	Installation and commissioning	16.35^	16.35			
2.	Chiplet packing line					
	Equipment	197.64^	197.64	I.M.A. Industria Macchine Automatiche S.p.A. (IMA Corazza)	April 28, 2025	March 31, 2026
	Installation and commissioning	21.91^	21.91			
	Sub-Total (D)	452.40	452.40			
	Total (E= A+B+C+D)	**3,484.43**	**3,479.93**			

(1) *Exclusive of applicable taxes.*
(2) *₹ 4.50 million has been deployed from internal accrual as on June 30, 2025, as certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), our Statutory Auditors, by way of their certificate dated July 21, 2025.*
(3) *Purchase order dated March 11, 2025 has been issued by the Company to GEA Westfalia Separator India Pvt. Ltd.*
^*Assuming conversion rate of ₹96.737 for EUR 1.00 as on April 30, 2025 (as available on the RBI website).*

Land and Utilities

The details of the owned land on which the proposed expansion of product lines above, is set out below.

S. No.	Particulars	Land
1.	Whey protein concentrate and lactose manufacturing	Survey number 40/5A & 40/7A, Pattakaranpalayam village, Perundurai
2.	Yogurt manufacturing with packing line	Survey number 43/3, 43/4, 65/8, 65/9 & 65/13, Pattakaranpalayam village, Perundurai
3.	Cream cheese and fresh cheese manufacturing	Survey number 42/4, 42/5, 42/6, 42/7, 43/3, 43/4, 65/8, 65/9 & 65/13, Pattakaranpalayam village, Perundurai
4.	Continuous cooker and chiplet packing lines for processed cheese	Survey number 43/3, 43/4, 65/8, 65/9 & 65/13, Pattakaranpalayam village, Perundurai

The power requirement for the proposed expansion of our product lines is proposed to be met through the existing arrangements with Tamil Nadu Power Distribution Corporation Limited and the supply of electricity generated through our existing 24 MW solar plants and 2 MW wind energy plant and additional capacity of 10 MW that we plan to generate through solar energy. The water requirements for the proposed expansion is proposed to be met through the supply of water from the state and municipal corporations, local body water supply where our Perundurai Manufacturing Facility is located and from our water-upcycling plant (designed to convert process wastewater into reusable water).

II. Warehouse for storing cold and dry products

Our strategic growth and expansion plans require us to incur capital for ancillary infrastructure, to support the increased production volumes arising from the expansion of our manufacturing operations. We propose to set up a dedicated warehouse facility for storing cold and dry products. This additional warehouse will facilitate storage and handling of perishable products such as paneer, butter, cheese and curd and ambient-stable products such as whey powder, dairy whitener, ghee with a storage capacity of 3,000 to 3,500 tonnes each of fresh products and ambient products. The facility will play a critical role in ensuring product quality, extending shelf life, enabling streamlined distribution and supporting more efficient and scalable supply chain operations, thereby enhancing our Company's overall operational effectiveness.

The break-down of the estimated costs towards the proposed warehouse for storing cold and dry products, based on report dated July 21, 2025, issued by ITCOT Limited is as set out in the table below.

S. No.	Particulars	Total estimated cost(1) (in ₹ million)	Amount to be funded from the Net Proceeds(1) (in ₹ million)	Name of supplier	Date of quotation	Validity of quotation
1.	Civil works for storage building	207.50	207.50	Priya Engineering Projects Private Limited	March 6, 2025	March 5, 2026
2.	Cold storage facility(2)	37.42	37.42	AG Cooling Solutions Private Limited	March 17, 2025	March 16, 2026
	Total	244.92	**244.92**			

(1)Exclusive of applicable taxes.
(2)Includes cost towards four cold rooms and supply of low side material, copper pipping with fitting, insulation, electrical wiring between the equipment, control components, refrigerant, supports, expansion valves, installation and commissioning charges.

The warehouse is proposed to be set up within our Perundurai Manufacturing Facility at Survey number 133/7B,133/8/9/10A/11A/12A/13 & 14A, Pattakaranpalayam, Perundurai, Erode 638 057, Tamil Nadu, India, which is owned by us.

Material approvals

As the capital expenditure in relation to expansion of our product lines and to set up warehouse and cold storage facility, is proposed to be undertaken at the existing Perundurai Manufacturing Facility, no additional land is proposed to be acquired. As on the date of this Draft Red Herring Prospectus, our Company has not commenced the civil and construction work in relation to any of the proposed expansion and modernisation of the Perundurai Manufacturing Facility as set out above, including setting up of the warehouse and cold storage facility. Accordingly, we do not require any licenses/ approvals from any governmental authorities at this stage, and we will apply for all such necessary approvals that we may require at future relevant stages. For details, see "*Risk Factors - We have not entered into definitive arrangements to utilize certain portions of the Net Proceeds of the Offer and the costs to be incurred in relation to such Objects are based on the quotations received from the vendors or estimates of the management. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment or services in a timely manner, or at all, it may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected*" on page 53.

III. Procurement of trucks for our business operations

Our logistics function plays a critical role in maintaining product quality from procurement to the point of sale, across our diverse portfolio, which includes chilled, frozen, and ambient products. As on March 31, 2025, we managed an in-house logistics fleet of milk vans for collecting milk directly from source and transporting it to our Perundurai Manufacturing Facility, reefer trucks with in-built refrigeration for transporting perishable products that require temperature controlled environment, from our Perundurai Manufacturing Facility to the distributors, ambient trucks for transporting non-perishable products from our Perundurai Manufacturing Facility to the distributors and reefer vehicles for last-mile delivery from distributors to retailers. As of March 31, 2025, our fleet includes 44 milk tankers for transporting milk from farmers to our Perundurai Manufacturing Facility, 252 reefer trucks with in-built refrigeration for carrying perishable products that require temperature control from our Perundurai Manufacturing Facility to distributors, 34 ambient trucks for transporting non-perishable products from our Perundurai Manufacturing Facility to distributors.

Further, set out below is the cost incurred by us towards procurement of our in-house logistics fleet for the Fiscals indicated:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
In-house logistics capital cost	288.44	260.86	129.26

The above refers to additions made to our vehicles (including trucks and other vehicles) in each of the Fiscals as set out in the "Restated Consolidated Financial Information – Note 2 – Property Plant and Equipment" on page 305.

Our integrated logistics model allows us to maintain strict control over the cold chain, reduce transit time and optimise transportation costs. For Fiscal 2025, our transportation cost as a percentage of revenue from operations is one of the lowest among listed peers, due to load optimization of our own logistics by ensuring return load. (*Source: 1Lattice Report*). Our in-house logistics fleet allows us to make deliveries in a timely manner thereby increasing the shelf-life of our perishable products. To support the planned increase in production volumes and strengthen our distribution efficiency, we propose to utilise ₹422.30 million from the Net Proceeds towards procurement of 100 trucks.

This investment in logistics infrastructure will align with our broader expansion plans, allowing the increased production capacity to be matched with a well-established distribution system. The proposed expansion to our logistics infrastructure will also address the issue of our in-house logistics fleet having to do multiple rounds for deliveries. Additionally, the branding on our vehicles serves as a mobile marketing tool, contributing to brand visibility as our fleet traverses key markets and regions covering several kilometers.

The break-down of the estimated costs towards the proposed procurement of trucks for our business operations, based on report dated July 21, 2025, issued by ITCOT Limited is as set out in the table below.

S. No.	Particulars	Per unit cost (in ₹ million)	Total estimated cost (1) (in ₹ million)	Amount to be funded from the Net Proceeds (in ₹ million)	Name of supplier	Date of quotation	Validity of quotation
1.	50 reefer trucks (12 wheeler)	3.21	160.50	160.50	Prabal Motors Private Limited*	July 4, 2025	March 31, 2026
		1.08	53.75	53.75	Surakhsha Transport Systems (India) Private Limited**	June 10, 2025	June 9, 2026
	Sub-total (A)		**214.25**	**214.25**			
2.	30 reefer trucks (14 wheeler)	3.57	107.10	107.10	Prabal Motors Private Limited*	July 4, 2025	March 31, 2026
		1.08	32.25	32.25	Surakhsha Transport Systems (India) Private Limited**	June 10, 2025	June 9, 2026
	Sub-total (B)		**139.35**	**139.35**			
3.	20 ambient trucks	2.85	56.90	56.90	Prabal Motors Private Limited*	July 4, 2025	March 31, 2026
		0.59	11.80	11.80	Surakhsha Transport Systems (India) Private Limited&	June 10, 2025	June 9, 2026
	Sub-total (C)		**68.70**	**68.70**			
	Total (D = A+B+C)		422.30	**422.30**			

(1)Exclusive of applicable taxes.
**For supply of trucks*
***For supply of insulated refrigerated containers for frozen application.*
$ For supply of picture frame containers for dry application.

3. **Deployment of visi coolers, ice cream freezers and chocolate coolers**

We market our diverse portfolio under our umbrella brand 'Milky Mist' and various sub-brands such as 'Briyas', 'Asal', 'SmartChef', 'Capella' and 'Misty Lite'. Historically, we have leveraged a mix of traditional and digital marketing channels such as print, television, social media, to create awareness, build brand equity, and connect with consumers across India. Over the years, as our business has grown, our marketing strategies have also evolved. To expand our footprint and deepen brand presence at the point of sale, our Company began deployment of visi coolers, a refrigeration unit used to display dairy products and other perishable products to retailers, and we were one of the first few dairy brands to provide visi coolers on a large scale in India reaching both small and large retail outlets (*Source: 1Lattice Report*). In addition to visi coolers, we have recently begun to deploy ice cream freezers for our growing range of ice creams, and specialized chocolate coolers to support new product categories in this segment. As on March 31, 2025, we have deployed 13,885 visi coolers, 13,804 ice cream freezers and 559 chocolate coolers across various states in India including Tamil Nadu, Karnataka, Kerala and Telangana, thereby contributing to our on-ground presence and driving retail traction.

This marketing infrastructure initiative is aimed at building brand recall by ensuring product visibility and enabling impulse purchases owing to placement of our products in a retail outlet. The refrigeration units with our Company's branding are provided to retailers under an exclusive product placement arrangement, ensuring that the display space is dedicated to our offerings. By deploying branded refrigeration units at retail touchpoints, we aim to create a consistent visual identity across various retail locations, helping us increase our brand recall value, strengthen our competitive positioning and support the cold chain infrastructure needed to maintain product quality at the retail level.

We propose to deploy 25,000 ice cream freezers, 20,000 visi coolers and 10,000 chocolate coolers during the next three Fiscals i.e., Fiscal 2026, 2027 and 2028. The break-down of the estimated costs towards the deployment of visi coolers, ice cream freezers and chocolate coolers, based on report dated July 21, 2025, issued by ITCOT Limited are as set out in the table below.

S. No.	Particulars	Per unit cost (in ₹)*	Total estimated cost (in ₹ million)	Amount to be funded from the Net Proceeds (in ₹ million)	Name of supplier	Date of quotation	Validity of quotation
1.	25,000 ice cream freezers	22,340	558.50	558.50	Western Refrigeration Private Limited	July 4, 2025	March 31, 2026
2.	20,000 visi coolers	30,202	604.04	604.04	Western Refrigeration Private Limited	July 4, 2025	March 31, 2026
3.	10,000 chocolate coolers	13,174	131.74	131.74	Western Refrigeration Private Limited	March 18, 2025	March 31, 2026
	Total		**1,294.28**	**1,294.28**			

* *Blended rate.*

The deployment of visi coolers, ice cream freezers and chocolate coolers is based on past experience, management estimates, brand building and marketing requirements, current circumstances of our business and prevailing market conditions.

Thus, as part of our ongoing efforts to strengthen market presence and enhance consumer engagement, we intend to utilise ₹1,294.28 million of the Net Proceeds for incurring capital expenditure towards the procurement and deployment of visi coolers, ice cream freezers, and chocolate coolers

Other confirmations in relation to the Objects

The quotations from respective vendors are valid as on the date of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, we have placed an order with GEA Westfalia Separator India Pvt. Ltd aggregating to ₹ 45.00 million i.e., approximately 1.08% of the total estimated cost towards capital expenditure in relation to the expansion and modernisation of our Perundurai Manufacturing Facility, out of which we have made an advance payment for ₹ 4.5 million from our internal accruals. Other than this, we have not entered into any definitive agreements with any of the other vendors. There can be no assurance that we would be able to procure plant, machinery and equipment at the estimated costs and that the same vendor would be engaged to eventually supply the equipment at the same costs. If we engage someone other than the vendors from whom we have obtained quotations or if our existing quotations expire, such vendor's estimates and actual costs for the services may differ from the current estimates. If there is any increase in the costs, the additional costs shall be paid by our Company from borrowings or its internal accruals. For further details, see "*Risk Factors - We have not entered into definitive arrangements to utilize certain portions of the Net Proceeds of the Offer and the costs to be incurred in relation to such Objects are based on the quotations received from the vendors or estimates of the management. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment or services in a timely manner, or at all, it may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.*" on page 53.

No second-hand or used equipment is proposed to be purchased out of the Net Proceeds.

Our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management and Group Company do not have any interest in the object on capital expenditure in relation to the expansion and modernisation of our Perundurai Manufacturing Facility or deployment of visi coolers, ice cream freezers and chocolate coolers, or in the entities from whom we have obtained quotation in relation to such activities.

4. General corporate purposes

The Net Proceeds will first be utilised for the Objects as set out above. Our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

The allocation or quantum of utilisation of funds towards the specific purposes described above will also be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any, subject to applicable laws.

Such general corporate purposes may include, but are not restricted to, the following:

(i) meeting ongoing general corporate expenses, exigencies, contingencies and business requirements;

(ii) funding organic and inorganic growth opportunities, including acquisitions;

(iii) marketing and brand building exercises (other than as covered in the Objects above);

(iv) working capital requirements;

(v) investment in our Subsidiary; or

(vi) any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the Companies Act.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The expenses of this Offer include, among others, listing fees, underwriting commission, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsel, auditors, the Registrar to the Offer, Banker(s) to the Offer, or any other advisors to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, CRTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for (i) listing fees and stamp duty payable on issue of Equity Shares pursuant to Fresh Issue which shall be borne solely by the Company, (ii) the stamp duty payable on transfer of Offered Shares and the fees and expenses in relation to the legal counsel to the Promoter Selling Shareholders, which shall be borne solely by the Promoter Selling Shareholders, our Company and the Promoter Selling Shareholders shall share the costs and expenses (including all applicable taxes in relation to such costs and expenses) directly attributable to the Offer (including fees and expenses of the BRLMs, legal counsel to the Company and the BRLMs and other intermediaries, advertising and marketing expenses (other than corporate advertisements expenses undertaken in the ordinary course of business by our Company), printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and sold by the Promoter Selling Shareholders through the Offer for Sale.

The estimated Offer related payments, expenses and taxes to be borne by the Promoter Selling Shareholders, will be deducted from the proceeds of the Offer for Sale, in proportion to the Offered Shares. In the event, any cost or expense is paid by our Company on behalf of the Promoter Selling Shareholders in the first instance, it will be reimbursed to our Company, by the Promoter Selling Shareholders in proportion to the Offered Shares, directly from the Public Offer Account. Each Promoter Selling Shareholder authorises the Company to deduct from the proceeds of the Offer for Sale from the Offer, expenses of the Offer required to be borne by such Promoter Selling Shareholder in proportion to the Offered Shares, or as may be mutually agreed in accordance with Applicable Law. Further, our Company and the Promoter Selling Shareholders will be liable for their respective portions of the expenses of the Offer related expenses in the manner mentioned above, to the extent due and accrued, irrespective of whether the Offer is unsuccessful or abandoned or withdrawn or not completed for any other reason whatsoever.

The break-up of the estimated Offer expenses are as follows:

Sr. No.	Activity	Estimated expenses* (*in ₹ million*)	As a % of the total estimated Offer expenses	As a % of the total Offer size
1.	Fees and commissions payable to the Book Running Lead Managers (including any underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
2.	Advertising and marketing expenses for the Offer	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(1)	[●]	[●]	[●]
5.	Printing and distribution of Offer stationery	[●]	[●]	[●]
6.	Others			
	a) Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
	b) Fees payable to legal counsels	[●]	[●]	[●]
	c) Fees payable to industry service provider	[●]	[●]	[●]
	d) Miscellaneous#	[●]	[●]	[●]
	Total estimated Offer expenses	[●]	[●]	[●]

* *Offer expenses include goods and services tax, where applicable. Amounts will be finalised and incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*
#The other intermediaries to the Offer include Statutory Auditor, Independent Chartered Engineer and Monitoring Agency.

(1) Selling commission payable to the SCSBs on the portion for RIBs and NIBs which are directly procured and uploaded by the SCSBs, would be as follows:

*Portion for RIBs**	*[●]% of the amount allotted (plus applicable taxes)*
*Portion for NIBs**	*[●]% of the amount allotted (plus applicable taxes)*
*Portion for Eligible Employees**	*[●]% of the amount allotted (plus applicable taxes)*

**Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price.*
Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal is as captured in the Bid book of BSE or NSE.

(2) No additional uploading/processing fees shall be payable by our Company and the Promoter Selling Shareholders to the SCSBs on the application directly procured by them.

Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders and Non-Institutional Bidders	*₹[●] per valid application (plus applicable taxes)*
Portion for Eligible Employees	*₹[●] per valid application (plus applicable taxes)*

(3) Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate /RTAs/ CDPs/ Registered Brokers	*₹[●] per valid Bid cum Application Form (plus applicable taxes)*
Sponsor Bank	*₹[●] per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.*

** Based on valid Bid cum Application Forms.*

(4) *Brokerage, selling commission and processing/uploading charges on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees which are procured by members of the Syndicate (including their sub-Syndicate members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate members) would be as follows:*

*Portion for Retail Individual Bidders**	*[●]% of the amount allotted (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the amount allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the amount allotted (plus applicable taxes)*

**Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

(5) *The selling commission payable to the Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.*

(6) *Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.*

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company and Promoter Selling Shareholders shall be as mutually agreed in writing amongst the Book Running Lead Managers, their respective Syndicate Members, our Company and the Promoter Selling Shareholders before the opening of the Offer.

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs and Eligible Employee Bidders using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.

Bidding charges payable to the Registered Brokers, RTAs/CDPs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:

*Portion for Retail Individual Bidders**	*₹[●] per valid application (plus applicable taxes)*
Portion for Eligible Employees	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*

* *Based on valid Bid cum Application Forms*

(7) *All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.*

(8) *The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular*

Interim use of Net Proceeds

The Gross Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended and until the payment of all Offer expenses, the Offer expenses shall remain in the Public Offer Account. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Gross Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge loan

As on the date of this Draft Red Herring Prospectus, our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of utilisation of funds

Our Company shall appoint the Monitoring Agency in accordance with Regulation 41 of the SEBI ICDR Regulations prior to the filing of the Red Herring Prospectus with RoC. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds, and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilized in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Our Company will disclose and continue to disclose the utilisation of the Gross Proceeds, including interim use under a separate head in our balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable law, clearly specifying the purposes for which the Gross Proceeds have been utilized, until the time any part of the Fresh Issue proceeds remains unutilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized, if any, of such currently unutilized Gross Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our consolidated financial results. Such heads will include an item by item description for all the expense heads and sub-heads disclosed under each of the Objects of the Offer, as set out in this Draft Red Herring Prospectus.

Pursuant to Regulation 32(3) and Part C of Schedule II of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full. The statement shall be certified by the Statutory Auditors and such certification shall be provided to the Monitoring Agency. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects.

Variation in the Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects unless our Company is authorised to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details and be published in accordance with the Companies Act 2013. The Notice shall simultaneously be published in the newspapers, one in English, one in Hindi, and one in the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, the Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations.

Appraising entity

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

Other confirmations

Except to the extent of the proceeds received by the Promoter Selling Shareholders pursuant to the Offer for Sale, no part of the Net Proceeds will be paid to our Promoters, members of the Promoter Group, Directors, Group Company, Key Managerial Personnel or Senior Management. Our Company has neither entered into nor has planned to enter into any arrangement/ agreements/ transactions with our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or our Group Company, in relation to the utilisation of the Net Proceeds.

BASIS FOR THE OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [●] times the face value of the Equity Shares at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Bidders should read the below mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 37, 202, 284 and 386, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

1. **Fastest growing packaged food company in India with established brand equity and leadership across various product categories**

    - We are the fastest growing packaged food company (among companies with revenue scale of more than ₹15,000 million) in India in terms of revenue, growing at a CAGR of 29.82% from Fiscal 2023 to Fiscal 2025. (*Source: 1Lattice Report*)
    - We are exclusively focussed on value-added products within the dairy market, which are considered premium.
    - We were the largest private packaged paneer brand in the organized market with a market share of approximately 17% in terms of the organised packaged paneer market value in Fiscal 2025 in India. We were the largest private packaged cheese brand in South India with a market share of approximately 12% in terms of market value in the Southern region's organised cheese segment in Fiscal 2025 and nationally ranked third among private players with a market share of approximately 5% in terms of market value in the organised packaged cheese market in Fiscal 2025 in India. We held approximately 7% of the market share in terms of market value in the organised curd market in Southern India in Fiscal 2025. We were among the top three largest private packaged yogurt brands, with a market share of approximately 7% in terms of market value in the organized yogurt market in India in Fiscal 2025 (*Source: 1Lattice Report*).

2. **Diversified and expanding product categories focused on emerging consumer needs**

    - Over the years, we have diversified our product categories to include various value-added dairy products, such as cheese, paneer, butter, curd, ghee, yogurt, ice cream, ultra-high temperature ("UHT") long-shelf life products, and other products, including frozen foods, ready-to-eat ("RTE") and ready-to-cook ("RTC") products, as well as chocolates. We offer our products under our umbrella brand 'Milky Mist', and sub-brand such as 'SmartChef', 'Capella', and 'Misty Lite', and have recently acquired brands such as 'Briyas' and 'Asal'..
    - Our diversified product portfolio comprises 23 product categories with 416 SKUs, as of March 31, 2025, to address diverse consumer requirements.
    - We focus on addressing the emerging needs of consumers by offering value added products designed to meet specific dietary requirements.

3. **Advanced manufacturing capabilities enhanced by automation and technology-driven processes**

    - We operate two manufacturing facilities, of which one is located in Perundurai, Erode District, Tamil Nadu which is dedicated to producing value-added dairy products. The other facility is located in Bengaluru, Karnataka, which is dedicated to producing fresh foods, including RTE and RTC products. Our manufacturing facilities are equipped with advanced machinery such as automated paneer manufacturing line with robotic operations, automatic cheese-making machines with end-of-line automation, automated UHT lines, a spray-drying unit for whey powder manufacturing, and ice cream and set curd manufacturing with automated packing lines, to ensure the consistent quality of our products and operational efficiency.

- Our production processes are fully automated, allowing for higher throughput, quality products and improved production timelines. We place emphasis on quality control across our business operations and have obtained quality control certifications and registrations for our operations. Our Perundurai Manufacturing Facility has received approvals from the U. S. FDA in Fiscal 2022, underscoring our adherence to rigorous quality standards.

4. Direct sourcing and focussed engagement with farmers

- We source raw milk, our primary raw material, directly from farmers. As of March 31, 2025, we procured milk from 67,615 farmers (out of which 31,961 are women), located in 22 districts across the states of Tamil Nadu, Andhra Pradesh and Karnataka.
- The direct procurement of raw milk from farmers, without intermediaries, ensures higher realization for farmers, transparency in our procurement process, timely payments every 7 to 10 days, and the building of long-term relationships.

5. Multi-channel sales with our own logistics infrastructure

- Our multiple sales channels include general trade, modern trade, HoReCa, online platforms (other e-commerce platforms and quick commerce platforms) and our exclusive branded parlours.
- Our presence across multiple sales channels enables us to sell our products across 22 states and 5 union territories in India as of March 31, 2025.
- We manage our own logistics to ensure that our products maintain their quality from procurement to the point of sale. As of March 31, 2025, our fleet includes 44 milk tanker with an average capacity to carry 23,150 litres of milk, for transporting milk from farmers to our Perundurai Manufacturing Facility, 252 reefer trucks with in-built refrigeration, each with an average capacity of 10,485 kilograms, for carrying perishable products that require specific temperature control from our manufacturing facilities to distributors, 34 ambient trucks, each with an average capacity of 24,350 kilograms, for transporting non-perishable products from our manufacturing facilities to distributors.

6. Experienced management team delivering financial growth with a focus on sustainability

- We benefit from the experience of our management team, which has knowledge in the dairy industry, including operations and business development.
- Our Promoter, Chairman and Managing Director, Sathishkumar T and our Promoter and Whole-time Director, Anitha S, have over 26 and 23 years of experience, respectively in the dairy and food industry. Our Whole-time Director and Chief Executive officer, Dr. K Rathnam, has over 33 years of experience in the field of dairy, food and education sector and has also served as a senior manager (quality assurance) at Heinz India Private Limited and managing director at Kaira District Co-operative Milk Producers' Union Limited.
- Our commitment to environmental, social, and governance ("**ESG**") practices is reflected in various initiatives aimed at supporting our community and the environment. We source electricity from state electricity board and feed in 24 MW from solar plants situated at Kaveripalayam, Chitode and Arasanur (Tamil Nadu) and 2 MW from a wind plant located at Kayathar (Tamil Nadu). We are in the process of expanding the solar plant situated at Arasanur (Tamil Nadu) by 10 MW. As on date of this Draft Red Herring Prospectus, nearly 60% of the energy needs is met from renewable energy. We source our water requirements from state and municipal corporations and local body water supply where our Perundurai Manufacturing Facility is located. We have introduced technology to convert wastewater from milk handling into processed water, enhancing our water conservation efforts. As on date of this Draft Red Herring Prospectus, around 70% water is recycled.

For further details, see "*Our Business – Our Strengths*" on page 207.

Quantitative factors

Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see "*Financial Information*" on page 284.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and diluted earnings per share ("EPS"):

Particulars	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Fiscal 2025	0.73	0.72	3
Fiscal 2024	0.31	0.30	2
Fiscal 2023	0.43	0.42	1
Weighted Average	**0.54**	**0.53**	-

Notes:

i) *Weighted average is aggregate of year wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year divided by total of weights. Weights have been determined by the Company.*

ii) *Basic earnings per share (₹) = Basic EPS is calculated by dividing profit for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during Fiscal 2025, 2024 and 2023 was 630.00 million*

iii) *Diluted earnings per share (₹) = Diluted EPS is calculated by dividing profit for the year by the weighted average number of equity shares adjusted for the effect of dilution. Weighted average number of equity shares adjusted for the effect of dilution are computed as a sum of weighted average number of equity shares outstanding during the year and effect of dilution due to compulsorily convertible preference shares. Weighted average number of equity shares adjusted for the effect of dilution during Fiscal 2025, 2024 and 2023 was 642.285 million.*

iv) *Basic and diluted earnings / (loss) per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.*

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times) #	P/E at the Cap Price (no. of times)#
Based on basic EPS for Fiscal 2025	[●]	[●]
Based on diluted EPS for Fiscal 2025	[●]	[●]

#To be updated on finalisation of the Price Band.

3. Industry peer group P/E ratio :

Based on the peer group information (excluding our Company) given below in this section, the highest, lowest and industry average P/E ratio are set forth below:

Particulars	Industry P/E Ratio (based on diluted EPS)
Highest	91.56
Lowest	24.91
Average	64.27

Notes:

(1) *The highest and lowest industry P/E has been considered from the industry peer set provided later in this section. For more details see "- 6. Comparison of accounting ratios with listed industry peers" on page 145.*

(2) *P/E figures for the peer are computed based on closing market price of equity shares on BSE Limited on July 9, 2025, divided by the Diluted EPS for the Financial Year ending March 31, 2025. The Diluted EPS for the peers is based on information available on their website, investor presentation and/or regulatory filings.*

4. Return on Net Worth ("RoNW")

Particulars	RoNW (%)	Weight
Fiscal 2025	18.98%	3
Fiscal 2024	9.87%	2
Fiscal 2023	15.35%	1
Weighted Average	**15.34%**	**-**

Notes:

(1) *The figures above are derived from the Restated Consolidated Financial Information.*

(2) *Weighted average is aggregate of year wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year divided by total of weights. Weights have been determined by our Company.*

(3) *Return on Net Worth (%) is calculated as profit for the year divided by closing networth as at the end of the respective Fiscal.*

(4) *Net Worth has been computed as total equity as at the end of the Fiscal less amount aggregating to ₹ 850.20 million pertaining to fair valuation of land as on the date of transition to Ind AS included in retained earnings but which is not available for distribution of dividend. Total equity is computed as the sum of Equity Share capital, instruments entirely equity in nature, and other equity.*

5. Net Asset Value per Equity Share of face value of ₹2 each ("NAV")

NAV per Equity Share	Amount (₹)
As at March 31, 2025	3.78

NAV per Equity Share	Amount (₹)
After the Offer	
- At the Floor Price	[●]*
- At the Cap Price	[●]*
At the Offer Price	[●]#

**To be computed after finalisation of the Price Band*
#To be determined on conclusion of the Book Building Process.
Notes:

(1) The above calculations are based on the Restated Consolidated Financial Information for the Fiscal 2025.
(2) Net asset value per equity share = Net Worth as of the end of the Fiscal divided by the weighted average outstanding equity shares considered for diluted EPS as at the end of the Fiscal.
(3) Net Worth has been computed as total equity as at the end of the Fiscal less amount aggregating to ₹ 850.20 million pertaining to fair valuation of land as on the date of transition to Ind AS included in retained earnings but which is not available for distribution of dividend. Total equity is computed as the sum of Equity Share capital, instruments entirely equity in nature, and other equity.
(4) Weighted average number of equity shares adjusted for the effect of dilution during Fiscal 2025 was 642.285 million.
(5) Pursuant to a resolution passed by our Board dated March 13, 2025, and a special resolution passed by our Shareholders at an extra-ordinary general meeting held on March 14, 2025, each equity share of our Company of face value of ₹10 was sub-divided into 5 Equity Shares of face value of ₹2 each. Further, on March 17, 2025, we allotted equity shares pursuant to a bonus issue in the ratio of 35 equity shares for every 1 equity share held by the existing shareholders as of the record date i.e., March 12, 2025. Net asset value per Equity Share has been calculated after giving effect to such sub-division.

6. Comparison of accounting ratios with listed industry peers

Name of the company	Revenue from operations (in ₹ million)	Face value per equity share (₹)	Closing price on July 9, 2025 (₹) per equity share	P/E ratio	EPS (Basic) (₹ per share)	EPS (Diluted) (₹ per share)	RoNW (%)	Networth (in ₹ million)	Net Asset Value ("NAV") (₹ per share)
Our Company	23,495.03	2	[●]**	[●]**	0.73	0.72	18.98%	2,427.73	3.78
Listed peers									
Bikaji Foods International Limited	26,218.54	1.00	734.30	91.56	8.02	8.02	14.52%	13,831.89	55.22
Britannia Industries Limited	179,426.70	1.00	5,883.55	65.05	90.45	90.45	50.02%	43,557.20	180.83
Dodla Dairy Limited	37,200.65	10.00	1,425.25	32.94	43.27	43.27	18.49%	14,059.50	234.68
Hatsun Agro Product Limited	86,997.60	1.00	981.80	78.48	12.51	12.51	16.23%	17,175.60	77.11
Nestle India Limited	202,015.60	1.00	2,427.00	72.95	33.27	33.27	79.99%	40,102.10	41.59
Parag Milk Foods Limited	34,322.10	10.00	236.90	24.91	9.97	9.51	11.61%	10,234.10	85.73
Tata Consumer Products Limited	176,183.00	1.00	1,097.45	84.03	13.06	13.06	6.39%	2,00,010.80	205.95
Average of Listed Peers				**64.27**					

***To be determined on conclusion of the Book Building Process.*
Notes:

(1) Financial information of our Company has been derived from the Restated Consolidated Financial Information as of/ for the financial year ended March 31, 2025.
(2) All the financial information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial information of such listed industry peer available on the website of the stock exchanges, investor presentations and regulatory filings, as of and for year ended March 31, 2025.
(3) Closing Price of peers represents the closing market price of equity shares of the listed peer on BSE as on July 9, 2025.
(4) P/E Ratio for the listed industry peer has been computed based on the closing market price of equity shares, on BSE as on July 9, 2025, divided by the diluted EPS of the latest respective Fiscal year (viz Fiscal 2025).
(5) Return on Net Worth (%) is calculated by dividing profit for the year by closing Net Worth as on March 31, 2025.
(6) Net Asset Value per equity share = Net Worth at the end of the year divided by weighted average number of Equity Shares outstanding as of the end of the respective year.

Rationale for selection of listed industry peers

Our Company is a packaged food company with an exclusive focus on value-added products within the dairy market. For the purpose of selection of listed industry peers, we have focused on listed companies with revenue of more than ₹15,000.00 million in Fiscal 2025, branded pure-play packaged food companies as well as large dairy companies with revenue of more than ₹15,000.00 million in Fiscal 2025 and with more than one-third of their revenue attributable to value added products. Basis these criteria, our listed peers have been identified as

Bikaji Foods International Limited, Britannia Industries Limited, Dodla Dairy Limited, Hatsun Agro Product Limited, Nestle India Limited, Parag Milk Foods Limited and Tata Consumer Products Limited.

7. Key Performance Indicators ("KPIs")

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been used historically by our Company to understand and analyze our business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational metrics, to make an assessment of our performance in various business verticals and make an informed decision.

The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated July 21, 2025 and certified by our Whole-time Director and Chief Executive Officer, Dr. K Rathnam, on behalf of the management of our Company by way of certificate dated July 21, 2025. The management and the members of our Audit Committee have confirmed that the KPIs disclosed below have been identified and disclosed in accordance with the SEBI ICDR Regulations and the Industry Standards on Key Performance Indicators Disclosures in the Draft Offer Document and Offer Document ("**KPI Standards**"). Further, the management and members of our Audit Committee have verified the details of all KPIs pertaining to our Company and confirmed that the KPIs pertaining to our Company, as disclosed below, have been identified from the Selected Data as defined in KPI Standards (which also includes the data disclosed to investors at any point of time during the three years prior to the date of filing of this Draft Red Herring Prospectus). They have also confirmed that no information has been shared with our Promoters and members of Promoter Group in their capacity of holders of relevant securities of our Company during the three years prior to the filing of the Draft Red Herring Prospectus. Further, the KPIs disclosed herein have been verified and certified by VKS Aiyer & Co., Chartered Accountants, Chartered Accountants (with FRN:000066S), pursuant to their certificate dated July 21, 2025, which has been included as part of the "*Material Contracts and Documents for Inspections*" beginning on page 530.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "O*ur Business*", and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" beginning on pages 202 and 386 of this DRHP, respectively. We have described and defined the KPIs, as applicable, in the section "*Definitions and Abbreviations – Key Performance Indicators*" on page 15.

The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance.

Our Company confirms that we shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by our Board of our Company), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; and (ii) complete utilisation of the proceeds of the Offer as disclosed in "*Objects of the Offer*" on page 123, or for such other duration as may be required under the SEBI ICDR Regulations.

Details of our KPIs as of and for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023:

(*in ₹ million, unless otherwise indicated*)

S. No	KPIs	Unit	As at and for the Fiscals ended		
			March 31, 2025	March 31, 2024	March 31, 2023
1	Revenue from Operations(1)	₹ million	23,495.03	18,216.09	13,941.75
2	Growth of Revenue from Operations(2)	%	28.98%	30.66%	NA
3	Gross Profit(3)	₹ million	7,961.86	5,684.99	4,522.78
4	Gross Profit Margin(4)	%	33.89%	31.21%	32.44%
5	EBITDA (5)	₹ million	3,103.46	2,223.30	2,013.94
6	EBITDA Margin (6)	%	13.21%	12.21%	14.45%
7	Profit for the Year ("PAT")(7)	₹ million	460.74	194.44	272.30
8	PAT Margin(8)	%	1.96%	1.07%	1.95%
9	Return on Capital Employed ("RoCE") (9)	%	9.54%	8.14%	10.62%
10	Return on Equity ("RoE")(10)	%	15.11%	7.14%	10.95%
11	Working Capital Days (11)	Number of days	42	49	39
12	Fixed Asset Turnover Ratio(12)	Number of times	1.91	1.79	1.78

S. No	KPIs	Unit	As at and for the Fiscals ended		
			March 31, 2025	March 31, 2024	March 31, 2023
13	Total Borrowings or Total Debt (13)	₹ million	13,763.76	10,367.23	7,980.64
14	Debt to Equity Ratio (14)	Number of times	4.20	3.68	3.04
15	Net Debt to EBITDA Ratio (15)	Number of times	4.37	4.59	3.90
16	Number of Distributors/Dealers (16)	Number	3,062	2,558	2,033
17	Total Milk Procured (17)	Litres in million	307.20	272.80	201.18
18	Realisation per Litre of Milk (18)	₹	74.16	65.93	65.97
19	Revenue from Offline Channels (19)	₹ million	21,248.01	16,847.57	12,982.18
20	Revenue from Offline Channels as a % of Revenue from operations (20)	%	90.44%	92.49%	93.12%
21	Revenue from Online Channels(21)	₹ million	2,247.02	1,368.52	959.57
22	Revenue from Online Channels as a % of Revenue from operations (22)	%	9.56%	7.51%	6.88%

Notes:

(1) Revenue from operations is calculated as the sum of revenue from sale of manufactured goods, sale of traded goods and other operating revenue

(2) Growth of revenue from operations is calculated as Revenue from operations of the relevant fiscal less Revenue from operations of the corresponding previous fiscal, divided by revenue from operations of the corresponding fiscal multiplied by 100

(3) Gross Profit is computed by subtracting the aggregate of cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods, stock-in-trade and work-in-progress from revenue from operations for the relevant fiscal.

(4) Gross Profit Margin is computed as Gross Profit as a percentage of revenue from operations for the relevant fiscal.

(5) EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as the profit before tax for the fiscal plus depreciation and amortization expense and finance cost for the relevant fiscal.

(6) EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.

(7) PAT refers to profit for the year and is calculated as the total income less total expenses less total tax expenses for the year

(8) PAT margin is computed as profit for the fiscal as a percentage of revenue from operations for the relevant fiscal.

(9) RoCE refers to return on capital employed and is computed as earnings before interest and taxes ("EBIT") as a percentage of Capital Employed as at the end of the fiscal. EBIT is computed as profit before tax for the fiscal plus finance costs for the relevant fiscal. Capital Employed is computed as the sum of total equity, total borrowings and deferred tax liabilities (net), as at the end of the fiscal.

(10) RoE refers to Return on equity and is computed as profit for the year as a percentage of Average Equity. Average Equity is calculated as average of the total equity at the beginning and at the end of the relevant fiscal. Total Equity is computed as the sum of Equity Share Capital, Instruments entirely equity in nature, and other equity.

(11) Working Capital Days is calculated as Net working capital (which is the aggregate of inventories and trade receivables minus trade payables) for the relevant fiscal divided by revenue from operations for the relevant fiscal multiplied by 365

(12) Fixed Asset Turnover is calculated as Revenue from operations for the relevant fiscal divided by Average Net Fixed Assets. Net Fixed Assets refers to property, plant and equipment and investment property. Average Net Fixed Assets is computed as average of opening and closing balance of Net Fixed Assets for the relevant fiscal.

(13) Total Borrowing or Total Debt is calculated as non-current borrowings plus current borrowings.

(14) Debt Equity Ratio is computed as Total Debt divided by Total Equity as at the end of the relevant fiscal. Total Equity is computed as the sum of Equity Share Capital, Instruments entirely equity in nature, and other equity.

(15) Net Debt to EBITDA Ratio is computed as Net Debt (which is Total Borrowings less cash and cash equivalents less bank balances other than cash and cash equivalents) for the relevant fiscal divided by the EBITDA for the relevant fiscal.

(16) Number of distributors/dealers refers to the number of distributors/dealers that our company is working with during the relevant fiscal.

(17) Total Milk Procured refers to the total quantity of milk procured from farmers and third parties.

(18) Realisation per Litre of Milk is computed as net revenue from operations (which is revenue from operations plus changes in inventory minus other operating income, revenue from traded goods and revenue from our subsidiary) for the relevant fiscal divided by Total Milk Procured in the relevant fiscal.

(19) Revenue from Offline Channels refers to the revenue generated through offline channels like general trade outlets, modern trade outlets, amongst others, for the relevant fiscal.

(20) Revenue from Offline Channels as a % of Revenue from Operations is calculated as the revenue from offline channels for the relevant fiscal as a percentage of Revenue from Operations for the relevant fiscal.

(21) Revenue from Online Channels refers to the revenue generated through digital platforms like quick commerce, e-commerce, amongst others, for the relevant fiscal.

(22) Revenue from Online Channels as a % of revenue is calculated as the revenue from online channels for the relevant fiscal as a percentage of Revenue from Operations for the relevant fiscal.

Explanation of KPIs

Brief explanations of the relevance of the KPIs for our business operations are set forth below:

S. No.	KPI	Explanation
1	Revenue from Operations	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company
2	Growth of Revenue from Operations	Growth of revenue from operations represents year-on-year growth of the business operations in terms of revenue generated by our Company

S. No.	KPI	Explanation
3	Gross Profit	Gross profit provides information regarding the profits from manufacturing and trading products
4	Gross Profit Margin	Gross profit margin is an indicator of how well our Company can produce and sell our products after covering the Cost of Goods Sold (COGS)
5	EBITDA	EBITDA provides information regarding the operational efficiency of our business
6	EBITDA Margin	EBITDA margin is an indicator of the operational profitability and financial performance of our business
7	Profit for the year ("PAT")	Profit for the year provides information regarding the overall profitability of our business
8	PAT Margin	PAT margin is an indicator of the overall profitability and financial performance of our business
9	Return on Capital Employed ("RoCE")	Return on capital employed enables us to measure how efficiently our Company utilizes capital to generate profits
10	Return on Equity ("RoE")	Return on Equity enables us to measure how efficiently our Company utilizes equity capital to generate profits
11	Working Capital Days	Working capital days helps to evaluate the average number of days it takes for a business to convert its net working capital into revenue
12	Fixed Asset Turnover Ratio	Fixed asset turnover measures the efficiency and sweating of our Company's fixed assets in generating revenue or sales
13	Total Borrowings or Total Debt	Total debt helps us to track our Company's leverage position and profile
14	Debt to Equity Ratio	Debt to equity is a measure that indicates how much of our Company's assets are financed by debt
15	Net Debt to EBITDA Ratio	Net debt to EBITDA is a measure of the extent to which our Company can cover the debt through operating profit. It helps evaluate financial leverage
16	Number of Distributors/Dealers	Number of distributors is used to track the growth of the Company's distribution reach
17	Total Milk Procured	Total milk procured is used to track the key raw material procurement of the Company
18	Realisation per Litre of Milk	Realisation per litre of milk is a measure of the extent of revenue generated for every litre of milk
19	Revenue from Offline Channels	Revenue from offline channels helps measure the performance of the Company in offline channels
20	Revenue from Offline Channels as a % of Revenue from operations	Revenue from offline channels as a % of revenue is an indicator of the operational performance of our Company through offline channels
21	Revenue from Online Channels	Revenue from online channels helps us measure the performance of our Company in online channels
22	Revenue from Online Channels as a % of Revenue from operations	Revenue from online channels as a % of revenue is an indicator of the operational performance of our Company

Comparison of KPIs with our listed peers in India

The following table provides a comparison of our KPIs of our Company with our listed peer group. The listed peer group has been determined on the basis of companies listed on Indian stock exchanges, whose business profile is comparable to our businesses in terms of our business model.

Set forth below is a comparison of our KPIs with our peer group companies listed in India:

Particulars	Unit	Fiscal 2025							
		Our Company	Bikaji Foods International Limited	Britannia Industries Limited	Dodla Dairy Limited	Hatsun Agro Product Limited	Nestle India Limited	Parag Milk Foods Limited	Tata Consumer Products Limited
Revenue from Operations	₹ million	23,495.03	26,218.54	1,79,426.70	37,200.65	86,997.60	2,02,015.60	34,322.10	1,76,183.00
Growth of Revenue from Operations	%	28.98%	12.56%	7.00%	19.02%	8.88%	3.26%	9.35%	15.87%
Gross Profit	₹ million	7,961.86	8,472.00	NA	10,211.00	NA	NA	8,850.00	NA
Gross Profit Margin	%	33.89%	32.31%	NA	27.40%	NA	NA	25.80%	NA
EBITDA	₹ million	3,103.46	3,283.00	NA	3,808.00	NA	NA	2,930.00	25,020.00
EBITDA Margin	%	13.21%	12.52%	NA	10.20%	NA	NA	8.50%	14.20%
Profit for the year ("PAT")	₹ million	460.74	1,943.45	21,778.60	2,599.30	2,788.10	32,075.90	1,187.90	12,871.00
PAT Margin	%	1.96%	7.41%	12.14%	6.99%	3.20%	15.88%	3.46%	7.31%
Return on Capital Employed ("RoCE")	%	9.54%	NA	NA	24.40%	NA	81.30%	14.30%	37.54%
Return on Equity ("RoE")	%	15.11%	NA	NA	20.40%	NA	87.30%	12.30%	6.63%
Working Capital Days	Number of days	42	NA	NA	2	NA	NA	62	26
Fixed Asset Turnover Ratio	Number of times	1.91	NA	NA	NA	NA	NA	NA	NA
Total Borrowings or Total Debt	₹ million	13,763.76	NA	12,247.70	287.5	NA	7,533.40	NA	18,486.50
Debt to Equity Ratio	Number of times	4.2	NA	NA	0.03	NA	0.3	NA	0.11
Net Debt to EBITDA Ratio	Number of times	4.37	NA	NA	NA	NA	NA	1.9	NA
Number of Distributors/Dealers	Number	3,062	NA	NA	2,190	NA	10,000	4,500	6,837
Total Milk Procured	Litres in million	307.20	NA	NA	NA	NA	NA	NA	NA
Realisation per Litre of Milk	₹	74.16	NA	NA	NA	NA	NA	NA	NA
Revenue from Offline Channels	₹ million	21,248.01	NA	NA	NA	NA	NA	NA	NA
Revenue from Offline Channels as a % of Revenue from Operations	%	90.44%	NA	NA	NA	NA	NA	NA	NA
Revenue from Online Channels	₹ million	2,247.02	NA	NA	NA	NA	NA	NA	NA
Revenue from Online Channels as a % of Revenue from Operations	%	9.56%	NA	NA	NA	NA	NA	NA	NA

Notes:

(1) *NA refers to Not Applicable where the information is unavailable i.e. neither available on their website nor reported by the industry peers in either their annual reports, audited financial results and investor presentations as submitted to the Stock Exchanges*

(2) *Financial information of our Company has been derived from the Restated Consolidated Financial Information*

(3) *All the financial information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial information of such listed industry peer available on the website of the peer, annual reports, audited financial results, investor presentations as submitted to the Stock Exchanges and regulatory filings.*

(4) *To the extent that the listed industry peers have published the above ratios or financial information in their regulatory filings/ website, the same have been disclosed on an as is basis and may not be comparable to the method of computation used by us*

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Particulars	Unit	Fiscal 2024							
		Our Company	**Bikaji Foods International Limited**	**Britannia Industries Limited**	**Dodla Dairy Limited**	**Hatsun Agro Product Limited**	**Nestle India Limited**	**Parag Milk Foods Limited**	**Tata Consumer Products Limited**
Revenue from Operations	₹ million	18,216.09	23,293.37	1,67,692.70	31,254.65	79,904.04	1,95,633.70	31,387.00	1,52,058.50
Growth of Revenue from Operations	%	30.66%	18.48%	2.88%	11.15%	10.26%	15.78%	8.51%	10.32%
Gross Profit	₹ million	5,684.99	8,209.00	NA	8,434.00	NA	NA	7,680.00	NA
Gross Profit Margin	%	31.21%	35.24%	NA	27.00%	NA	NA	24.50%	NA
EBITDA	₹ million	2,223.30	3,913.00	NA	2,888.00	9,215.60	NA	2,260.00	23,230.00
EBITDA Margin	%	12.21%	16.80%	NA	9.20%	11.53%	NA	7.20%	15.30%
Profit for the year ("PAT")	₹ million	194.44	2,634.63	21,342.20	1,667.36	2,672.87	31,962.10	905.83	12,154.00
PAT Margin	%	1.07%	11.31%	12.73%	5.33%	3.35%	16.34%	2.89%	7.99%
Return on Capital Employed ("RoCE")	%	8.14%	31.40%	NA	20.40%	13.32%	116.90%	11.10%	43.25%
Return on Equity ("RoE")	%	7.14%	21.80%	NA	15.80%	17.74%	108.50%	10.50%	7.03%
Working Capital Days	Number of days	49	NA	NA	40	NA	NA	75	27
Fixed Asset Turnover Ratio	Number of times	1.79	3.2	NA	NA	NA	NA	NA	NA
Total Borrowings or Total Debt	₹ million	10,367.23	1,187.00	20,649.60	300	22,715.50	311.4	6,118.39	29,538.50
Debt to Equity Ratio	Number of times	3.68	0.1	0.52	0.04	1.44	0.1	0.72	0.2
Net Debt to EBITDA Ratio	Number of times	4.59	NA	NA	NA	NA	NA	2.4	NA
Number of Distributors/Dealers	Number	2,558	2,435	4,687.00	1,900	3,400	10,000	6,200	4,155
Total Milk Procured	Litres in million	272.80	NA	NA	NA	NA	NA	NA	NA
Realisation per Litre of Milk	₹	65.93	NA	NA	NA	NA	NA	NA	NA
Revenue from Offline Channels	₹ million	16,847.57	NA	NA	NA	NA	NA	NA	NA
Revenue from Offline Channels as a % of Revenue from Operations	%	92.49%	NA	NA	NA	NA	NA	NA	NA
Revenue from Online Channels	₹ million	1,368.52	NA	NA	NA	NA	NA	NA	NA
Revenue from Online Channels as a % of Revenue from Operations	%	7.51%	NA	NA	NA	NA	NA	NA	NA

Notes:

(1) *NA refers to Not Applicable where the information is unavailable i.e. neither available on their website nor reported by the industry peers in either their annual reports, audited financial results and investor presentations as submitted to the Stock Exchanges*

(2) *Financial information of our Company has been derived from the Restated Consolidated Financial Information*

(3) *All the financial information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial information of such listed industry peer available on the website of the peer, annual reports, audited financial results, investor presentations as submitted to the Stock Exchanges and regulatory filings.*

(4) *To the extent that the listed industry peers have published the above ratios or financial information in their regulatory filings/ website, the same have been disclosed on an as is basis and may not be comparable to the method of computation used by us*

Particulars	Unit	Fiscal 2023							
		Our Company	**Bikaji Foods International Limited**	**Britannia Industries Limited**	**Dodla Dairy Limited**	**Hatsun Agro Product Limited**	**Nestle India Limited**	**Parag Milk Foods Limited**	**Tata Consumer Products Limited**
Revenue from Operations	₹ million	13,941.75	19,660.72	1,63,005.50	28,120.29	72,469.68	1,68,969.60	28,926.20	1,37,831.60
Growth of Revenue from Operations	%	NA	NA	NA	NA	NA	NA	NA	NA
Gross Profit	₹ million	4,522.78	5,743.00	NA	6,711.00	NA	NA	5,694.30	NA
Gross Profit Margin	%	32.44%	29.21%	NA	23.90%	NA	NA	19.70%	NA
EBITDA	₹ million	2,013.94	2,132.00	NA	1,913.00	7,120.00	NA	1,634.90	18,740.00
EBITDA Margin	%	14.45%	10.84%	NA	6.80%	9.82%	NA	5.70%	13.60%
Profit for the year ("PAT")	₹ million	272.3	1,358.50	23,163.20	1,222.84	1,658.56	23,905.20	532.54	13,201.40
PAT Margin	%	1.95%	6.91%	14.21%	4.35%	2.29%	14.15%	1.84%	9.58%
Return on Capital Employed ("RoCE")	%	10.62%	19.80%	NA	14.90%	11.97%	122.40%	8.60%	34.31%
Return on Equity ("RoE")	%	10.95%	14.40%	NA	13.50%	13.01%	108.50%	7.80%	7.90%
Working Capital Days	Number of days	39	NA	NA	NA	NA	NA	74	35
Fixed Asset Turnover Ratio	Number of times	1.78	3.3	NA	NA	NA	NA	NA	NA
Total Borrowings or Total Debt	₹ million	7,980.64	1,435.03	29,973.70	180	14,479.30	300.3	5,894.46	11,828.20
Debt to Equity Ratio	Number of times	3.04	0.15	0.85	0.04	1.01	0.1	0.77	0.09
Net Debt to EBITDA Ratio	Number of times	3.9	NA	NA	NA	NA	NA	3.3	NA
Number of Distributors/Dealers	Number	2,033	1,917	4,321.00	1,750	3,250	NA	4,500	3,037
Total Milk Procured	Litres in million	201.18	NA	NA	NA	NA	NA	NA	NA
Realisation per Litre of Milk	₹	65.97	NA	NA	NA	NA	NA	NA	NA
Revenue from Offline Channels	₹ million	12,982.18	NA	NA	NA	NA	NA	NA	NA
Revenue from Offline Channels as a % of Revenue from Operations	%	93.12%	NA	NA	NA	NA	NA	NA	NA
Revenue from Online Channels	₹ million	959.57	NA	NA	NA	NA	NA	NA	NA
Revenue from Online Channels as a % of Revenue from Operations	%	6.88%	NA	NA	NA	NA	NA	NA	NA

Notes:

(1) *NA refers to Not Applicable where the information is unavailable i.e. neither available on their website nor reported by the industry peers in either their annual reports, audited financial results and investor presentations as submitted to the Stock Exchanges*

(2) *Financial information of our Company has been derived from the Restated Consolidated Financial Information*

(3) *All the financial information for listed industry peers is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial information of such listed industry peer available on the website of the peer, annual reports, audited financial results, investor presentations as submitted to the Stock Exchanges and regulatory filings.*

(4) *To the extent that the listed industry peers have published the above ratios or financial information in their regulatory filings/ website, the same have been disclosed on an as is basis and may not be comparable to the method of computation used by us*

(5) *Nestle India Limited – CY22 financials have been shown as FY23*

Computation of KPIs of our Company: The definitions and method of calculation/computation of our KPIs have been disclosed under "*Details of our KPIs as of and for the Financial Years ended March 31, 2025, March 31, 2024, and March 31, 2023*" set forth above.

Comparison of KPIs based on additions or dispositions to our business

Our Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.

8. Justification for Basis for Offer Price

I. Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Nil

II. Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving our Promoters, the members of the Promoter Group or other Shareholders of our Company with rights to nominate directors on our Board during the 18 months preceding the date of filing of this DRHP, where either the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

Nil

III. Price per share based on last five primary or secondary transactions

Since there are no transactions to report under (I) and (II) above, the following are the details based on the last five primary issuances (excluding issuance of Equity Shares pursuant to a bonus issue, Equity Shares issued under the ESOP Scheme) or secondary transactions (excluding gifts) (secondary transactions where our Promoters or the members of the Promoter Group or other Shareholders of our Company with rights to nominate directors on our Board are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus, irrespective of the size of such transactions:

Date of allotment/ transaction	No. of equity shares	Face value per Equity Share (₹)	Issue/ Transaction price per equity share (₹)	Nature of allotment/ transaction	Nature of consideration	Total consideration (₹ in million)
Primary transactions						
July 15, 2025	12,285,000	2.00	15.87**	Conversion of CCPS into Equity Shares	Cash consideration received at the time of allotment of CCPS. No consideration received on conversion of CCPS into Equity Shares	194.92**
Secondary transactions						
March 7, 2025	5#	2.00#	2.00#	Transfer of Equity Share by Sathishkumar T to Dr. K Rathnam	Cash	Negligible

** As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.*

***The above price has been derived based on the consideration paid by the holders of CCPS at time of allotment of CCPS divided by the number of equity shares allotted to such shareholders upon conversion of CCPS. The CCPS were allotted at ₹2,856 per CCPS aggregating to a total consideration of ₹ 194.92 million. Pursuant to a resolution passed by our Board dated March 13, 2025, and a special resolution passed by our Shareholders at an extra-ordinary general meeting held on March 14, 2025, each preference share of our Company of face value of ₹10 was sub-divided into 5 preference shares of face value of ₹2 each. Further, on March 17, 2025 our Company allotted bonus CCPS in the ratio of 35 preference shares for every 1 preference share held by the existing Shareholders as of the record date i.e., March 12, 2025. Accordingly, 12,285,000 Equity Shares were allotted upon conversion of CCPS.*
 # Adjusted for subsequent sub-division of equity shares.

IV. WACA, Floor Price and Cap Price

The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary issuances and secondary transactions as disclosed below:

Types of Transactions	WACA (₹ per Equity Share)*	No. of times at Floor Price (i.e., ₹ [●])^	No. of times at Cap Price (i.e., ₹ [●])^
Primary Issuances	NA	NA	NA
Secondary Transactions	NA	NA	NA
Since there were no primary transactions or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions (secondary transactions where our Promoters / the members of the Promoter Group, or other Shareholders of our Company with rights to nominate directors on our Board are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of the transaction			
Based on Primary Issuances	15.87*	[●] times	[●] times
Based on Secondary Transactions	2.00	[●] times	[●] times

** As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.*
^Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date of this Draft Red Herring Prospectus. To be updated at the Prospectus stage.

V. Detailed explanation for Offer Price/ Cap Price being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for Fiscals 2025, 2024 and 2023:

[●]*

**To be included upon finalization of the Price Band.*

VI. Explanation for the Offer Price/Cap Price, being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

**To be included upon finalisation of the Price Band.*

VII. The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of market demand from Bidders for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations"* on pages 37, 202, 284 and 386, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in "*Risk Factors*" on page 37 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: July 21, 2025

To,

The Board of Directors
Milky Mist Dairy Food Limited
(*formerly known as Milky Mist Dairy Food Private Limited*)
SF No. 43/1-4
Pattakaranpalayam, Perundurai
Erode – 638 057
Tamil Nadu, India

Dear Sirs/Madams,

Proposed initial public offering of equity shares of face value of ₹ 2 each (the "Equity Shares") of Milky Mist Dairy Food Limited (the "Company") (*formerly known as Milky Mist Dairy Food Private Limited*) and such offering, comprising of a fresh issue of the Equity Shares of the Company ("Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

We, VKS Aiyer & Co., Chartered Accountants, the Statutory Auditor of the Company, have been requested by the Company to issue a report on the special tax benefits (referred to as "**Statement**") available to the Company and its shareholders attached for inclusion in the Offer Documents (*defined below*) in connection with the Offer proposed to be undertaken in accordance with the Schedule VI, PART A, Clause 9(L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of the Companies Act, 2013, and the rules framed thereunder, each as amended. The Statement has been prepared by the management of the Company and has been verified by us.

The Statement showing the current position of tax benefits available to the Company and the shareholders of the Company as per the provisions of Indian direct tax and indirect tax laws including the Income Tax Act, 1961 and the Income-tax Rules, 1962 ("**IT Act**"), the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Customs Act, 1962, Customs Tariff Act, 1975, Foreign Trade Policy 2023 (as extended), each as amended (collectively, the "**Tax Laws**") including the rules, regulations, circulars and notifications issued in connection with the Tax Laws as presently in force in India and applicable to the assessment year 2026-27 relevant to the financial year 2025-26 for inclusion in the Offer Documents. These benefits are dependent on the Company, or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or its shareholders to exercise the option by fulfilling the conditions prescribed under Tax laws.

The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

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

We conducted our examination of the statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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

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

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.

iii) The revenue authorities / courts will concur with the views expressed therewith.

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.

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

Limitation:

Our views expressed in the Statement enclosed are based on the facts and assumptions indicated above. Our views are based on the existing provisions of the Tax laws presently in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

This report is addressed to the Board of Directors of the Company for inclusion of this report along with the accompanying Statement in the draft red herring prospectus, the red herring prospectus and the prospectus to be submitted by the Company with the Securities and Exchange Board of India, BSE Limited and the Registrar of Companies where the Company is registered or any other regulatory or statutory authority and/or in any other material used in connection with the Offer ("**Offer Documents**"), prepared in connection with the Offer and should not be used by any other person or for any other purpose.

We hereby give our consent to include this report and the enclosed Statement regarding the tax benefits available to the Company and its shareholders in the Offer Documents, provided that the above statement of limitation/ restriction on distribution or use is included in the Offer Documents.

Yours sincerely,

For VKS Aiyer & Co.,
Chartered Accountants
ICAI Firm Registration No.: 000066S

Kaushik Sidartha
Partner

Membership No. 217964
Peer Review Certificate No. 014446
UDIN: 25217964BMJLAO6724

Place: Coimbatore
Date: 21-07-2025

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO MILKY MIST DAIRY FOOD LIMITED (THE "COMPANY") (*formerly known as Milky Mist Dairy Food Private Limited*) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No. Details of tax laws

1. Income-tax Act, 1961 and Income-tax Rules,1962
2. Central Goods and Service Tax Act, 2017
3. Union Territory Goods and Services Tax Act, 2017
4. State Goods and Service Tax Act, 2017
5. Integrated Goods and Service Tax Act, 2017
6. Customs Act, 1962
7. Customs Tariff Act, 1975
8. Foreign Trade Policy 2023

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS") IN INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Tax Laws. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

1. **Special direct tax benefits available to the Company**

a) Lower Corporate Tax under Section 115BAA of the Income Tax Act, 1961

The Company is currently paying tax under at the rate of 34.94% or in the alternative on book profits computed as per section 115JB. at the rate of 17.47%. The Company would be evaluating its options to migrate to the lower tax regime under Section 115BAA, wherein the Company would be subjected to lower tax rate of 25.168 % as against 34.94 % under normal rates. The migration to the new tax regime would depend on the budgeted capital expenditure towards project expansion. This could result in lower tax outflow as and when the Company opts for the lower tax regime.

b) Deductions in respect of employment of new employees under Section 80JJAA of the Income Tax Act, 1961

As per section 80JJAA of the Income Tax, 1961, the company is entitled to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in the previous year, for 3 assessment years including the Assessment year relevant to the previous year in which such employment is provided, subject to the fulfillment of the prescribed conditions therein.

The deduction under Section 80JJAA is available even if the company choses to pay tax under Section 115BAA (lower corporate tax)

2. **Special direct tax benefits available to Shareholders**

a) Dividend Income

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in the case of domestic corporate shareholder, benefit of deduction under section 80M of the Income Tax Act, 1961 would be available on fulfilling certain conditions.

In case of the shareholders who are individuals, Hindu Undivided Family, Association of person, Body of Individuals whether incorporated or not and every artificial juridical person, the surcharge would be restricted to 15% irrespective of the amount of dividend.

b) Tax on Capital Gains

As per section 112A of the Income Tax Act, 1961, Long Term Capital Gains ('LTCG') arising from the transfer of equity shares shall be taxable at 12.5% where such aggregate capital gains exceed INR 1.25 lakhs in a year, subject to fulfilment of certain conditions.

Further, the Finance Act 2025 restricts surcharge to 15% in respect of LTCG arising from any capital asset.

Except as mentioned in the above and apart from the tax benefits available to each class of shareholders as such, there are no special tax benefits for the shareholders.

STATEMENT OF POSSIBLE SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND SHAREHOLDERS OF THE COMPANY

The Statement of possible tax benefits enumerated below is per the Central Goods and Services Tax Act, 2017 (“**CGST Act**”), the Integrated Goods and Services Tax Act, 2017 (“**IGST Act**”), the Union Territory Goods and Services Tax Act, 2017 (“**UTGST Act**”), respective State Goods and Services Tax Act, 2017 (“**SGST Act**”) (All these legislations collectively referred to as “**GST Legislation**”), the Customs Act, 1962, the Customs Tariff Act, 1975 ("**Customs Tariff Act**”) and Foreign Trade Policy, 2023 (as amended) (collectively referred to as “**Indirect Tax**”) as amended from time to time

I. Special Indirect tax benefits available to the Company

a. Import of capital goods without payment of customs duty under Export Promotion Capital Goods Scheme (“EPCG Scheme”)

The Company has obtained EPCG authorization (license) from Directorate General of Foreign trade (“DGFT”) towards availing the benefit of duty-free import of capital goods falling under HSN code 90248099, 84122100 and 85158090.

The EPCG scheme allows an importer to import capital goods without payment of Customs Duty for production of goods. The imports under EPCG Scheme are subject to an Export Obligation (“EO”) equivalent to six times of duties, taxes and cess saved on capital goods which is required to be fulfilled within six years from date of issue of license. Further, the license is valid for undertaking import of goods for 24 months from the date of issue of license.

II. Special Indirect tax benefits available to shareholders

There are no special tax benefit available to the current shareholders of the Company under the Indirect Tax Laws

NOTES:

1. The above is as per the current Tax Laws.
2. The above Statement of possible special tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of equity shares of the Company.
3. The above statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian Company.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement (“DTAA”), if any, between India and the country in which the non-resident has fiscal domicile.
5. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/ her investment in the shares of the Company.
6. 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.

For Milky Mist Diary Food Limited
(*formerly known as Milky Mist Dairy Food Private Limited*)

Sathishkumar T
Chairman and Managing Director

SECTION V: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Value Added Dairy Products Industry Report" dated July 21, 2025 (the "**1Lattice Report**") prepared and issued by Lattice Technologies Private Limited, pursuant to an engagement letter dated January 16, 2025. The 1Lattice Report has been exclusively commissioned and paid for by our Company in connection with the Offer. The data included herein includes excerpts from the 1Lattice Report and may have been re-ordered for the purposes of presentation. A copy of the 1Lattice Report will form part of the material documents for inspection and is available on the website of our Company at https://www.milkymist.com/ipo. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the 1Lattice Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. While preparing the report, 1Lattice has also sourced information from publicly available sources, including our Company's financial statements available publicly.*

For further information, see "- Certain sections of this Draft Red Herring Prospectus disclose information from the 1Lattice Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 76. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation –Industry and Market Data" on page 19.

Macroeconomic overview

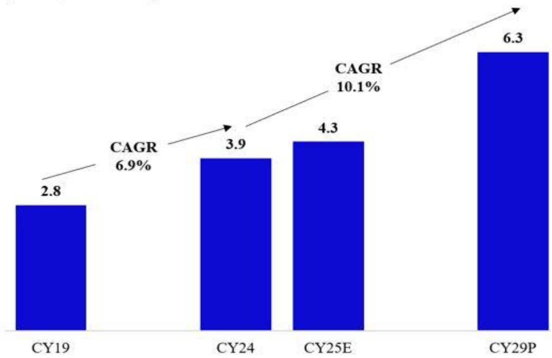
The global real GDP is expected to rise at a CAGR of approximately 3.1% from CY24-29, while India is expected to be the fastest growing economy with a growth rate of 6.4% from CY24-29

Global real Gross Domestic Product ("**GDP**") in CY24 increased by 3.3%, despite challenges such as higher interest rates, tighter financial conditions, and geopolitical tensions, whereas India is expected to sustain the highest growth rate, with its real GDP year-on-year growth rate at 6.5% in CY24, expected to grow at 6.4% till CY29. The rise in the growth rate is attributed to growing working-age population, rising consumer spend, technology advancement and digital economy and sustained infrastructure investments. Additionally, strong consumer spending patterns and a gradual shift toward premium products are subtly shaping the economic landscape, further supporting growth projections.

Real GDP growth – India, China, Germany, USA, UK, World
(Y-o-Y growth %, CY18-29P)

Top economies	India	China	Germany	USA	UK	World
CY18	6.5%	6.8%	1.1%	3.0%	1.4%	3.7%
CY19	3.9%	6.1%	1.0%	2.6%	1.6%	2.9%
CY20	-5.8%	2.3%	-4.1%	-2.2%	-10.3%	-2.7%
CY21	9.7%	8.6%	3.7%	6.1%	8.6%	6.6%
CY22	7.6%	3.1%	1.4%	2.5%	4.8%	3.6%
CY23	9.2%	5.4%	-0.3%	2.9%	0.4%	3.5%
CY24	6.5%	5.0%	-0.2%	2.8%	1.1%	3.3%
CY25E	6.2%	4.0%	0.0%	1.8%	1.1%	2.8%
CY26P	6.3%	4.0%	0.9%	1.7%	1.4%	3.0%
CY27P	6.5%	4.2%	1.5%	2.0%	1.5%	3.2%
CY28P	6.5%	4.1%	1.2%	2.1%	1.5%	3.2%
CY29P	6.5%	3.7%	1.0%	2.1%	1.4%	3.2%

India's Nominal GDP (at current prices)
(US$ T, CY19-29P)



India is currently the fourth largest economy in the world in CY24 and is expected to be the third largest by CY28

Source(s): International Monetary Fund, 1Lattice analysis

India's GDP is expected to reach US$ 7 trillion by CY30 as per government targets. By CY28, India is expected to be third largest economy due to rapid GDP growth, strong domestic consumption & robust growth in various sectors. India's nominal GDP (at current prices) grew from US$ 2.8 trillion to US$ 3.9 trillion between CY19 and CY24 on the back of robust reforms like GST, corporate tax revision, and revised FDI limits. It is further estimated to reach US$ 6.3 trillion by CY29 with 10.1% CAGR from CY24-29 due to increased government and consumer spending.

Key growth drivers

Population growth & expanding middle class: India's growing population, especially the expanding middle class, is increasing and boosting consumer-driven growth. India's middle class is expected to reach 715 million (47%) by CY30, from 432 million (31%) in CY21.

Rising consumer spending: India's consumer spending is expected to surge from US$ 2.4 trillion in CY24 to US$ 4.3 trillion by CY30. This growth is driven by increasing household incomes, a youthful demographic, and rapid urbanization.

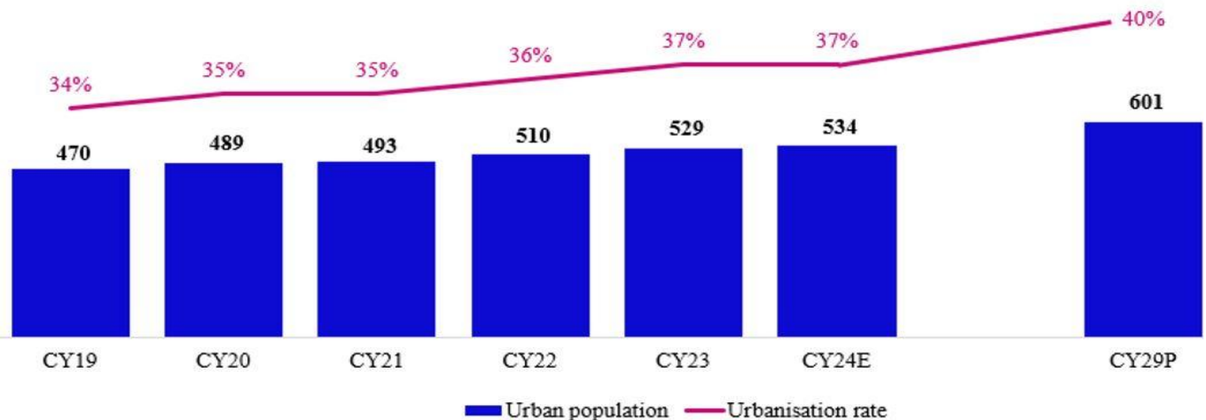
Technological advancements & digital economy: The Union Budget 2025-26 reinforces the digital economy's critical role in India's growth, aligning with projections that it will expand from 4.5% of GDP in CY14 to 20% by CY30. Budgetary measures focus on enhancing digital infrastructure, promoting AI and deep tech innovation through initiatives like the Deep Tech Fund of Funds, bridging the digital divide with expanded broadband access, and fostering digital skills. These investments aim to directly support the projected growth trajectory, ensuring technological advancements drive significant GDP contributions.

Foreign Direct Investment (FDI) & 'Make in India': FDI inflows, supported by initiatives like 'Make in India', boost industrial growth, employment, and exports, thereby, strengthening the economy. Since the inception of "Make in India", the nominal GDP of India has increased from US$ 2.0 trillion in CY14 to US$ 3.9 trillion in CY24.

India's urban population share is set to rise from approximately 37% in CY24 to 40% in CY29

The share of the urban population in India as a percentage of the overall population is expected to rise from approximately 37% in CY24 to 40% in CY29. The urban shift is driving the rise of an organized market and premiumization, thereby leading to higher consumption of value-added dairy products and catering to the growing demand for upgraded lifestyles and modern amenities. The evolution of smart cities, coupled with digitalization and shifting consumer preferences, is reshaping the market landscape.

Urban Population & urbanization rate in India
(million,%, CY19-2029P)

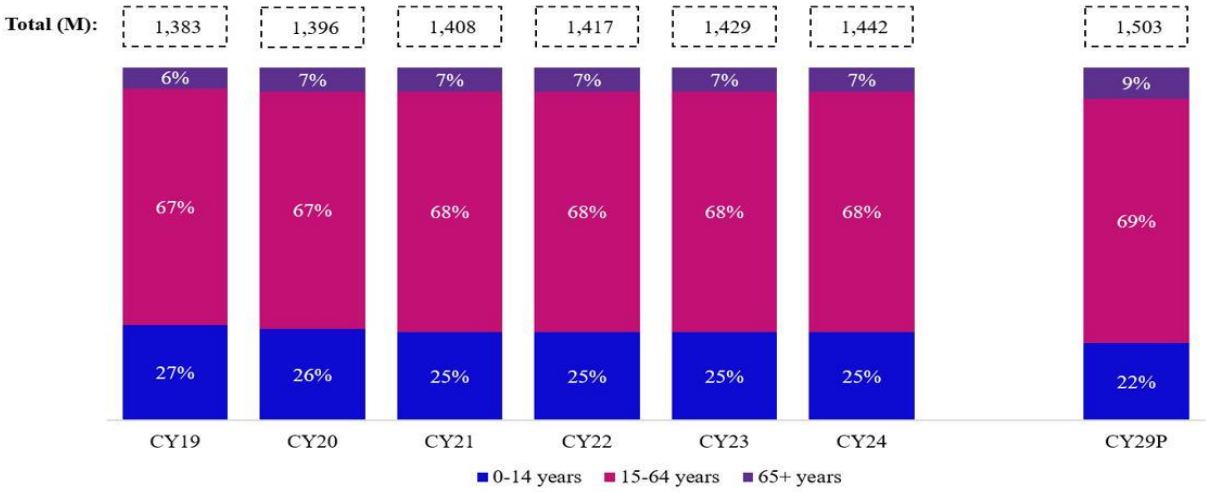


Source(s): World Bank, 1Lattice analysis

The working-age demographic, encompassing individuals aged 15 to 64 years, has consistently represented a significant majority of the population between CY19-24

In CY19, the population stood at 1,383 million, increasing to 1,442 million in CY24. By CY29, it is projected to reach 1,503 million. The working-age group (15 to 64 years) remains the largest segment, accounting for 67% to 68% of the population during CY19-24, while the child (0 to14 years) and elderly (64+ years) groups represent 25% to 27% and 6% to 7%, respectively. The proportion of the 15 to 64 age group is expected to rise to approximately 69% by CY29, further reinforcing India's demographic advantage, with a young and dynamic workforce poised to drive economic growth.

Share of household by age – India
(%, CY19-29)



Source(s): World Bank data, International Monetary Fund, 1Lattice analysis

In CY24, India remained a significantly younger nation with a median age of 29.2 years, compared to other major economies—China at 40.2 years, Germany at 46.8 years, UK at 40.8 years and USA at 38.9 years. This youthful demographic gives India a distinct advantage, with a larger share of its population in the productive working-age group. The combination of rising incomes, evolving lifestyles, and an active workforce is fuelling economic growth and shaping consumer and market dynamics in transformative ways.

India's per capita income stood at approximately US$ 2.7 Thousand in CY24 and is expected to reach approximately US$ 4.1 Thousand by CY29, leading to an increase in the disposable incomes along with the propensity to consume

India's per capita income is expected to rise from approximately US$ 2.7 thousand in CY24 to approximately US$ 4.1 thousand by CY29 growing at a CAGR of 8.6%, driven by strong manufacturing, higher agricultural output, and robust government spending, making it the fastest-growing major economy, followed by China (5.7%), the UK (4.5%), the USA (3.5%), and Germany (3.0%).

Global GDP per capita – Top economies
(US$, CY19-29P)

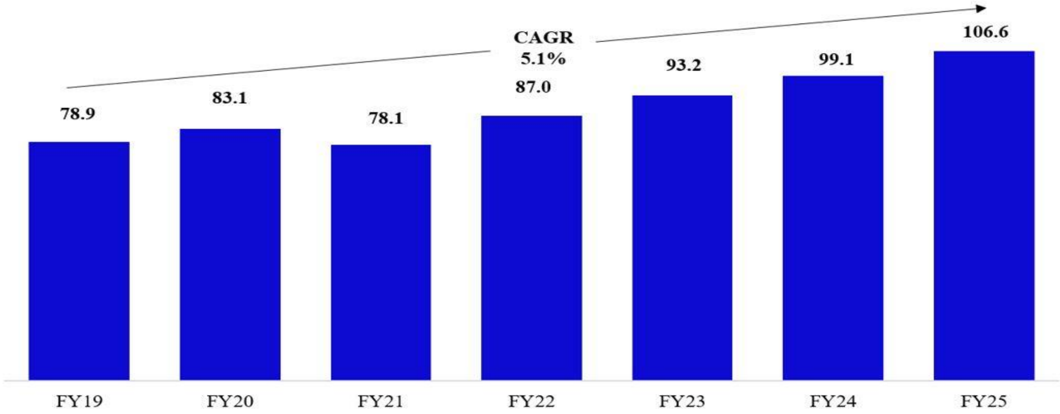
Top economies	CY19	CY24	CY25E	CY29P	CAGR CY19-24	CAGR CY24-29P
India	2,050	2,710	2,880	4,090	5.7%	8.6%
China	10,330	13,310	13,690	17,580	5.2%	5.7%
UK	42,710	52,650	54,950	65,720	4.3%	4.5%
Germany	47,630	54,990	55,910	63,650	2.9%	3.0%
USA	65,560	85,810	89,110	1,01,880	5.5%	3.5%

Source(s): International Monetary Fund, 1Lattice analysis

In Fiscal 2025, Private Final Consumption Expenditure ("PFCE") in India reached ₹ 106.6 trillion, reflecting a significant growth from Fiscal 2019, when it stood at ₹ 78.9 trillion

In Fiscal 2025, India's PFCE rose to ₹ 106.6 trillion, marking substantial growth from ₹ 78.9 trillion in Fiscal 2019, with a CAGR of 5.1%. After a slight dip in Fiscal 2021 to ₹ 78.1 trillion due to the pandemic's economic impact, consumption rebounded strongly, increasing to ₹ 87.0 trillion in Fiscal 2022. The rising expenditure reflects a recovery driven by improved consumer sentiment, increasing disposable income and government measures to stimulate economic activity.

Private final consumption expenditure in India
(₹ trillion, Fiscal 2019-2025)



Source(s): MoSPI, 1Lattice analysis

India's PFCE accounts for 60.3% of its real GDP, reflecting the significant role of domestic consumption in driving economic growth. This is comparable to the UK (61.1%) and moderately below the US (67.9%), where consumption-led economies dominate. India's PFCE also exceeds the global average of 56.5%, underscoring its strong consumption-driven economy amidst rising disposable incomes and a growing middle class, and a higher workforce population. Within India's PFCE, food expenditure constitutes the largest share, accounting for 29% of total expenditure in Fiscal 2023. This highlights the essential nature of food in household consumption patterns. This trend not only emphasizes the prioritization of essential consumption but also showcases the critical link between food consumption and India's broader economic sectors, including agriculture, dairy, and food processing.

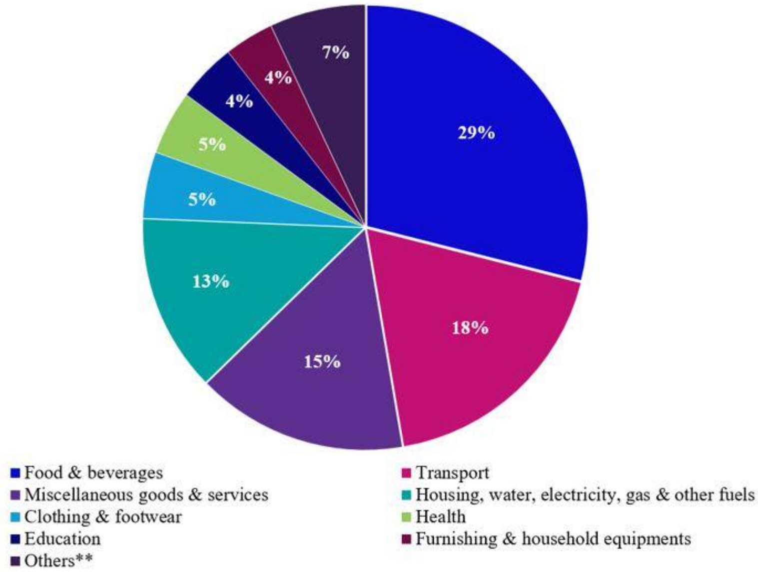
A key indicator of accelerating consumption growth is GDP per capita crossing the ₹ 166,000 (US$ 2,000) mark, a threshold that has historically triggered rapid expansion in consumer demand across major economies. China, for instance, experienced super-normal PFCE growth at a approximately 20% CAGR for five years after surpassing this level in 2006, as rising incomes fuelled higher spending across discretionary categories like apparel, packaged food & beverages, and personal care. India exceeded this benchmark in 2019 and again in 2021, following a temporary decline due to the pandemic. Given these precedents, India is poised for a similar trajectory of accelerated PFCE growth, driven by increasing financial stability, evolving consumer preferences, and deeper penetration of aspirational and premium product categories.

India's large and growing population underscores the critical role of food expenditure, particularly on dairy products. Increasing awareness of health and sustainability has further driven this trend, leading to consistent growth in the demand for nutrient-rich and protein-packed options like milk & milk products, which remains a staple in Indian households.

In Fiscal 2023, foods & beverages accounted for 29% of the total PFCE due to strong demand for food items

India's consumption basket for Fiscal 2023, revealed that food and beverages constituted the largest share at 29%, underscoring the priority given to daily nutrition and dietary needs by Indian households. Transport accounted for a significant 18%, likely reflecting increased vehicle ownership and usage, followed by miscellaneous goods & services, which includes personal care and financial services at 15% and housing, water, electricity, gas, and other fuels at 13%. Clothing & footwear and health account for 5% each, while the remaining 15% is attributed to other categories, including education, household equipment, etc. This dominance of food expenditure underscores the importance of the food and beverage sector in the Indian economy and reflects traditional eating habits and income levels.

Total Private Final Consumption Expenditure
(%, Fiscal 2023*)

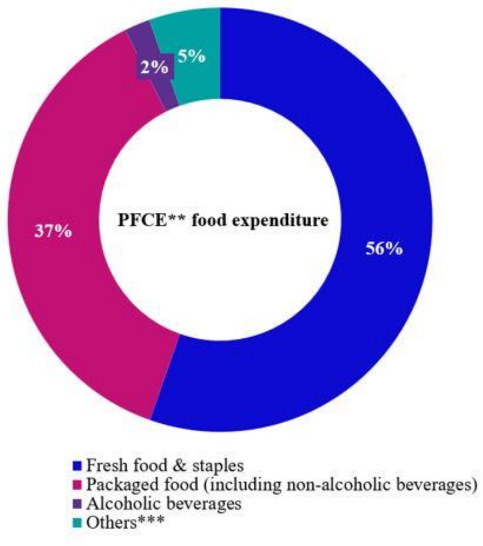


Note(s): *FY24 data is unavailable, **Others include communication, restaurants & hotels, tobacco & narcotics and recreation & culture
Source(s): MoSPI, 1Lattice analysis

In Fiscal 2023, packaged food accounted for 37% of the PFCE of food

In Fiscal 2023, fresh food & staples held the largest share of PFCE of food at 56%. This was followed by the packaged food segment, comprising milk & value-added dairy products, processed foods, chocolates & confectionery and non-alcoholic beverages, representing 37% of the total PFCE share. Within the packaged food segment, milk and value-added dairy products constitute 57% of the category. Alcoholic beverages constituted 2% while, others category which encompasses edible oils, cooking ingredients accounted the remaining 5%. These figures underscore the growing consumer preference for convenience-driven and value-added food products, reinforcing the dominance of packaged foods in the overall food consumption landscape.

Private Final Consumption Expenditure – food breakup
(%, Fiscal 2023*)



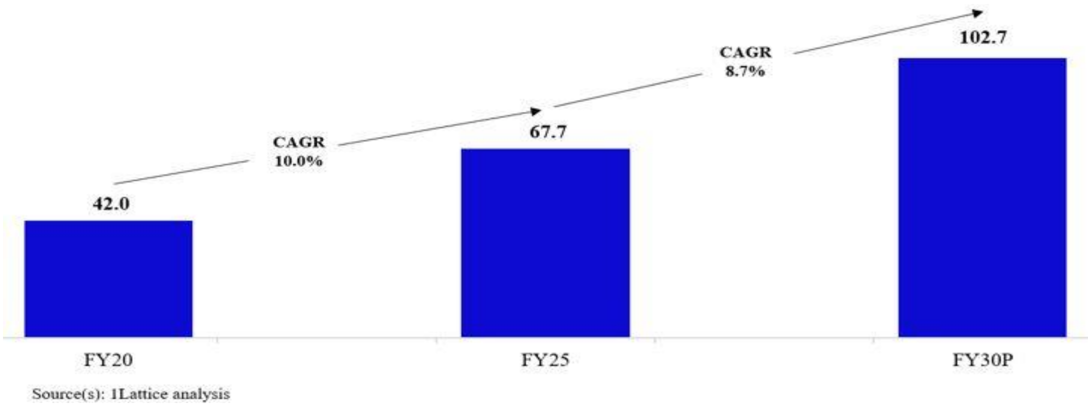
Note(s):*FY24 data is unavailable, **Excludes restaurant, hotel, café, institutional & commercial sales and government subsidies reduce household spending, ***Others include cooking ingredients
Source(s): MoSPI, 1Lattice analysis

Overview of the packaged food market in India

Indian food and beverage market is valued at ₹ 67.7 trillion in Fiscal 2025 and is expected to grow to ₹ 102.7 trillion by Fiscal 2030 at a CAGR of 8.7%

Food and beverage (F&B) is one of the fastest-growing sectors in India. It's a diverse market with a wide range of products, catering to various tastes, preferences and demographics. The F&B market includes segments such as packaged foods, alcoholic beverages, fresh foods, staples, etc. It accounted for approximately 3% of the total GDP in CY24.

Food and beverage market size – India
(₹ trillion, Fiscal 2020-2030P)

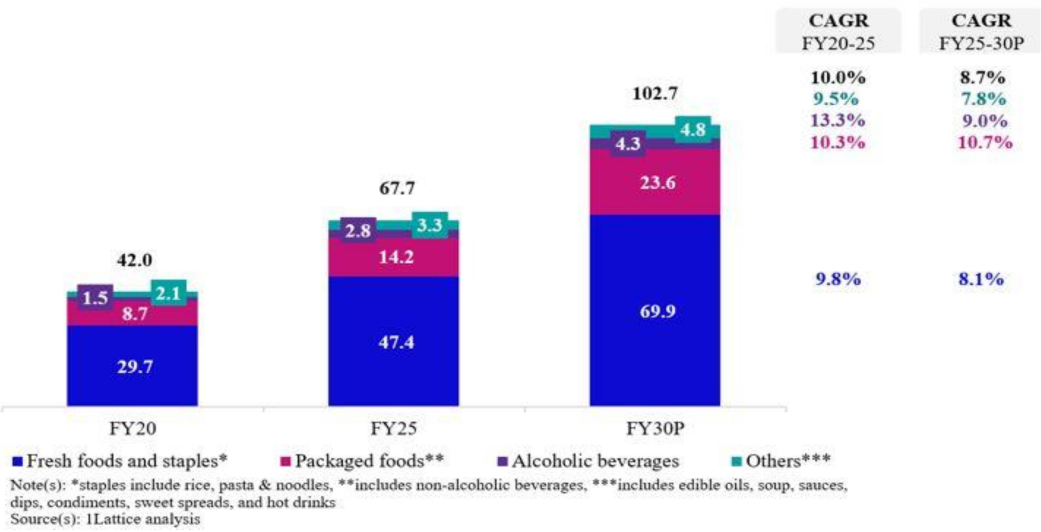


The F&B market is estimated to be ₹ 67.7 trillion in Fiscal 2025 and is projected to reach ₹ 102.7 trillion by Fiscal 2030, growing at a CAGR of 8.7% between Fiscal 2030. Rising disposable income, changing consumer preferences, health and wellness trends and government initiatives & regulations are driving the growth of the F&B market.

The packaged food market is estimated to be ₹ 14.2 trillion in Fiscal 2025 and is projected to grow at a CAGR of 10.7% between Fiscal 2030

Packaged foods comprise of milk & value-added dairy products, chocolate & confectionery, snacks & sweets, baked goods & biscuits, RTE / RTC and non-alcoholic drinks. The Indian packaged food market is being valued at ₹ 14.2 trillion in Fiscal 2025 and is projected to grow at a CAGR of 10.7% between Fiscal 2030, reaching 23.6 trillion by Fiscal 2030. This category is expected to be the fastest-growing segment in the F&B market, driven by increasing consumer demand for convenience and variety in food options.

F&B market segmentation – India
(₹, trillion, Fiscal 2020-2030P)



Key growth drivers of the packaged food market

The packaged food market is experiencing rapid growth, driven by urbanization, busy lifestyles, consumer convenience, advancements in packaging technology & product innovation, expansion of quick commerce and e-commerce, and supportive government initiatives. Demand for convenient and premium products, including dairy value-added items and chocolates, is also contributing to this growth. Flavoured fruit yogurts, Greek yogurts, cheese, and gourmet chocolates are gaining popularity, supported by innovations in packaging and distribution. Additionally, government initiatives like the Production Linked Incentive Scheme for Food Processing Industry (PLISFPI) are accelerating the sector's overall expansion.

- **Urbanization**

  The share of the urban population in India has increased from 34% in CY19 to 37% in CY24 and expected to reach approximately 40% in CY29. As urbanization grows and dual-income households become more common, consumers are increasingly prioritizing both convenience and nutrition, contributing to market expansion. Packaged foods have become essential in meeting these evolving dietary needs.

- **Busy lifestyle & consumer convenience**

  India's packaged food market is experiencing significant growth due to busy lifestyles and the increasing preference for store-bought value-added dairy products like paneer, curd, butter, ghee, etc. The demand for RTE meals, instant snacks, and beverages is also rising, particularly among working professionals and nuclear families seeking convenience.

- **Focus on health & wellness**

  With increasing consumer awareness about nutrition, lifestyle diseases, and overall well-being, the packaged food market in India is witnessing a shift toward healthier options. A rising middle class & higher disposable incomes are driving demand for products with low sugar, low fat, high protein & added functional benefits like probiotics or immunity boosters. This change in consumer preferences is prompting food companies to innovate and reformulate offerings to cater to clean-label, organic & fortified foods, making health-focused products a major segment propelling industry growth.

- **Tech advancement & product innovation**

  Advancements in packaging technology have improved the shelf life, safety, and appeal of packaged foods in India. Techniques like vacuum sealing and nitrogen flushing help preserve freshness and reduce food wastage. For chocolates, temperature-resistant packaging prevents melting in hot climates, ensuring quality. With growing demand for premium chocolates & gourmet treats, brands are investing in eco-friendly solutions and innovative designs like resealable pouches and portion-controlled packs to attract health-conscious consumers and enhance convenience.

- **Expansion of modern retail, quick commerce and e-commerce**

  E-commerce and quick commerce are revolutionizing convenience & improving accessibility, with India's quick commerce market set to reach approximately ₹ 5 billion in Fiscal 2025 driven by digital adoption and fast delivery. Consumers can easily access snacks, dairy VAP products like paneer, cheese, curd, etc., RTE meals, and health-focused products. Beyond e-commerce, supermarkets and hypermarkets are playing a crucial role in expanding access to packaged foods. These stores offer well-organized shelves, product variety, and frequent discounts, attracting both urban and semi-urban shoppers.

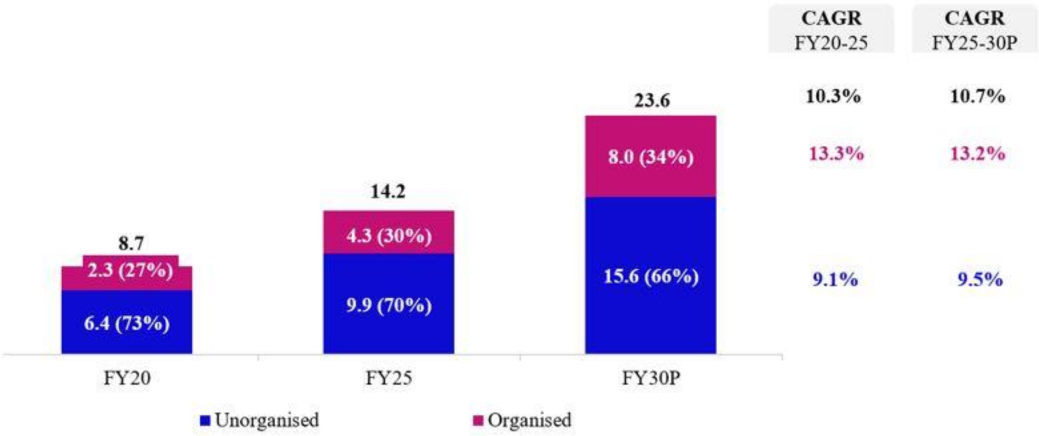
- **Government support and policy initiatives**

  The Ministry has implemented three major schemes to promote the food processing sector: Pradhan Mantri Kisan SAMPADA Yojana (PMKSY), Pradhan Mantri Formalization of Micro Food Processing Enterprises (PMFME) scheme, and Production Linked Incentive Scheme for Food Processing Industry (PLISFPI) Scheme. PLISFPI was approved by the Union Cabinet in March 2021 with a budget of ₹ approximately 11 thousand Cr, to be implemented from Fiscal 2027. These schemes offer comprehensive support across the entire food processing value chain, aiding the food industry in meeting international quality and safety standards for their food products. Additionally, the Animal Husbandry Infrastructure Development Fund (AHIDF) provides a 3% interest subvention to eligible beneficiaries for establishing dairy processing & value-addition infrastructure and this subvention is applicable for up to 8 years.

As of Fiscal 2025, organized players account for approximately 30% of India's packaged food market with the market value of ₹ 4.3 trillion and it is expected to reach ₹ 8.0 trillion by Fiscal 2030 with 13.2% CAGR

As of Fiscal 2025, unorganized players account for approximately 70%, ₹ 9.9 trillion of India's packaged food market. These unorganized players cater to regional preferences with cost-effective offerings but face challenges like limited distribution capability. Regulatory reforms such as GST, demonetization and the COVID-19 pandemic have accelerated market formalization, driving the growth of organized players. Organised market is valued at ₹ 4.3 trillion in Fiscal 2025 and is projected to grow at 13.2% CAGR, reaching ₹ 8.0 trillion by Fiscal 2030. Organized entities, including FMCG companies, emphasize branded products, innovation and efficient supply chains, offer high-quality, hygienic and healthy functional products including protein-based products.

Packaged food market segmentation by organization type – India
(₹ trillion (%), Fiscal 2020-2030P)

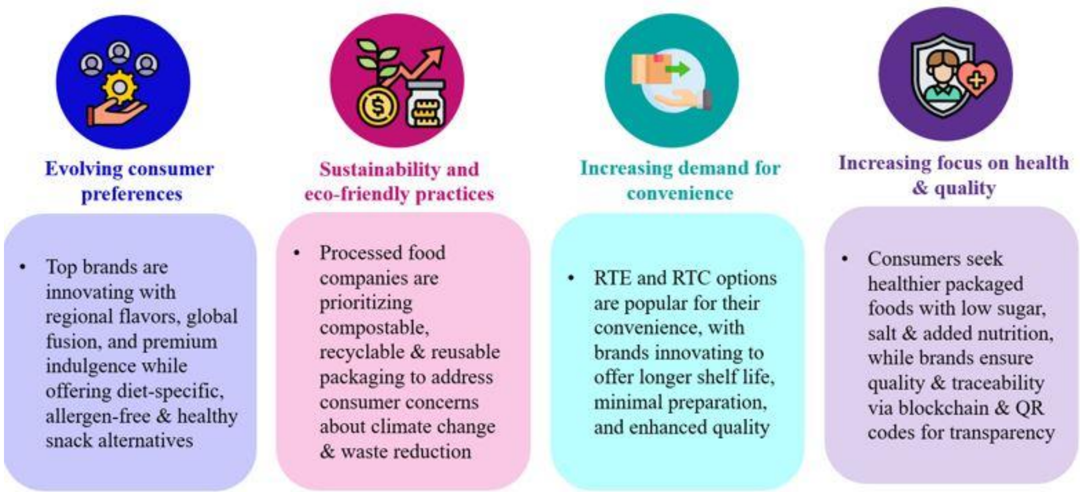


Source(s): 1Lattice analysis

Emerging trends in the packaged food market

The packaged food market is undergoing significant transformation due to changing consumer preferences, growing demand for sustainable packaging, convenience, and a stronger focus on health and quality. Brands are prioritizing sustainable packaging, catering to evolving consumer preferences, and direct-to-consumer (D2C) models. Advancements in packaging technologies are extending shelf life while simultaneously catering to consumer demand for convenience and longer-lasting products.

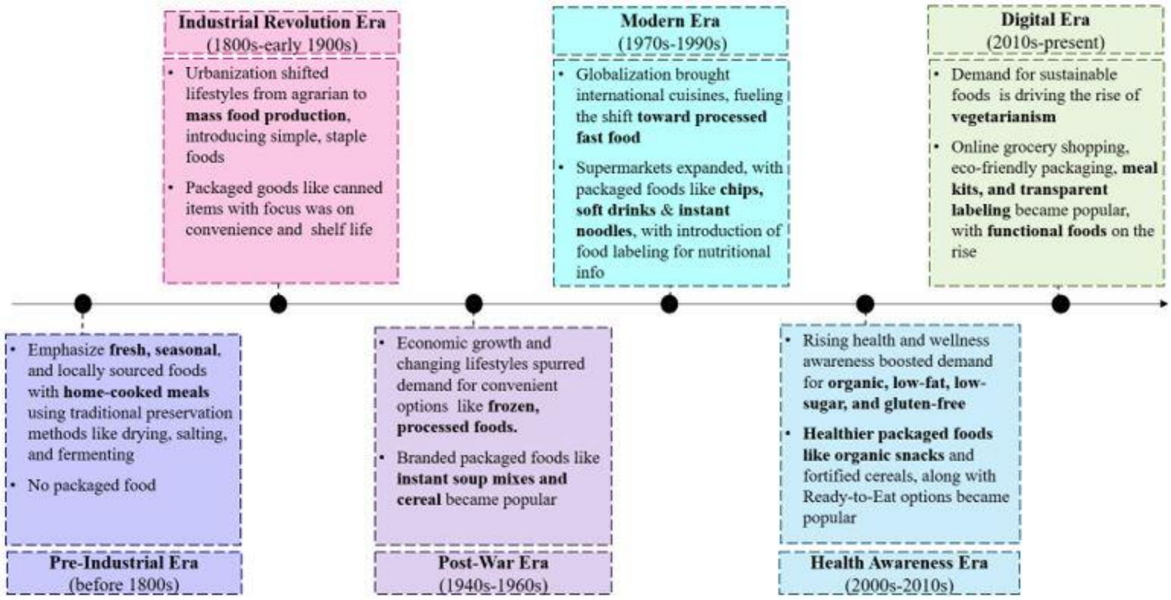
Key trends in the packaged food market



Changes in dietary patterns and habits

The evolution of human diets mirrors societal and technological progress. In the pre-industrial era, diets focused on fresh, locally sourced foods that were preserved naturally. The Industrial Revolution introduced canned goods and mass production, offering convenience and longevity. The post-war boom brought frozen meals and processed foods for busy lifestyles, while the modern era saw globalization, driving a surge in instant snacks and beverages. With growing health awareness, particularly regarding protein intake and fitness, there has been a shift towards organic, low-sugar, and diet-specific packaged foods and dairy products. Today, the digital era champions eco-friendly and functional foods, reflecting priorities like transparency, high quality, ethical sourcing, protein-rich and personalized nutrition.

Evolving dietary patterns and habits



India lags behind global peers in the protein intake and approximately 80% of the population do not meet their daily protein requirements

Protein is a vital macronutrient essential for overall health, playing a key role in muscle growth, tissue repair, immune function, and various metabolic processes. On average, an individual needs 0.86 to 1.0 grams of protein per kilogram of body weight daily to maintain a healthy lifestyle. However, approximately 80% of the population falls short of their daily protein requirements, with current consumption being around 65% to 75% of the recommended 0.86 to 1.0 grams of protein per kilogram of body weight. Additionally, India's per capita protein consumption is below than global averages.

This disparity presents a significant opportunity for growth, as India's dietary patterns remain heavily carbohydrate-centric, influenced by economic factors, affordability, and accessibility. To bridge the protein gap, India can enhance dietary diversity, boost nutritional awareness, and promote protein-rich foods. However, the young population is increasingly adopting protein-rich diets to combat malnutrition and improve health. Foods like eggs, milk & value-added dairy products, lentils & millets are gaining popularity as people become more conscious of protein's role in immunity and muscle strength. This shift aims to improve overall well-being across diverse communities with balanced nutrition, supporting stronger immunity.

Milk and value-added dairy products are key to addressing inadequate protein intake in India

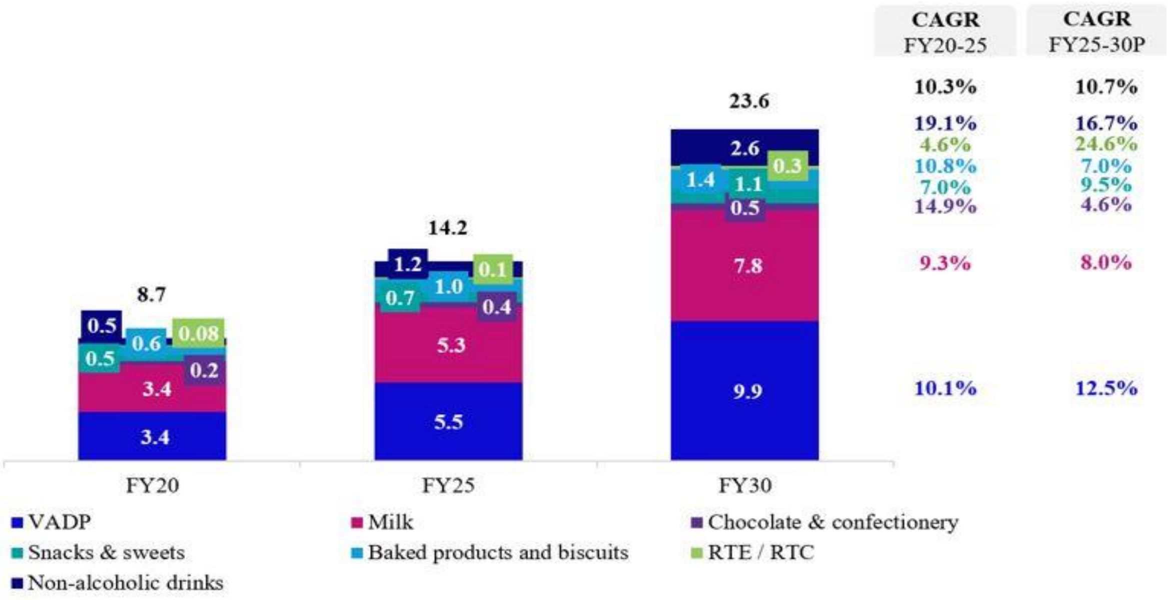
Dairy products are one of the key sources of high-quality protein for India's predominantly vegetarian population. Milk, yogurt, cheese, and value-added products provide easily digestible proteins, along with essential nutrients like calcium, vitamin D, and potassium. These nutrients are crucial for improving protein intake and overall health. Promoting awareness of the nutritional benefits of dairy and incorporating options like Greek yogurt, paneer and low-fat milk into daily diets can help bridge the protein gap and enhance overall health outcomes.

India's dairy industry is a major contributor to the nation's expanding protein consumption, offering a dependable and economical source of high-quality protein through products such as milk, paneer, and curd. The dairy sector benefits from robust production capabilities and an efficient supply chain, ensuring consistent availability. With increasing income levels and a growing focus on nutrition, dairy will continue to be the primary driver of protein consumption, supporting the country's overall dietary evolution.

Packaged food market segmentation by category

As of Fiscal 2025, marketable milk and value-added dairy products (VADP) are valued at ₹ 5.3 trillion and ₹ 5.5 trillion respectively, together accounting for 76% of the overall packaged food market. Followed by non-alcoholic drinks (8%) and baked products & biscuits (7%). The RTE / RTC market is valued at ₹ 0.1 trillion while the non-alcoholic drinks segment is valued at ₹ 1.2 trillion in Fiscal 2025, both the segments are projected to be the fastest-growing segments in the overall packaged food market with a CAGR of 24.6% & 16.7% by Fiscal 2030 due to a lower consumer base. VADP segment is expected to be among the fast-growing segments within packaged foods because of the rising disposable incomes & changing dietary preferences with a projected CAGR of 12.5% over the same period.

Packaged food market segmentation – India
(₹ trillion, Fiscal 2020-2030P)



Source(s): 1Lattice analysis

Milk and value-added dairy products have the largest share (approximately 76%) of the packaged food market as of Fiscal 2025

In Fiscal 2025, milk and value-added dairy products account for the largest share (approximately 76%) of the Indian packaged food market. The milk market is valued at ₹ 5.3 trillion in Fiscal 2025 and is estimated to be valued at ₹ 7.8 trillion in Fiscal 2030, growing at a CAGR of 8.0% between Fiscal 2030. The value-added dairy products account for 51% of the total dairy market as of Fiscal 2025, with the VADP market being valued at ₹ 5.5 trillion and is expected to grow at a faster rate than milk, with a CAGR of 12.5% over Fiscal 2030. The growth is driven by rising health & nutrition awareness, increasing innovation, premiumization of products, demand for convenient food options, etc.

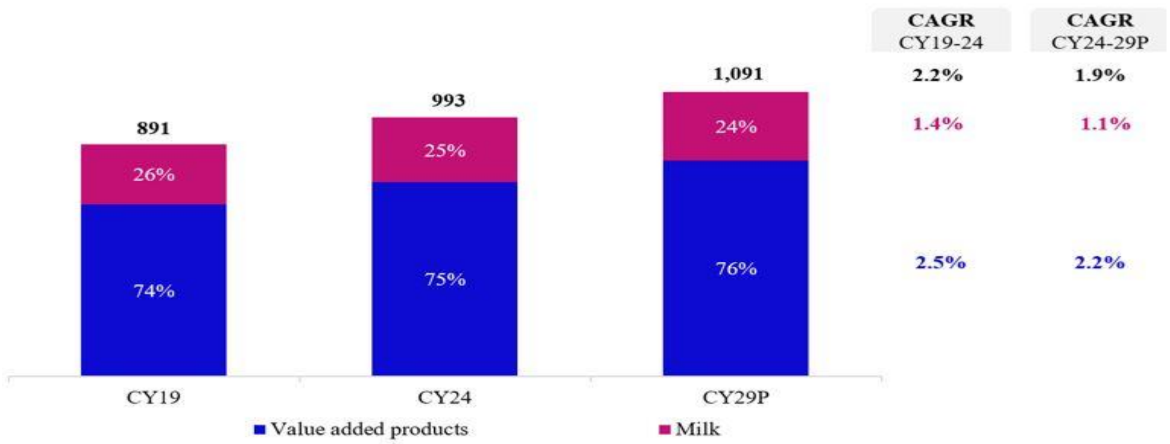
The dairy industry plays a significant role in India's economy, contributing 5% to the total GDP & approximately 23% to 25% of the agricultural GDP and providing livelihood support to approximately 8 Cr farmers, driving rural income and employment. The demand for value-added dairy products like cheese, yogurt, paneer, ice cream, ghee is surging, driven by urban expansion, evolving preferences, and protein-rich diets. With rising health awareness and convenience needs, this segment is growing faster than liquid milk. The expansion of quick-service restaurants (QSRs), café culture, and dairy innovations further fuels its growth, making it a key driver of India's dairy industry. Additionally, a growing awareness of health and nutrition has led to a surge in the demand for high-protein dairy products, which are gaining popularity among health-conscious consumers. As a result, the value-added dairy products industry is positioned to continue its robust growth, reflecting broader shifts in consumer preferences and the evolving economic landscape.

Overview of the dairy industry

The global dairy market is projected to grow from US$ 993 billion in CY24 to US$ 1,091 billion by CY29, driven by rising consumer demand and product innovation

The global dairy market has shown steady growth over the years, driven by increasing demand for dairy products such as liquid milk, cheese, butter, yogurt, ice cream, etc. The market was valued at US$ 891 billion in CY19 and has expanded consistently, reaching US$ 993 billion in CY24. Looking ahead, the industry is projected to grow further, reaching approximately US$ 1,091 billion by CY29, reflecting a CAGR of approximately 1.9% from CY24-29. Currently, milk constitutes 25% of total dairy production, while value-added products account for 75%. By CY29, milk's share is expected to decline to 24%, with value-added dairy products growing at a CAGR of 2.2% from CY24 to CY29, driven by evolving consumer preferences and premiumization in the dairy sector.

Global dairy market segmentation
(US$ billion, CY19-29P)

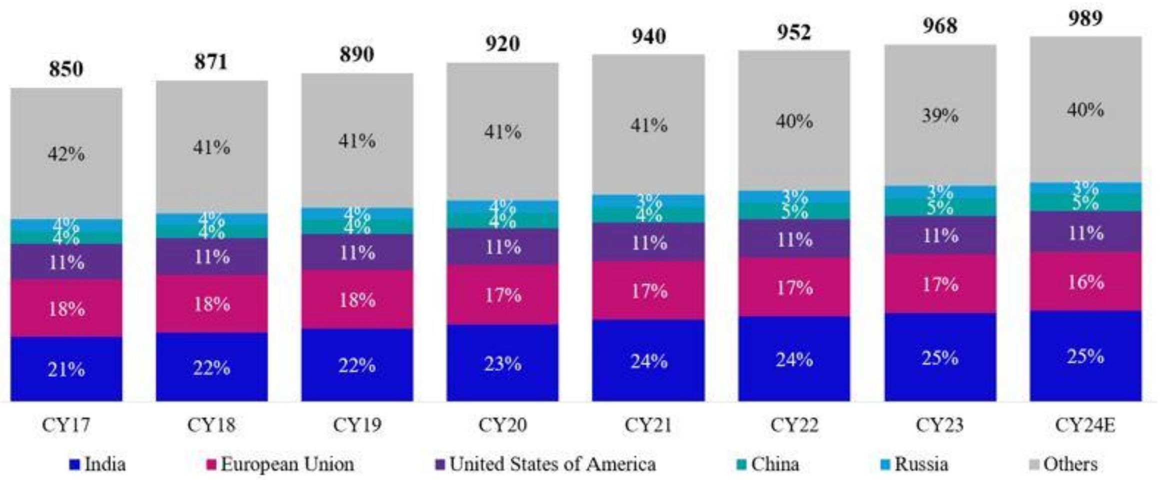


Source(s): 1Lattice analysis

India is the world's largest milk producer, contributing approximately 25% of global milk production in CY24

India is the world's largest milk producer, with India's share in overall production increasing from approximately 21% in CY17 to approximately 25% in CY24 outpacing its consumption, highlighting its potential as a major player in the global dairy production.

Global milk production
(million tonnes, %, CY17-24)



Note(s): E-Estimated
Source(s): FAOSTAT, 1Lattice analysis

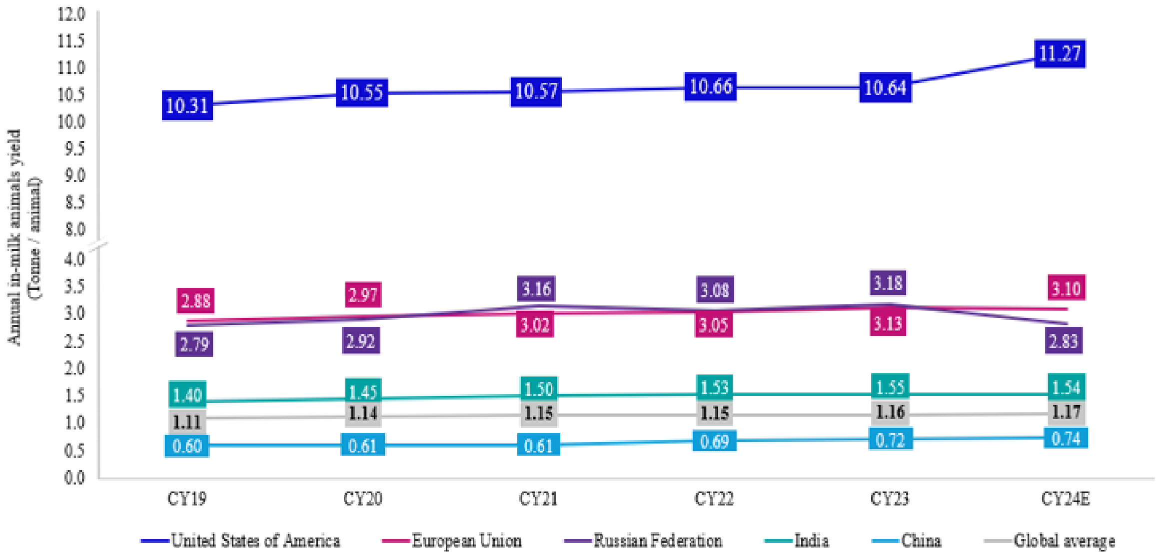
The Indian dairy industry is characterized by regional dominance. This is largely due to the high proportion of liquid milk, demand for products with a short shelf life, and the logistical challenges associated with long-distance transportation. The short shelf life of liquid milk, coupled with low margins, makes it economically unviable for players to transport milk over long distances. Furthermore, the intricacies of manufacturing, processing, and maintaining a cold chain add to the complexity of operating on a national scale. Building strong procurement networks and gaining the trust of farmers in new regions also requires significant time and effort. Consequently, most players establish a strong regional presence before venturing into other markets.

Key dairy trends in India

India's milk yields, at approximately 1.54 tonnes per animal, exceed the global average of about 1.17 tonnes per animal

Average in-milk animal yield in India has shown a steady upward trend from CY19 to CY24. The yield increased from 1.40 tonnes per animal in CY19 to 1.54 tonnes per animal in CY24, indicating improvements in dairy productivity. Currently, the USA leads in average in-milk animals yield with 11.27 tonnes in CY24. India's milk yields stand above the global average of 1.17 tonnes in CY24. India's milk yield per animal is lower than countries like the USA due to multiple factors such as lower-yielding indigenous breeds, inadequate nutrition, small farm sizes, limited veterinary access, and climate-related stress. In India, the dairy industry experiences two distinct seasons: winter flush season during which the milk supply is abundant and the summer season which experiences a relative drop of 20% to 30%, depending on the region and monsoon conditions, North India faces higher fluctuation in milk availability on account of extreme temperatures in summer and winter compared to South India. Given ongoing advancements in dairy farming techniques and genetic improvements, there is a promising chance that India's milk yields will continue to improve and become more competitive with global peers.

Average in-milk animals yield
(Tonne / animal, CY19-24E)

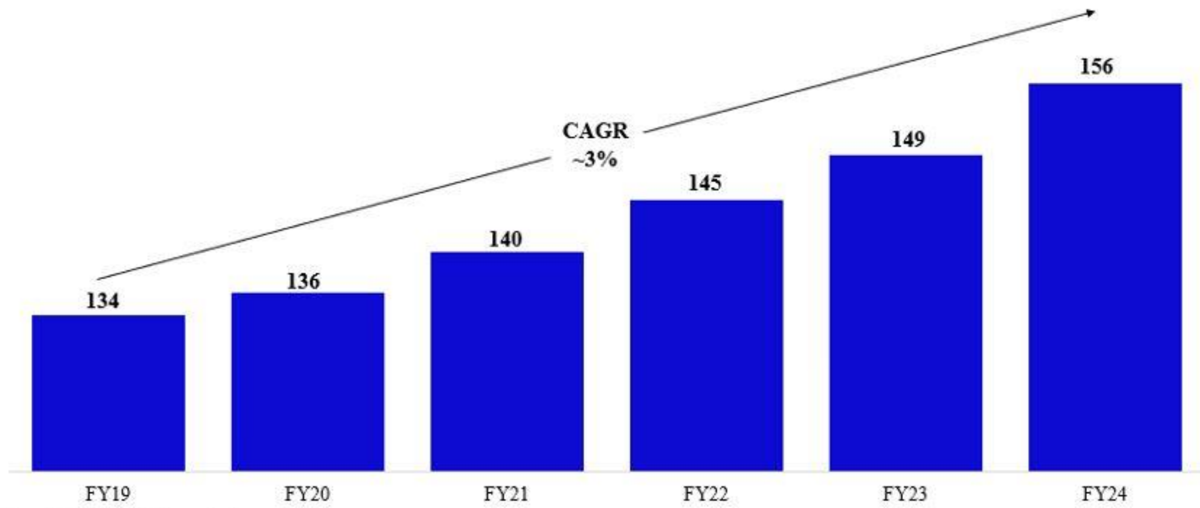


Source(s): FAOSTAT, 1Lattice analysis

Rising number of milch animals also contributes significantly to India's milk production capabilities

Number of milch animals in India has steadily increased over the years, growing at a CAGR of approximately 3% from Fiscal 2019 to Fiscal 2024 which has been a key driver in the growth of India's milk production, contributing to the country's position as the world's largest milk producer.

Milch animals in India
(million, Fiscal 2019-2024)

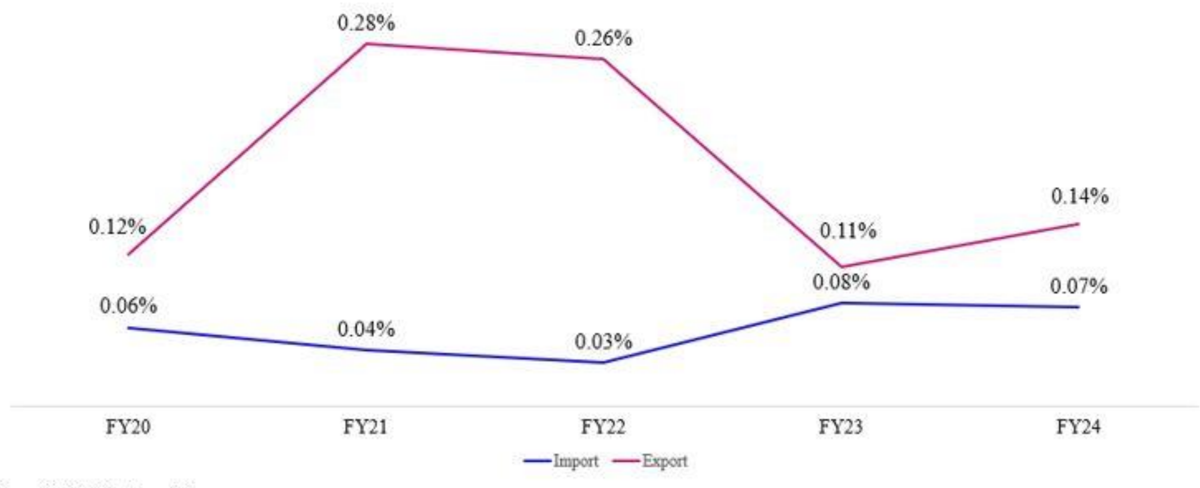


Source(s): BAHS, 1Lattice analysis

India's vast dairy market thrives on domestic consumption, with local preferences driving self-sufficiency and minimal reliance on imports

India has the world's largest dairy market, both in production and consumption. Majority of the milk produced is consumed within the country, with only 0.14% exported and 0.07% imported. Indian milk is mainly suited to local needs and preferences, which makes the domestic market extremely large and self-sufficient. The strong demand within India highlights the massive scale of the dairy sector, making it the biggest and one of the most important dairy markets in the world. Additionally, as milk production continues to rise, India is beginning to tap into the vast potential for exports, opening new avenues for growth in the international dairy market. This emerging shift could further enhance India's prominence in the global dairy industry, driven by factors such as global demand for value-added dairy products, competitive pricing advantages offered by Indian manufacturers, and increasing compliance with international quality standards, as seen with companies like Milky Mist, Heritage and Parag Milk which have a USFDA approved manufacturing and distribution facility.

India's share of milk imports and exports as a % of total milk production
(%, Fiscal 2020-2024)



Source(s): FAO, 1Lattice analysis

Dairy farming contributes to the overall betterment of Indian farmers' lives by enhancing their economic and social well-being

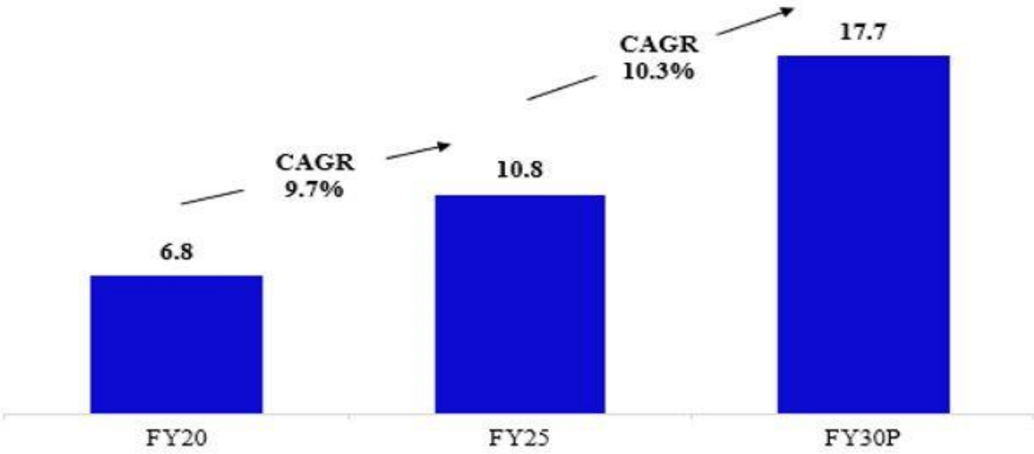
In India, dairy farming is closely connected to agriculture which involves the rearing of various milk-producing animals (cattle, goats and buffalos) for long-term milk production. approximately 65% of the Indian population is directly involved in agriculture and related activities. Dairy stands out as the largest agricultural commodity, contributing about 5% to the national economy and employing approximately 8Cr farmers as of CY24.

Dairy farming plays a crucial role in enhancing the socio-economic conditions of farmers by providing essential nutrition and stable income, particularly in rural areas. Involvement in milk procurement through cooperatives boosts economic and social well-being, fostering community bonds. Notably, the livestock sector shows significant gender equity, with women making up approximately 70% of the workforce. Recognizing the critical role of farmers in sustaining the dairy sector, companies invest in initiatives that improve their livelihoods and reduce farming challenges. For example, Milky Mist supports these efforts through teaching farmers best practices in dairy farming, from proper cattle feeding to modern dairy farming techniques. Overall, integrating farmers into the dairy industry strengthens rural economies and improves life quality, leading to better education, health, and living standards.

The Indian dairy market is valued at approximately ₹ 10.8 trillion in Fiscal 2025, and is projected to grow at a CAGR of approximately 10.3% from Fiscal 2030

The Indian dairy market has demonstrated robust growth, expanding at a CAGR of approximately 9.7% from Fiscal 2025 to reach approximately ₹ 10.8 trillion in Fiscal 2025. This growth has been driven by a 5% to 6% increase in volumes of milk produced and a 4% to 5% rise in price realizations of dairy market. Milk, which remains the backbone of the dairy industry, is complemented by various value-added products such as paneer, curd, cheese, butter, ghee, khoa, skimmed milk powder, milkshake, ice cream, yogurt, and whey, which are growing at much faster pace than milk. Looking ahead, the Indian dairy market is projected to grow at a CAGR of approximately 10.3% from Fiscal 2030, to reach approximately ₹ 17.7 trillion by Fiscal 2030, driven by the strong growth of value-added dairy products.

Dairy market in India
(₹ trillion, Fiscal 2020-2030P)



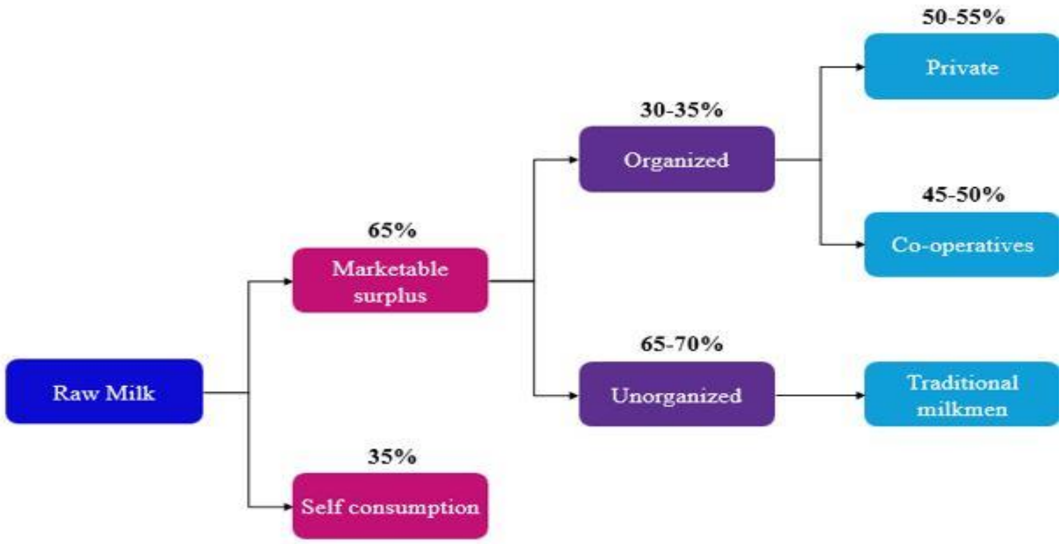
Source(s): 1Lattice analysis

At the same time, the pandemic accelerated a broader shift in consumption patterns, with growing preference for healthier meals incorporating value-added dairy products paneer, cheese, curd along with fresh vegetables, fruits, whole grains, and lean proteins. Health awareness also drove demand for branded dairy products.

Structure of domestic raw milk market

The Indian raw milk market for Fiscal 2025 is bifurcated into two parts. The marketable surplus accounts for approximately 65% of the total raw milk volume, and self-consumption, where farmers retain approximately 35%, makes up the rest. Of the marketable surplus, the organized sector accounts for 30% to 35%, which further splits into co-operatives like Amul, Nandini and Mother Dairy at 45% to 50%, and private player such as Milky Mist, Hatsun etc. at 50% to 55%. The organized dairy segment in India typically comprises cooperative societies and private entities and the majority of these are presently focused primarily on the sale of liquid milk. The unorganized sector, primarily composed of traditional milkmen, makes up 65% to 70% of the total volume of the marketable surplus market.

Structure of domestic raw milk market
(by volume %, Fiscal 2025)



Source(s): 1Lattice analysis

The unorganized dairy sector's fragmented procurement process, involving multiple intermediaries and poor infrastructure, leads to transparency issues, fluctuating supply, and higher costs for processors

The procurement process in the unorganized dairy sector is characterized by a high degree of fragmentation and involves numerous intermediaries, such as local milk collectors, aggregators, and traders. Additionally, the lack of transparency often results in low prices for farmers. The lack of consistent supply in the dairy industry poses challenges for processors in terms of production planning and quality control. Inadequate infrastructure, such as poor roads, lack of cold storage facilities, and unreliable electricity supply, further exacerbates the challenges in the procurement process. The procurement cost of milk in the unorganized sector can be significantly higher due to the involvement of multiple intermediaries and the associated transaction costs. This price differential can incentivize farmers to prioritize buffalo milk production, potentially impacting the overall milk composition and creating market imbalances.

On the other hand, private and organized players are enhancing farmer well-being by offering higher prices, incorporating technology in farming practices, and establishing stable purchasing agreements, thereby encouraging farmers to shift from unorganized to more reliable, organized channels. For instance, Milky Mist tackles supply fluctuations by eliminating middlemen and sourcing directly from farmers using automated milk collection units (AMCU), IoT-enabled tanker tracking, ensuring transparency in transactions, timely payments, better pricing, and farmer support through health camps, feed & fodder development, cattle loans and artificial insemination, alongside strategically located chilling centers. These technological integrations not only improve the efficiency of milk collection but also ensure a steady, high-quality supply chain directly benefiting both the processors and the farmers. With consistent pricing, faster payments, and incentives for better quality, farmers enjoy greater financial stability and motivation to improve yield and quality.

Government and private entities provide value-added support to farmers through loans, insurance, training, and veterinary services, helping improve productivity and income

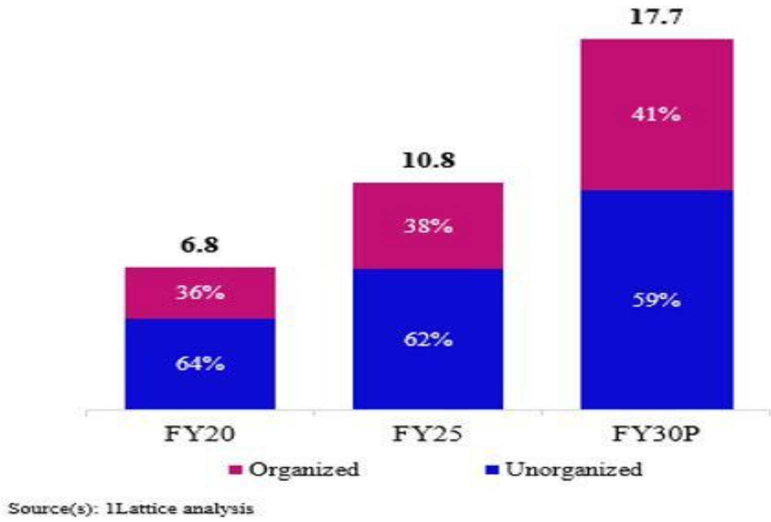
To support farmers, various value-added services such as loans, insurance, and training are provided by both government and private entities. The Indian government has introduced multiple schemes like the Pradhan Mantri Fasal Bima Yojana (PMFBY) for crop insurance and the Kisan Credit Card (KCC) scheme for easy access to credit. These initiatives help farmers manage financial risks and invest in better farming practices. Additionally, training programs on modern dairy farming techniques, animal health, and nutrition are conducted by organizations like the National Dairy Development Board (NDDB).

Private companies and cooperatives also play a significant role in providing value-added farmer centric support system. For instance, Milky Mist provides veterinary services, training, and feed management support while directly procuring milk from farmers, which eliminates middlemen.

Dairy in India is transforming to a more structured and organized industry with rise in private players striving for innovation

Traditionally, the unorganized sector, made up of local and small-scale producers, has dominated the market. However, there is a growing shift towards a more structured and organized industry. This change is driven by rising costs, the need for better efficiency, changing consumer preferences, and a growing demand for packaged VADP products which unorganized players are unable to cater to. Furthermore, the expansion of larger companies that are partnering with or integrating smaller firms not only enhances their supply chain but is also essential for managing the highly perishable nature of milk, emphasizing the industry's transition from unorganized to organized sectors. Organized players, including private players such as Milky Mist, Hatsun and co-operatives like Amul, Nandini, Vijaya, and Aavin, are expanding their presence through innovative products, robust distribution networks, and investments in technology. Private players and co-operatives have gained a strong foothold by ensuring better returns for farmers and offering subsidies. The share of organized sector in the dairy market of India is estimated to rise, growing from approximately 38% in Fiscal 2025 to approximately 41% in Fiscal 30. As the market becomes more organized, competition is intensifying, pushing both co-operatives and private players to continuously innovate and adapt to consumer preferences to sustain and grow their market share. Milky Mist with its exclusive focus on premium and value-added products such as paneer, cheese, yogurt, ice-cream and curd, sets it apart from others in the sector.

India dairy market: Organized vs. unorganized split
(₹ trillion, %, Fiscal 2020-2030P)



Role of cooperatives and private players in the Indian dairy industry

Cooperatives have played a crucial role in India's dairy growth by ensuring fair farmer prices, eliminating middlemen, and driving self-sufficiency through support programs and brand expansion

The strengthening of the co-operative model has significantly contributed to the growth of India's milk processing segment. The establishment of co-operatives was driven by the need to eliminate middlemen, ensure fair prices for farmers, and create a self-sufficient dairy industry. This initiative transformed India from a milk-deficient country into the world's largest producer of milk.

Competition between cooperatives and private players is driving innovation in value-added dairy products, premium offerings, and dairy market expansion in India

Competition between co-operatives and private players remains intense. To counter the strong presence of co-operatives, private players like Milky Mist, Hatsun, Parag and Heritage are leading their product portfolios by investing in premium and value-added dairy products such as paneer, yogurt, cheese, curd, probiotic drinks, and other dairy-based beverages, which often come at a higher price point than regular milk. These private dairy brands are also introducing fortified and functional dairy products targeting health-conscious individuals and children. For example, Milky Mist's portfolio includes various protein rich dairy products such as protein rich Skyr Yogurt, high protein and low-fat paneer, etc.

Structural industry shift marks a transformation in India's dairy landscape, with private players reshaping the industry through innovation, premiumization, and modern supply chain strategies

The Indian dairy market is experiencing a structural shift, favouring private players. This shift is driven by rising consumer demand for differentiated, value-added products like yogurt, cheese, ice cream, increasing health consciousness, and innovation in packaging and marketing. The rise in consumer income levels and demand for high-protein, probiotic, and fortified dairy products has led to the introduction of Greek yogurt, lactose-free milk, and dairy-based immunity boosters. The market is seeing an expansion of milkshakes, artisanal cheese, and premium ice creams, tapping into consumers' evolving tastes. Private companies leverage stronger financial resources, better technology, and extensive distribution networks to cater to changing consumer preferences.

Licensing reforms have contributed to the growth of private dairy players by enabling competition, innovation, infrastructure expansion, and direct farmer procurement, reshaping India's dairy sector

Licensing reforms and an increasingly liberalized market have facilitated the entry and expansion of private players in the dairy industry. Companies like Milky Mist and Hatsun have leveraged these opportunities to scale their operations and introduce value-added dairy products such as paneer, curd, ghee, probiotic yogurt, lactose-free milk, whey protein supplements, etc. These reforms have enabled private firms to innovate and offer differentiated products, enhancing their competitiveness and catering to the needs of the new-age consumer.

The implementation of licensing reforms in the Indian dairy market has significantly boosted the growth of private players. Here are some key points:

Increased competition: The liberalization of the dairy sector in the early 1990s allowed private players to enter the market, which was previously dominated by cooperatives. This increased competition has led to more innovation and efficiency in the industry

Investment and expansion: Private companies have invested heavily in infrastructure, technology, supply chain management and brand building activities, which as compared to co-operatives, has significantly improved the overall quality and reach of dairy products in India

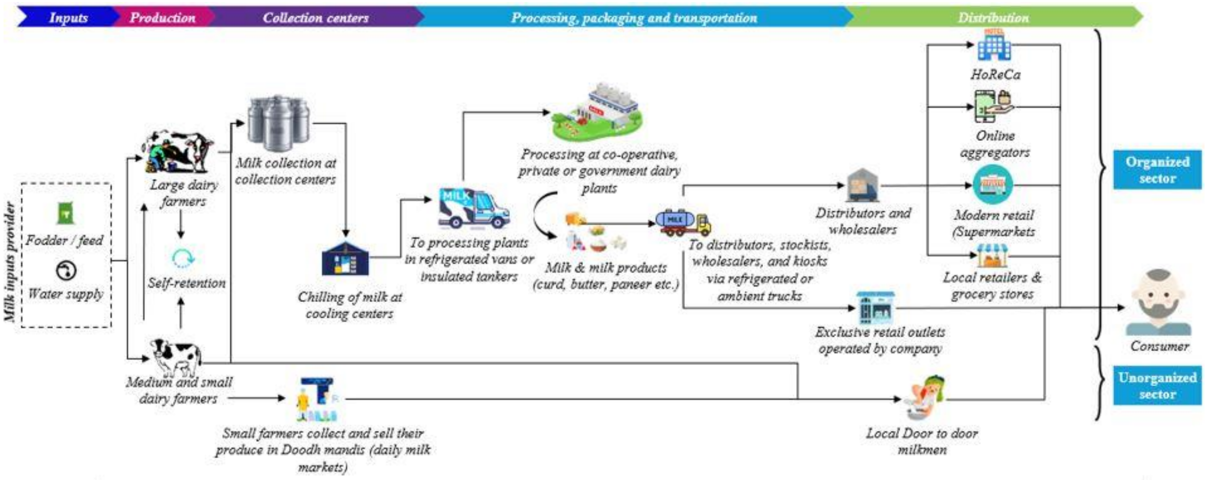
Market diversification: Private players have introduced a variety of value-added products such as paneer, cheese, curd, yogurt, ice-creams and other dairy-based beverages. This diversification has catered to changing consumer preferences and increased market demand, with private companies being the key players able to quickly adapt to these evolving preferences

Improved farmer linkages: Both private companies and co-operatives have established direct procurement systems, reducing the dependency on middlemen. Additionally, private companies have integrated technology to streamline operations, offer weekly payments and ensure better prices, thereby providing farmers with more stable incomes

Enhanced cold chain infrastructure: The entry of private players has led to significant improvements in cold chain infrastructure, ensuring better preservation and transportation of dairy products

Supply chain of the dairy industry

The dairy supply chain starts with farmers who need fodder, water, veterinary care, and financial support to produce milk. There are large, medium, and small farmers, with small farmers usually selling their milk to local collection centers or markets. Some players such as Milky Mist, Hatsun etc. bypasses this conventional system by sourcing directly from farmers through automated milk collection units (AMCUs), ensuring fair pricing and eliminating middlemen. At the collection centers and Milk Chilling Centres (MCCs), the milk is cooled before transport. After that, the milk is transported through insulated tankers, and ambient trucks directly to processing plants where it is converted into products like curd, butter, and paneer. A few private dairy players have started using their own fleet of insulated tankers to maintain quality during milk transit, moving away from third-party logistics. Milky Mist is among the few that have adopted this model, using its own insulated tankers to ensure better quality control while transporting milk to processing units. After processing, it is then distributed through a network that includes super stockists, distributors, wholesalers, kiosks, booths, and franchise stores. To maintain product freshness and quality, visi coolers and freezers, are used at various storage and retail points. Milky Mist was one of the first food products brands to launch its own branded visi coolers, enhancing product visibility and ensuring temperature-controlled storage at the retail level. Through this integrated approach, Milky Mist maintains product quality from collection to retail. The final products reach consumers through organized channels like supermarkets, online stores, and the HoReCa channel.



Share in installed capacity (%)						Market share (%)	
Production		***Collection centers***		***Processing, packaging and transportation***		***Distribution***	
Co-op	48%	Co-op	60%	Co-op	49%	Co-op	55-60%
Private	52%	Private	40%	Private	51%	Private	40-45%

Sources(s): 1Lattice analysis

The establishment of collection and cooling centres is a crucial step in creating an efficient and sustainable dairy supply chain

Given the perishable nature of milk, adequate processing infrastructure like Bulk Milk Coolers, Milk Chilling Centres, and cold storage is crucial. Dairy companies must optimize these facilities, as the high fixed costs of setup and maintenance impact profitability. Managing rising input costs such as power, labour, and packaging, is also key as companies scale operations.

To prevent spoilage, milk requires immediate chilling, which can be costly, especially during inventory pileups. Setting up collection and cooling centers near procurement locations helps mitigate risks by maintaining milk quality. Private players like Milky Mist are investing in bulk milk chilling units with capacities of 2,000 to 3,000 litres at the village level, reducing travel time and ensuring the milk stays at the required temperature, thus preserving its freshness. Expanding chilling network can further help companies navigate these challenges efficiently

Manufacturing and processing overview

The Indian dairy manufacturing and processing sector is highly fragmented, with a significant portion of milk production coming from small and marginal farmers. These farmers often lack access to modern processing facilities, leading to inconsistent quality and hygiene standards. The sector is dominated by numerous small-scale processors who operate with limited resources and outdated technology. This fragmentation results in a wide variation in product quality, with many small processors unable to meet the stringent quality standards required for both domestic and international markets. Additionally, the lack of standardized practices and inadequate infrastructure further exacerbate the quality issues, making it challenging to ensure the safety and consistency of dairy products.

To address these challenges, the private sector is investing in advanced processing plants and technology. Milky Mist, for example, ensures good quality milk through a multi-stage quality control process, conducting multiple tests from collection to processing. They also use UHT treatment for longer shelf life while preserving nutrition and utilize aseptic and intelligent packaging with biosensors to monitor the quality and freshness of dairy products, ensuring safety and consistency. These rigorous practices help meet both domestic and international standards, enhancing product quality and consumer trust.

The Indian dairy industry's reliance on third-party logistics leads to quality control issues due to an underdeveloped cold chain, necessitating infrastructure investment and integrated supply chain management

Logistics in the Indian dairy industry is predominantly managed by third-party providers, which often leads to quality control challenges. The cold chain infrastructure, essential for maintaining the freshness and safety of dairy products, is underdeveloped and inefficient. Many third-party logistics providers cost more than in-house logistics as they lack the necessary equipment and expertise to handle perishable goods, resulting in frequent temperature fluctuations and spoilage. This not only affects the quality of the products but also leads to significant financial losses for dairy companies. Furthermore, the reliance on third-party logistics creates a disconnect between producers and consumers, making it difficult to trace and address quality issues promptly. Improving the logistics infrastructure and adopting more integrated supply chain management practices are crucial for enhancing the overall quality and reliability of dairy products in India and hence, companies like Milky Mist have invested in their own logistics to ensure quality.

Visi coolers, ice cream freezers, smart display strategies and tasting booths play a critical role in boosting retail sales for dairy and FMCG products

In the FMCG (Fast-Moving Consumer Goods) and dairy sectors, offline retail plays a crucial role in brand visibility, consumer trust, and impulse buying. Companies must strategically occupy shelf space to ensure that their products stand out among competitors and attract consumer attention. Strategies to occupy shelf space include:

Visi coolers and ice cream freezers play a crucial role in showcasing dairy products by maintaining the correct temperature and ensuring product visibility. Branded players use these cooling solutions to display a variety of dairy products and cater to different consumer preferences. Branding such equipment with the company's name enhances brand awareness, builds consumer trust, and increases reach in both urban and rural markets. Expanding the use of branded coolers and freezers can help companies stand out from competitors and strengthen their market presence. Milky Mist was one of the first few food product brands in India to use branded visi coolers, with over 28,248 ice cream freezers and chocolate coolers installed across markets. As of July 21, 2025, it has 108 exclusive Milky Mist branded parlours across eight states in India. Use of branded visi coolers has helped boost product visibility, ensure freshness, and drive impulse sales.

Dedicated dairy aisles and branded displays with clear categorization of products like yogurt, cheese, paneer and milkshake improves shopping convenience

In-store tasting booths allow customers to experience new flavours and products, increasing conversions

Regional players dominate the Indian liquid milk industry due to short shelf life, and logistical challenges, which are not applicable to VADPs, allowing for the emergence of national players

The Indian liquid milk industry is regionally dominated due to its high demand, short shelf life, and the need for complex cold chain logistics for long-distance transportation. These factors, combined with low profit margins, make it economically unviable to transport liquid milk across vast distances. Moreover, the intricacies involved in manufacturing, processing, and maintaining a cold chain further complicate national operations. Establishing procurement networks and gaining farmer trust in new regions can take time and effort, which is why several players tend to build a regional presence before exploring wider expansion.

However, VADPs can be developed into pan-India brands, but addressing logistics and shelf-life challenges is essential for success. VADPs, with their longer shelf lives and higher margins, can be transported more efficiently across longer distances through cold chain logistics enabling broader national distribution and market penetration. With an advanced cold-chain logistics and a strong distributor network, Milky Mist has grown from a regional brand to a pan-India player, now present in 22 states and 5 union territories - all serviced from a single integrated manufacturing facility

The consolidation trend in India's dairy sector is driven by the acquisition of regional players, with international players also actively acquiring, demonstrating the sector's significant growth potential

The dairy industry has witnessed increased investment and consolidation, with smaller firms selling to larger players. This trend enables larger companies to expand into new regions by tapping into the established procurement and distribution networks of regional players, facilitating smoother entry and faster scalability. It also provides regional players with crucial support to manage operational inefficiencies and improve scalability. For instance, Hatsun Agro's acquired Jyothi Dairy to expand its presence in Andhra Pradesh and Telangana and more recently acquired Odisha-based Milk Mantra to enter the eastern market. Meanwhile Heritage Foods Ltd enhanced its position in North India by acquiring the dairy business of Reliance Retail.

International interest in India's dairy sector is substantially strong, with global companies like Lactalis and Lotte making significant inroads. Lactalis expanded its operations by acquiring Tirumala Milk and Prabhat Dairy. Indian dairy companies are diversifying and acquiring companies in complimentary categories to increase product basket, for example, Milky Mist acquired Asal, an Indian traditional fresh food brand's acquisition to foray into ready-to-eat offerings. These actions underscore the global appeal of India's dairy market, indicating a robust and rapid growth trajectory. This trend of mergers and acquisitions, driven both domestically and internationally, is expected to persist as firms strive to bolster their market presence amidst increasing global attention.

Key growth drivers of the Indian dairy market

The dairy industry is experiencing significant growth, bolstered by key drivers such as urbanization, increasing health consciousness, and improvements in dairy supply chains. These factors contribute to enhanced consumer demand for healthier, value-added dairy products and more efficient distribution mechanisms.

Growth drivers	Description
Urbanization & changing lifestyles	• Demand for value-added dairy products (VADPs) such as paneer, cheese, curd, buttermilk, ghee, butter, and ice cream is being driven by the growth of the urban population and middle class, as well as the increasing number of nuclear families • Urbanization, lifestyle changes & rising health consciousness is boosting the market for pro-biotic and fortified milk foods
Rising preference for packaged dairy products	• Preference for packaged dairy products is driven by rising disposable incomes and increasing number of working women • Packaged dairy products offers superior hygiene, ease of storage, consistent quality, and easy availability, making it a preferred choice for consumers. Milk pouches are particularly popular due to their cost-effectiveness
Advancement in dairy supply	• Enhanced packaging, longer shelf-life, and better quality are driving the penetration of processed milk products • Improvements in cold storage, transportation, and supply chain infrastructure are enabling companies to reach more towns and villages, increasing the availability and consumption of processed dairy products
New supply channels	• Quick commerce platforms are enabling faster deliveries and facilitating consumption on demand • This shift towards immediate gratification and the convenience of obtaining fresh products swiftly has led to an increase in both impulse buys and the overall consumption of dairy products
Government initiatives and support	• Government initiatives like the National Dairy Plan & the White Revolution have contributed to the growth of dairy sector, with milk production increasing from ~21M tonnes in 1970 to ~239M tonnes in 2024, growing at a CAGR of ~5% • Priority sector lending status, better access to credit, and various policy reforms have encouraged farmers to adopt better yielding cross-bred cows, enhancing milk production
Protein-focused consumption	• Rising awareness around protein intake is driving demand for dairy-based protein sources such as paneer, milk, curd, and yogurt, especially among fitness-conscious and young urban consumers

Key challenges faced by the dairy market

The Indian dairy sector faces several challenges, particularly in the liquid milk segment, including volatility in milk procurement costs, seasonal fluctuations in milk supply, dominance of cooperatives, shorter shelf life, and low profit margins. Unlike liquid milk, VADPs effectively sidestep common dairy industry challenges. Their premium pricing and longer shelf lives shield them from volatility in procurement costs. Seasonality issues are mitigated as VADPs can be produced and stored during peak periods, ensuring stable supply year-round. The dominance of cooperatives is less restrictive, with VADPs creating niches for smaller producers to innovate and thrive. Additionally, their extended shelf life significantly reduces spoilage risks. Lastly, being premium products, VADPs face lower consumer price sensitivity, enabling producers to achieve healthier profit margins compared to highly competitive liquid milk markets. Milky Mist further strengthens this advantage by seamlessly converting surplus milk into long shelf-life VADPs within the same plant, ensuring stable supply-demand management without typical milk balancing challenges.

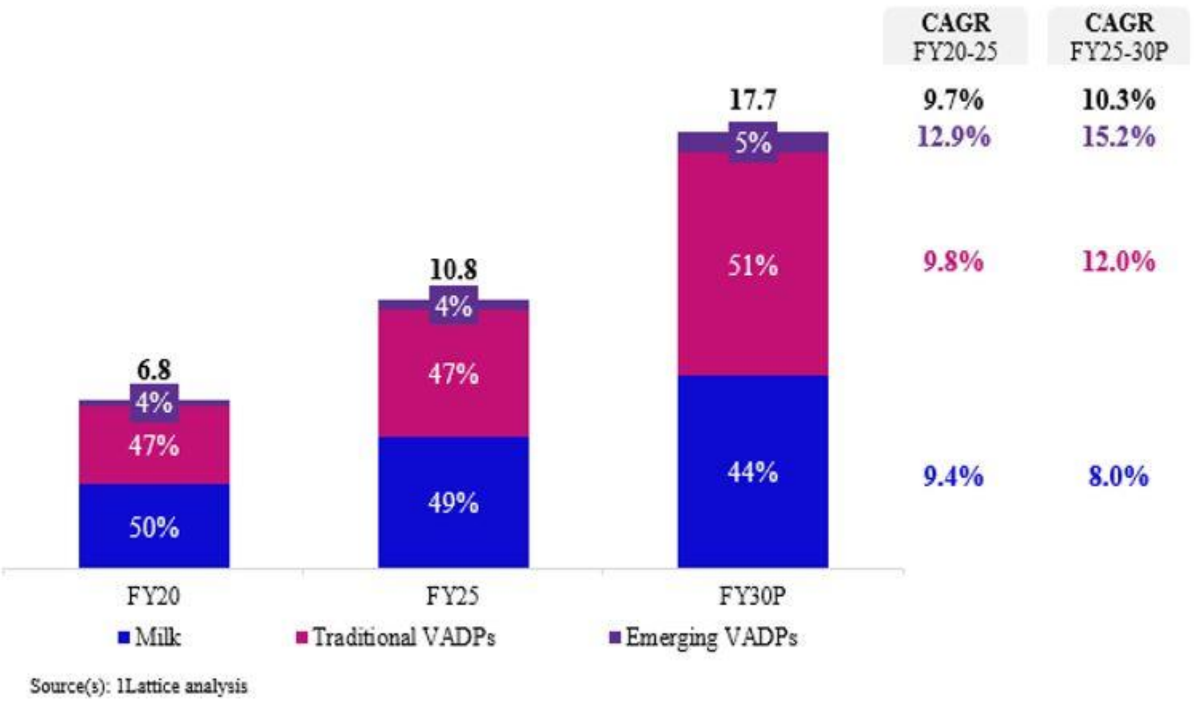
Challenges	Description
Volatility in milk procurement costs	• The cost of procuring milk is inherently unstable, influenced by factors such as feed and fodder prices, which fluctuate due to weather conditions, crop yields, and market demand • These fluctuations make dairy pricing unpredictable. In contrast, products like cheese and yogurt maintain more stable prices due to their longer shelf lives and premium positioning
Milk supply seasonality	• Seasonal fluctuations in milk production can lead to periods of surplus and deficit, complicating inventory and pricing strategies • This seasonal variability challenges processors to stabilize supply and demand. VADPs, processed and stored during peak times, are less affected by these swings.
Dominance of co-operatives	• Cooperatives control a significant portion of the market, often resulting in limited competition and higher barriers for new entrants • This dominance can restrict pricing and innovation. However, VADPs offer niches that smaller producers can exploit, mitigating cooperative influence
Shorter shelf life	• Liquid milk has a shorter shelf life compared to many other food products, necessitating careful handling to maintain freshness • The quick spoilage potential underscores the importance of robust logistics strategies within the dairy industry to prevent significant financial losses
Low margins on liquid milk	• The liquid milk market is highly competitive with numerous players, including local dairy farms and large corporations, driving liquid milk prices down, squeezing profit margins as it's the most sold item • Consumers are highly price-sensitive when purchasing liquid milk, limiting producers' ability to increase prices. VADPs, positioned as premium offerings, face less price sensitivity and allow for better margin expansion

Overview of the value-added dairy products (VADP) market

The Indian dairy market is expected to reach approximately ₹ 17.7 trillion in Fiscal 2030 growing at approximately 10.3% CAGR from Fiscal 2030 with liquid milk contributing approximately 44% and VADPs contributing approximately 56% to the overall market

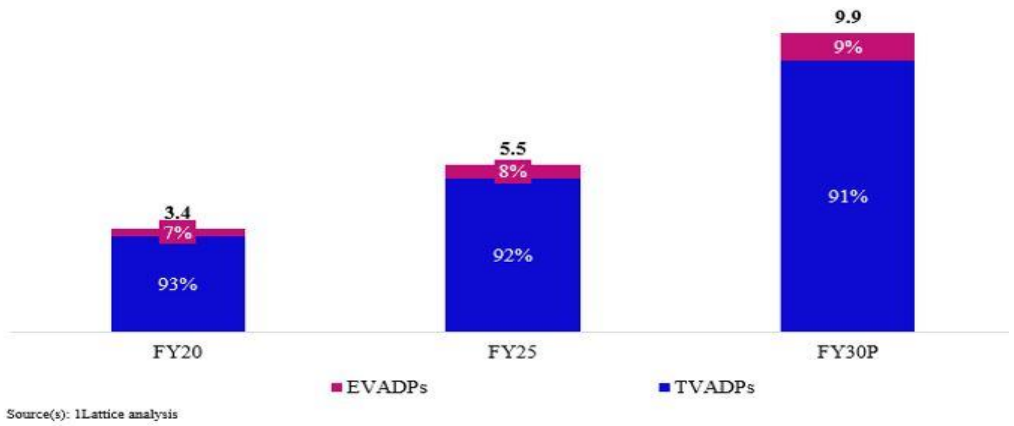
In Fiscal 2025, the Indian dairy market is valued at approximately ₹ 10.8 trillion and is growing at a CAGR of approximately 10.3% to reach approximately ₹ 17.7 trillion in Fiscal 2030. Liquid milk contributes approximately 49% of the overall dairy market by value in Fiscal 2025, with total market estimated at approximately ₹ 5.3 trillion. In Fiscal 2025, VADP contributed approximately 51% to the overall dairy market. Milk is complemented by TVADPs (butter, ghee, paneer, khoa and dairy sweets, curd, ice-cream, buttermilk, lassi and milkshake), EVADPs (cheese, yogurt, whey & whey-based products and other products such as UHT milk, dairy whiteners, probiotic dairy products, cream, condensed milk, high protein dairy-based products etc.). TVADP continue to be fundamental in Indian diets, predominantly consumed within homes. These products are deeply integrated into daily culinary practices, valued for their versatility and cultural significance. In Fiscal 2030, TVADPs are projected to account for approximately 51% of the total dairy market. EVADPs are also becoming more common in the Indian market. These products add nutritional or flavour enhancements to traditional dairy items. In Fiscal 2030, EVADPs are projected to account for approximately 5% of the total dairy market Looking ahead, VADPs segment in the Indian dairy industry is projected to grow at approximately 12.3% CAGR from Fiscal 2030. TVADPs are projected to grow at approximately 12.0% CAGR, while EVADPs are projected to grow at a approximately 15.2% CAGR from Fiscal 2030.

Indian dairy market
(₹ trillion, %, Fiscal 2020-2030)



The Indian dairy market's VADP stands at approximately ₹ 5.5 trillion with TVADP contributing approximately 92% and EVADP contributing approximately 8% in Fiscal 2025. Busy urban lifestyles have led to a decline in home preparation of traditional dairy products like paneer, curd, ghee, and ice-cream, boosting demand for ready-to-consume packaged alternatives. While TVADPs are expected to dominate with a approximately 91% share in Fiscal 2030, EVADPs are also growing in value, expected to reach approximately 9% of the total Indian VADP market by Fiscal 2030P.

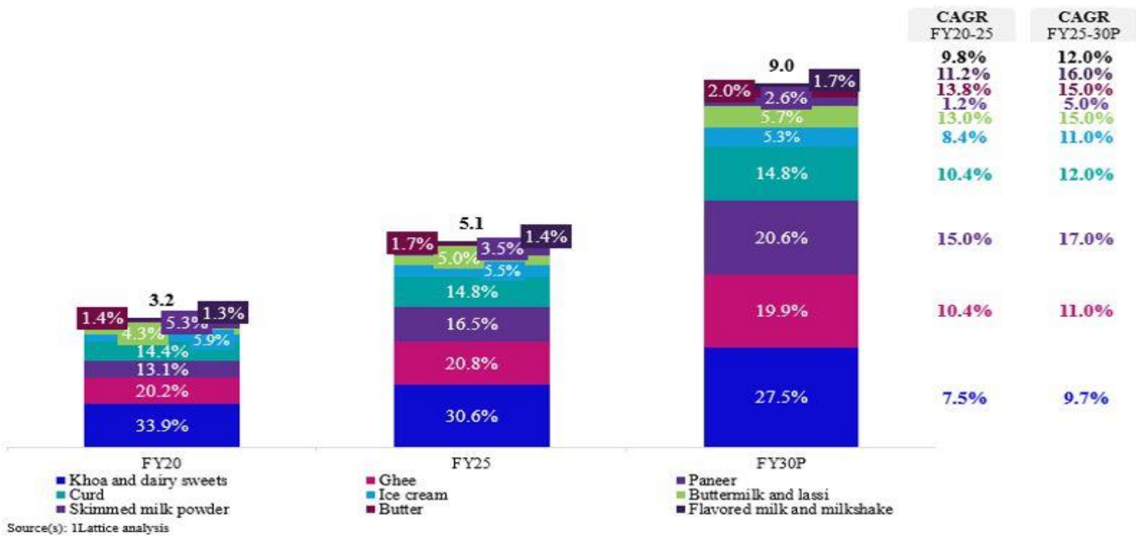
India VADP market split: TVADPs vs EVADPs
(%, ₹ trillion)



TVADPs market stands at approximately ₹ 5.1 trillion in Fiscal 2025, with paneer growing fastest at a CAGR of approximately 17%, milkshake at approximately 16%, and butter at approximately 15% from Fiscal 2030; EVADPs market stands at approximately ₹ 0.4 trillion in Fiscal 2025, with cheese growing fastest at a CAGR of approximately 18% from Fiscal 2030

The Indian TVADP market is valued at approximately ₹ 5.1 trillion in Fiscal 2025 and is projected to reach approximately ₹ 9 trillion by Fiscal 2030, growing at a approximately 12% CAGR for Fiscal 2030. The Indian value-added dairy products market, which includes products such as curd, lassi, butter, ghee, paneer, cheese, yogurt, milkshake and ice cream, has seen growth due to higher disposable incomes, greater health awareness, increasing consumer demand for premium and innovative dairy options, convenience, and a preference for products that offer enhanced taste and nutritional benefits including high protein. In Fiscal 2025, Paneer contributes approximately 16.5% to the India TVADP market and is expected to contribute approximately 20.6% in Fiscal 2030. It is also the fastest growing product in Traditional VADP segment, driven by rising protein consumption. The paneer market currently stands at approximately ₹ 0.8 trillion and expected to reach approximately ₹ 1.8 trillion by Fiscal 2030, reflecting its growing importance in the Indian dairy basket. Paneer accounts for approximately 16.5% of the TVADP market by value in Fiscal 2025, but for Milky Mist, it contributes approximately 29.52% of overall revenue. Milky Mist has also outpaced the paneer market growth rate with a CAGR of approximately 26% from Fiscal 2025. Milky Mist, which was one of the first private companies to launch branded packaged paneer in India, Milky Mist was the largest private packaged paneer brand in the organized market, holding a market share of approximately 17% in terms of the organized packaged paneer market value in Fiscal 2025 in India.

India VADP market: Traditional value-added dairy market
(₹ trillion, %, Fiscal 2020-2030P)



On the other hand, the market for products, such as cheese, yogurt and whey & whey products, is also experiencing growth, and is expected to grow from approximately ₹ 0.4 trillion in Fiscal 2025 to approximately ₹ 0.9 trillion by Fiscal 2030, growing at a approximately 15.2% CAGR for Fiscal 2030.

India VADP market: Emerging value added dairy market
(₹ trillion, %, Fiscal 2020-2030P)

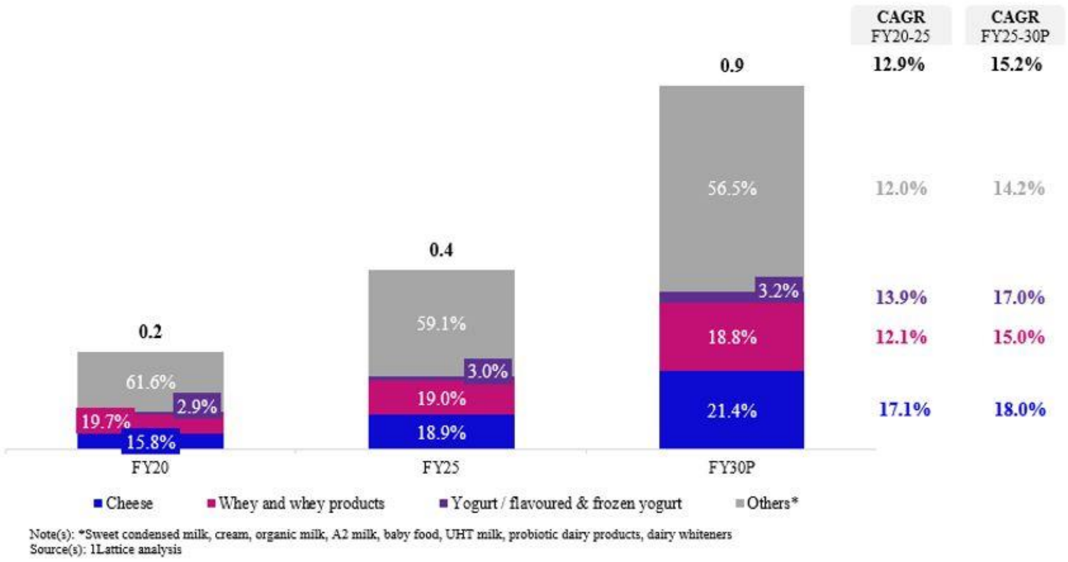


Table 1: India VADP market: Traditional value-added dairy market

	Market size (₹ billion)			CAGR (%)		Share (%)		
	Fiscal 2020	Fiscal 2025	Fiscal 2030P	Fiscal 2025	Fiscal 2030P	Fiscal 2020	Fiscal 2025	Fiscal 2030P
Khoa and dairy sweets	1,086.4	1,562.2	2,479.8	7.5%	9.7%	33.9%	30.6%	27.5%
Ghee	649.2	1,065.1	1,794.8	10.4%	11.0%	20.2%	20.8%	19.9%
Paneer	420.4	845.7	1,854.1	15.0%	17.0%	13.1%	16.5%	20.6%
Curd	462.8	758.3	1,336.3	10.4%	12.0%	14.4%	14.8%	14.8%
Ice-cream	188.8	282.6	476.2	8.4%	11.0%	5.9%	5.5%	5.3%
Butter milk & lassi	138.7	255.6	514.1	13.0%	15.0%	4.3%	5.0%	5.7%
Skimmed milk powder	171.0	181.2	231.2	1.2%	5.0%	5.3%	3.5%	2.6%
Butter	46.3	88.1	177.2	13.8%	15.0%	1.4%	1.7%	2.0%
Milkshakes	42.8	72.9	153.0	11.2%	16.0%	1.3%	1.4%	1.7%
Total	**3,206.4**	**5,111.6**	**9,016.8**	**9.8%**	**12.0%**	**-**	**-**	**-**

Source(s): 1Lattice analysis

Table 2: India VADP market: Emerging value-added dairy market

	Market size (₹ billion)			CAGR (%)		Share (%)		
	Fiscal 2020	Fiscal 2025	Fiscal 2030P	Fiscal 2025	Fiscal 2030P	Fiscal 2020	Fiscal 2025	Fiscal 2030P
Cheese	38.5	84.5	193.4	17.1%	18.0%	15.8%	18.9%	21.4%
Whey and whey products	47.8	84.7	170.4	12.1%	15.0%	19.7%	19.0%	18.8%
Yogurt / flavoured & frozen yogurt	6.9	13.3	29.2	13.9%	17.0%	2.9%	3.0%	3.2%
Others*	149.6	263.6	511.2	12.0%	14.2%	61.6%	59.1%	56.5%
Total	**242.8**	**446.2**	**904.2**	**12.9%**	**15.2%**	**-**	**-**	**-**

Note(s): *Sweet condensed milk, cream, organic milk, A2 milk, baby food, UHT milk, probiotic dairy products, dairy whiteners

Source(s): 1Lattice analysis

The premium VADP segment in India is experiencing rapid growth, driven by increasing demand for high-quality, nutrient-fortified, and artisanal dairy products

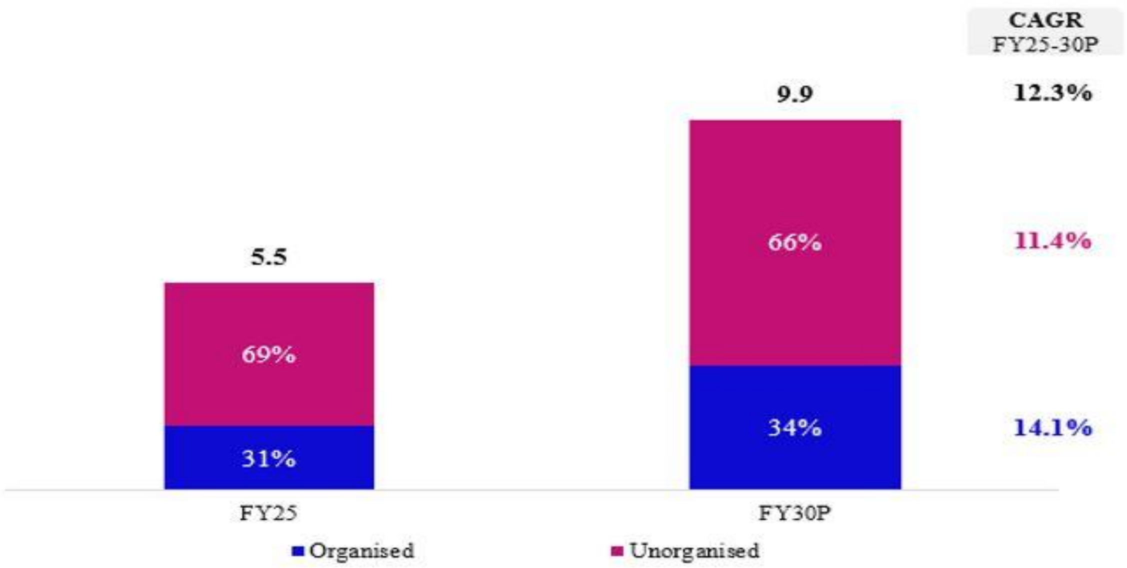
In recent years, there has been a noticeable increase in the consumption of value-added dairy products, such as paneer, yogurt, curd, cheese, probiotic drinks, ice cream, whey-based products, milkshake, etc. To meet the growing demand, more and more dairy companies are now offering premium and nutrient-fortified value-added dairy products such as A2 cow milk butter, probiotic butter, A2 ghee, probiotic curd and lassi, protein rich yogurt, etc. packed with added vitamins, proteins and probiotics to fulfil the needs of health-conscious consumers. There is also a surge in artisanal and gourmet offerings, with brands launching new products like A2 cheese and paneer, flavoured yogurts, organic and seasoned tofu, premium ice creams, all aimed at offering unique taste experiences and health benefits. Brands such as Milky Mist have introduced products with high protein contents such as 'Skyr Yogurt', 'Greek Yogurt', 'High protein paneer' and 'Tofu' to cater to the rising demand from health-conscious consumers. These innovations not only align with evolving dietary preferences but also help the brand command a premium price in the market.

The premium VADP segment in India contributes approximately 2% to the overall VADP segment in Fiscal 2025, while non-premium is the major contributor with approximately 98% share. Non-premium VADPs are expected to contribute approximately 95% in Fiscal 2030 while premium VADPs' share to the total VADPs' market is expected to rise from Fiscal 2030, reaching approximately 5% in Fiscal 2030, driven by rising income and urbanization, changing lifestyles and increasing health consciousness towards fortified and healthy VADPs. The trend of premiumization is boosting the profiles of players like Milky Mist, Hatsun, and others, as they successfully tap into the growing consumer appetite for upscale and specialty dairy products.

The organized VADPs market in India is projected to contribute approximately 34% in Fiscal 2030, growing at a CAGR of approximately 14% from Fiscal 2030 owing to rising urbanization, focus on nutrition and preference of branded VADPs

The Indian VADP market is valued at approximately ₹ 5.5 trillion in Fiscal 2025 and is projected to grow at a CAGR of approximately 12.3% and reach approximately ₹ 9.9 trillion by Fiscal 2030. The Indian VADP market is highly fragmented, consisting of several organised and unorganised players. The organized VADP market size is valued at approximately ₹ 1.7 trillion in Fiscal 2025 and is projected to grow at a CAGR of approximately 14% and reach approximately ₹ 4 trillion by Fiscal 2030 (representing approximately 34% of the overall VADP market). The organized sector's dominance in the VADP category is driven by growing consumerism and urbanization, preference for branded products, continuous product innovation, and a strong focus on nutrition.

India VADP market: Organized vs unorganized split
(₹ trillion, %, Fiscal 2025-2030P)



Source(s): 1Lattice analysis

In the organized VADP segment, paneer is projected to grow at a CAGR of approximately 20.2% from Fiscal 2030, while curd and cheese are projected to grow at approximately 18.6% and approximately 18.0%, respectively

The organized VADP market grew at a CAGR of approximately 14.1%, compared to the organized F&B market, which grew at a CAGR of approximately 11% and VADP has a higher gross margin and EBITDA margin compared to F&B products. Notably, Milky Mist achieved a growth CAGR of approximately 26.5% during Fiscal 2025, significantly outpacing the overall organized VADP market growth. The growth in organized VADP market size is primary propelled by organized buttermilk, lassi, paneer, khoa, cheese, curd and more. Organized paneer is projected to grow from approximately ₹ 40.6 billion in Fiscal 2025 to approximately ₹ 102 billion in Fiscal

2030, growing at CAGR of approximately 20.2%. Organized curd market is estimated at approximately ₹ 113.7 billion in Fiscal 2025 and is expected to rise to approximately ₹ 267.3 billion by Fiscal 2030, achieving a CAGR of approximately 18.6%. Cheese, with the market size of approximately ₹ 84.5 billion in Fiscal 2025, is expected to reach approximately ₹ 193.4 billion by Fiscal 2030 with a CAGR of approximately 18.6%. These products are showcasing a robust growth potential of India's organized VADP sector, catalysed by a growing appetite for a variety of quality dairy products among consumers.

Consumption of VADPs is on the rise due to longer shelf life, increasing consumer demand for health-focused options, rising nutrition awareness and the convenience they offer, encouraging consumers to purchase these products instead of making them at home

Growth forecast of organized VADPs

	Value-added dairy products	FY25 total market size (INR B)	FY25 organized share (%)	FY20 (INR B)	FY25 (INR B)	FY30P (INR B)	CAGR (FY20-25) (%)	CAGR (FY25-30P) (%)
TVADP	Paneer	845.7	4.8%	16.8	40.6	102.0	19.3%	20.2%
TVADP	Ghee	1,065.1	25%	149.3	266.3	466.7	12.3%	11.9%
TVADP	Butter	88.1	95%	42.6	83.7	171.9	14.5%	15.5%
TVADP	Buttermilk and lassi	255.6	25%	27.7	63.9	179.9	18.2%	23.0%
TVADP	Khoa	1,059.3	2%	7.2	21.2	68.2	24.0%	26.4%
TVADP	Dairy sweets	502.9	45%	127.2	226.3	386.9	12.2%	11.3%
TVADP	Skimmed milk powder	181.2	100%	171.0	181.2	231.2	1.2%	5.0%
TVADP	Curd	758.3	15%	46.3	113.7	267.3	19.7%	18.6%
TVADP	Milkshake	72.9	100%	42.8	72.9	153.0	11.2%	16.0%
TVADP	Ice-cream	282.6	75%	132.2	211.9	404.8	9.9%	13.8%
EVADP	Cheese	84.5	100%	38.5	84.5	193.4	17.1%	18.0%
EVADP	Plain, flavoured & frozen yogurt	13.3	100%	6.9	13.3	29.2	13.9%	17.0%
EVADP	Whey and whey products	84.7	100%	47.8	84.7	170.4	12.1%	15.0%

Source(s): 1Lattice analysis

VADPs are gaining popularity due to their longer shelf life, nutritional benefits, and alignment with evolving consumer preferences. This demand is also driven by the rise in fitness-oriented lifestyles, where dairy becomes a natural source of protein. VADPs' extended shelf stability makes them more convenient for both consumers and retailers, leading consumers to prefer purchasing these products over making similar items at home. Products like probiotic yogurt, low-fat cheese, and fortified milk cater to health-conscious consumers by offering enhanced nutritional value. As awareness of health and wellness increases, more consumers are seeking healthy and protein-rich dairy options that provide added benefits such as gut health support, improved digestion, and fortified nutrients. By offering a diverse range of processed dairy products, companies can reach a broader audience and mitigate risks tied to market fluctuations and seasonality. These products also provide branding advantages, allowing companies to differentiate themselves in a competitive market with unique, high-quality offerings such as cheese, yogurt, milkshake, and protein rich innovations like 'Greek yogurt', 'Skyr', 'High protein paneer', and 'Tofu', segments where Milky Mist has notably expanded its portfolio.

Another important factor contributing to the VADPs segment growth is the increasing disposable incomes of consumers. As disposable incomes rise, consumers are willing to spend more on premium and value-added dairy products. This trend is further supported by the growing demand for health-oriented products such as probiotic yogurt, low-fat cheese, and fortified milk, along with newer high-protein offerings like Greek yogurts, high-protein milkshakes, and protein-enriched paneer. These products not only offer enhanced nutritional benefits but also cater to the evolving preferences of fitness-conscious consumers seeking functional and performance-based dairy options.

As a subset of packaged foods, VADPs mirror the consumer demand for convenience, offering healthier options, with extended shelf life, innovative features, and growth potential, positioning them as appealing segments within the food industry

VADPs cater to modern consumer demands for convenience, health, and variety. Like certain packaged foods, VADPs are responding to increased health awareness by offering options that are low in fat and sugar and high in protein. Their extended shelf life enables easy storage and minimizes food waste, making them reliable choices for those with busy lifestyles. Moreover, VADPs, like other packaged food segments, emphasize convenience with products like probiotic yogurt cups, carry on packs like milkshakes and portion-controlled foods that support mindful eating habits. They offer a variety of packaging sizes, from single serve to family packs, providing the flexibility for consumers to select options that best fit their routines.

Shared attributers between VADPs and packaged food products

Parameter	Description
Growth potential	• Growing health awareness and busier lifestyles are making both VADPs like paneer and yogurt, and certain packaged foods, popular choices for their convenience and potential nutritional benefits • Rising incomes and busy work lives are driving demand for easy, time-saving VADP and packaged food options
High degree of innovation	• VADPs and packaged foods offer low-fat, low-sugar, and high-protein options to meet health-conscious demand • Innovation in both industries focuses on convenience and health, from probiotic yogurt cups to low-sugar packaged food option, making mindful eating easier
High shelf life	• Packaged foods and VADPs last longer, helping reduce food waste and spoilage • Their long shelf life ensures easy storage and keeps nutritious and convenient options always available
Convenient Packaging	• Time-pressed individuals prefer quick options, and single-serve VADPs like yogurt cups offer easy, on-the-go consumption with no pouring or storage needed • Packaged foods come in various sizes, from small to large packs, allowing people to choose what fits their needs best
Enhanced branding opportunities	• VADPs like flavored yogurts and fortified milks leverage distinct packaging to highlight health benefits and unique attributes, fostering brand loyalty among health-conscious consumers • Packaged foods also benefit from strategic branding, enhancing consumer appeal and market reach

VADPs offer higher margins than packaged foods, beverages and other FMCG products, making it an attractive segment for the Indian dairy industry

Liquid milk margins are usually 5% to 8%, whereas VADPs such as cheese, yogurt, and ice cream typically offer margins ranging from 15% to 40%. These higher margins stem from additional processing, branding, and growing consumer demand for premium products. Processing raw milk into VADPs like paneer, ghee, or ice cream enhances profit margins while also ensuring better shelf stability, making them a more attractive option for producers. As a result, VADPs bring the highest realization per litre of milk, sustaining and expanding the dairy industry while encouraging investment from organized dairy companies. Notably, due to 100% focus on VADP, Milky Mist achieves the highest realization per litre of milk compared to its listed peers, with a realization of approximately ₹ 74 per litre of milk in Fiscal 2025.

Beyond profitability, VADPs provide significant branding benefits, allowing companies to establish a stronger market presence through premium packaging formats like Tetra Pak, glass bottles, and eco-friendly cartons. This enhances perceived value and justifies premium pricing, particularly among urban and high-income consumers who are willing to pay extra for specialized dairy offerings like Greek yogurt and cheese spreads. Additionally, the ability to cater to diverse consumer preferences with an expanded dairy portfolio helps organized players sustain growth, reduce dependency on plain milk sales, and mitigate seasonal demand fluctuations.

VADPs also offer higher margins compared to other packaged food categories like biscuits and confectionery items. The ability to command higher prices due to added value, convenience, and health benefits makes VADPs an attractive segment within the packaged food industry.

Operating margins in packaged foods

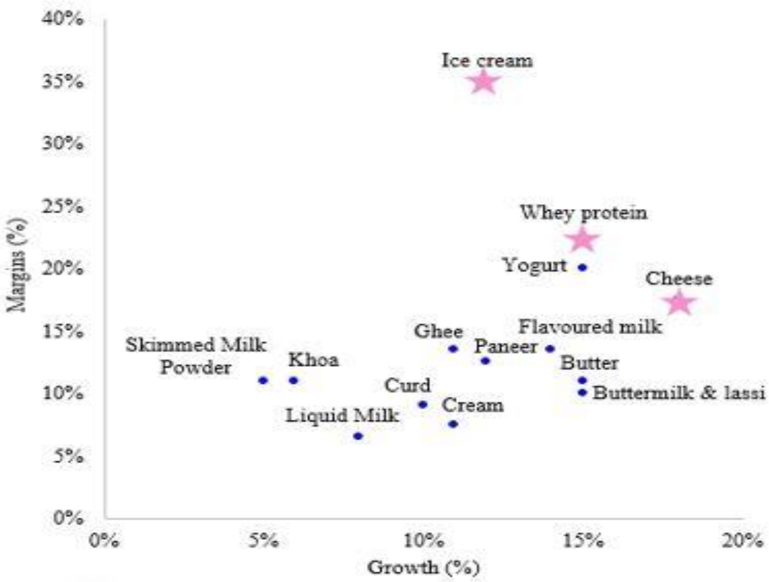
Categories	Margins (%)
VADPs	15-40%
Chocolates & confectionery	20-25%
Baked products & biscuits	20-25%
Snacks & sweets	25-35%
RTE / RTC	30-40%
Others*	25-30%

Note(s): *Rice, pasta and noodles
Source(s): 1Lattice analysis

Ice cream, cheese, whey protein and yogurt yield higher margins than other VADPs such as, buttermilk / lassi, due to higher value addition, complex processing and premium pricing

VADPs' margins vary based on processing complexity, raw material costs, capital investment, and market demand. Generally, VADPs offer higher margins than liquid milk due to their value addition, degree of processing involved, higher pricing, longer shelf life, and strong consumer demand. Amongst all dairy products, ice cream (30% to 40%), cheese (15% to 20%), whey protein (20% to 25%) and yogurt (15% to 25%) yield the highest profitability due to premium pricing. Ghee also yields relatively high margins (12% to 15%), while butter margins range from (10% to 12%). On the other hand, and buttermilk & lassi (8% to 12%) have lower margins due to lower pricing power.

Margins & growth outlook
(%, Fiscal 2025)



Note(s): ★ represents high growth and high margins products
Source(s): 1Lattice analysis

Higher branding and above-the-line (ATL) push on VADPs help dairy companies attract a wider range of consumers, boost sales and create a strong market presence

Dairy companies in India strategically allocate advertising budgets in line with FMCG industry standards (typically 2–5% of revenue) to invest significantly in strong branding and ATL advertising. This fosters widespread awareness and trust in VADPs, simultaneously differentiating their products and expanding their national presence. Packaging innovations, such as offering products in affordable tetra carton packs makes VADPs such as milkshake, lassi, buttermilk etc. more accessible, encouraging consumer trials and increasing market reach. Brands have introduced S14 combi-block packs at relatively lower prices than glass bottles, making such products more affordable and easier to carry. Milky Mist is one of the companies exclusively focusing on value-added dairy products and marketing itself like a packaged food brand. It has been instrumental in creating a branded value-added dairy product offerings in various unorganized markets such as curd & paneer. Brands like Milky Mist and Epigamia etc are using digital video ads and positioning products such as yogurt as a lifestyle product, and messaging focused on protein-rich diets, creating a niche for premium dairy products. Strong branding combined with ATL marketing contributes to driving mass adoption of VADPs. By leveraging TV, print, billboards, and digital ATL campaigns, dairy brands are moving beyond functionality to build brand affinity. This kind of lifestyle-driven branding allows dairy brands to connect with consumers like traditional FMCG companies do. As a result, dairy companies are able to successfully expand their consumer base, build strong brand recall, and boost sales.

In Fiscal 2025, India's exports of VADPs are estimated to stand at approximately 80.6 Thousand tonnes, led by butter and ghee at approximately 55.6 Thousand tonnes followed by cheese and curd at approximately 9.4 Thousand tonnes

India's VADPs exports from Fiscal 2025E have shown significant growth and fluctuations, with total export volume to reach approximately 81 thousand tonnes by Fiscal 2025E, representing a CAGR of approximately 15%. Milk powder exports surged to 48 thousand tonnes due to implementation of Merchandise Export from India Scheme (MEIS) and then peaked at approximately 49.7 thousand tonnes in Fiscal 2022 amid rising global commodity prices during the initial phase of the Russia-Ukraine conflict. Since then, the global milk powder prices have stabilized, and it is estimated to reach approximately 8.5 thousand tonnes in Fiscal 2025. Similarly, export of butter, ghee, and butter oil also saw increases, rising from approximately 16.6 thousand tonnes in Fiscal 2018 to approximately 46.1 thousand tonnes in Fiscal 2019. However, unlike milk powder, the sustained demand for butter, ghee, and butter oil is expected to drive export volume to a peak of approximately 55.6 thousand tonnes in Fiscal 2025. Cheese and curd, together with ice cream, have delivered steady growth, while paneer exports are projected to reach approximately 1.4 thousand tonnes in Fiscal 2025 as overseas demand steadily builds. Fermented and acidified products like yogurt and buttermilk etc. have grown at a CAGR of approximately 24% from Fiscal 2020-25E. Few players like Milky Mist, Heritage and Parag Milk operate facilities that serve both domestic and export markets with the same high standard of production, which are USFDA approved, and halal certified, indicating their commitment to high quality.

Export quantities of VADPs
(Fiscal 2017-2025E*)

Commodity (HS Code)	Export quantities (000' tonnes)									CAGR (%)
	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24	FY25E*	FY20-25E
Milk powder (0402)	19.5	14.8	48.0	3.8	16.9	49.7	18.7	7.0	8.5	17.6%
Fermented and acidified milk products (0403)	0.4	0.7	0.8	1.0	1.1	1.5	1.6	2.5	3.0	24.3%
Whey and Whey products (0404)	0.1	0.2	0.9	0.3	0.2	0.2	0.4	0.3	0.3	2.1%
Butter/ ghee/ butter oil (0405)	7.8	16.6	46.1	25.3	17.0	37.7	29.2	27.8	55.6	17.1%
Cheese and curd (0406)	6.1	6.9	7.7	7.3	8.5	7.6	9.3	9.2	9.4	5.1%
Ice-cream (2105)	1.4	2.0	2.0	2.0	1.7	2.5	2.8	2.7	3.8	13.9%
Total	**35.3**	**41.1**	**105.5**	**39.6**	**45.3**	**99.2**	**62.0**	**49.5**	**80.6**	**15.2%**

Note(s): *Estimated based on data available from April'24 – November'24
Source(s): DGFT, 1Lattice analysis

VADPs demand is on the rise with growing awareness regarding nutritional requirements, rising innovations, technological advancements and improved distribution systems

The Indian dairy VADP market is expanding due to rising health awareness, demand for premium and convenient options, enhanced distribution and accessibility, and cultural significance, all contributing to stronger market growth and wider consumer appeal.

Growth drivers for VADPs

Rising health and nutrition awareness	• As people become more health-conscious, the demand for nutritious, low-fat, and protein-rich foods is driving the growth of VADPs • Consumers are increasingly opting for products that help them achieve their health goals, including VADPs like whey protein, yogurt, paneer, curd, probiotic drinks, etc.
Innovation and premiumization	• As disposable incomes rise, there's a growing preference for premium and gourmet products, with consumers willing to invest in innovative, high-quality dairy options • This trend includes items like artisanal cheese, A2 butters, organic paneer, and organic A2 ghee, along with new product innovations in flavors and variations
Convenience and ready-to-eat options	• As lifestyles get busier, people have less time to cook, so they are increasingly opting for ready-to-eat options • This shift has led to a rise in demand for packaged dairy products like flavored milk, yogurt, lassi, and buttermilk, which offer convenience and nutrition for busy, on-the-go consumers
Technological advancements	• As technological advancements are integrated into production processes, innovations such as automated machinery and improved packaging techniques are enhancing the efficiency, shelf life, and overall quality of dairy products • These innovations are helping to improve the accessibility and freshness of dairy products, driving growth in categories such as flavored milk, paneer, curd, and skimmed milk powder
Distribution and accessibility	• Improving cold storage and transportation systems is helping dairy products stay fresh and reach more people, making it easier for customers to find products like khoa, flavored milk, and ice cream • Accelerated growth of quick-commerce and e-commerce platforms supports rapid delivery, catering specifically to urban consumers who value convenience, freshness, and doorstep accessibility
Cultural and seasonal significance	• Dairy products like khoa, lassi, curd, buttermilk, and ghee are deeply rooted in Indian culture and traditions • These products are especially popular during festivals and celebrations when people enjoy making and sharing dairy-based sweets and drinks. This cultural connection keeps the demand for these products strong throughout the year, with a peak during festive seasons

The production of VADP requires specialized infrastructure, equipment, and quality control measures to ensure consistency, hygiene, and efficiency

VADP undergo specific processing techniques to enhance shelf life, texture, flavour, and nutritional value. The processes typically involve milk standardization, pasteurization, and controlled heating or cooling, followed by specific treatments such as fermentation, coagulation, churning, or evaporation, depending on the final product. Key processing requirements include strict hygiene, precise temperature control, and appropriate packaging to ensure product safety, consistency, and extended shelf life. For example, Milky Mist exemplifies these practices with a fully automated production process at their USFDA approved plant, which minimizes human intervention. This facility features end-of-line automation on various product lines, including a state-of-the-art cream cheese plant with ultra-filtration technology, and one of the largest automated pizza cheese and paneer plants in India, ensuring the highest standards are met across all phases of production.

VADP	Manufacturing process	Manufacturing / processing requirements
Ghee	1. **Milk clarification & cream separation:** Raw milk is clarified, and cream is separated using centrifugal separators 2. **Butter churning & heating:** Cream is churned into butter, then heated to **110–120°C** to remove moisture and caramelize solids 3. **Filtration & packaging:** The golden ghee is filtered, cooled, and packed	- Cream separators - Butter churners - Steam-jacketed kettles - Filtration units - Cooling and packaging systems
Paneer	1. **Milk heating:** Standardized milk (4-5% fat) is heated to **85–90°C** 2. **Coagulation and curd separation:** Acid (citric/lactic/vinegar) is added to coagulate milk, and curds separate 3. **Pressing, cooling and packaging:** Curds are drained, pressed, cooled, and packed	- Milk pasteurizers - Coagulation tanks - Paneer press machines - Cooling chambers - Packaging units
Butter	1. **Cream separation and pasteurization:** Cream is extracted from milk and pasteurized 2. **Churning and butter Formation:** Cream is churned to separate butterfat from buttermilk 3. **Washing, salting and packaging:** Butter is washed, optionally salted, then packed	- Centrifugal separators - Pasteurizers - Evaporators - Spray dryers - Cooling and packaging systems
Skimmed milk powder	1. **Milk skimming and pasteurization:** Whole milk is skimmed and heat-treated 2. **Concentration & spray drying:** Evaporation reduces water content, then milk is spray-dried 3. **Cooling, sieving & packaging:** Powder is cooled, sieved, and packed	- Pasteurizers - Fermentation tanks - Incubators - Cooling and packaging lines

VADP	Manufacturing process	Manufacturing / processing requirements
Curd	1. **Milk standardization and pasteurization:** Milk is standardized, pasteurized, and cooled 2. **Culture addition and fermentation:** Lactic acid bacteria are added and incubated at 40–45°C 3. **Cooling and packaging:** The curd is set, cooled, and packed	- Pasteurizers - Fermentation tanks - Incubators - Cooling and packaging lines
Khoa	1. **Milk heating and evaporation:** Whole milk is heated with stirring 2. **Moisture reduction and thickening:** Water evaporates, leaving a dense solid 3. **Molding and packaging:** The khoa is cooled, shaped, and packed	- Steam-jacketed kettles - Continuous stirring units - Cooling & Packaging units
Milkshakes	1. **Milk pasteurization & homogenization:** Milk is pasteurized and homogenized 2. **Flavoring and sweetening:** Approved flavors and sweeteners are added 3. **Sterilization and packaging:** The milk is sterilized and packed aseptically	- Pasteurizers - Homogenizers - Mixing tanks - UHT sterilization units - Aseptic packaging machines
Buttermilk & lassi	1. **Milk standardization and pasteurization:** Milk is standardized and heat-treated 2. **Fermentation and mixing:** Bacterial cultures are added, and fermentation occurs 3. **Homogenization and packaging:** The product is homogenized, chilled, and packed	- Pasteurizers - Fermentation tanks - Homogenizers - Mixing tanks - Cooling and packaging systems
Ice cream	1. **Mix preparation and pasteurization:** Ingredients are blended and heat-treated 2. **Homogenization and aging:** The mix is homogenized and aged at 4°C 3. **Freezing, incorporation of air and packaging:** The mix is frozen while air is incorporated, then packed	- Mixing tanks - Pasteurizers - Homogenizers - Aging tanks - Continuous freezers - Filling and packaging units
Cheese	1. **Milk pasteurization and coagulation:** Milk is pasteurized and coagulated with rennet and starter cultures 2. **Curd cutting, heating and whey removal:** The curd is cut, heated, and drained 3. **Pressing, aging and packaging:** The curd is pressed into molds, aged if required, and packed	- Pasteurizers - Cheese vats - Curd cutters - Pressing molds - Aging chambers - Packaging lines
Yogurt	1. **Milk standardization and pasteurization:** Milk is standardized, heated, and cooled 2. **Culture addition & fermentation:** Yogurt cultures are added and incubated 3. **Cooling, stirring (if required) and packaging:** The yogurt is cooled, optionally stirred, and packed	- Pasteurizers - Fermentation tanks - Incubators - Stirring tanks (for stirred yogurt) - Cooling and packaging lines
Demineralized whey powder	1. **Whey collection and filtration:** Whey is obtained as a byproduct and filtered 2. **Processing and protein concentration:** Whey is processed through ultrafiltration or drying 3. **Spray-drying (if needed) and packaging:** Liquid whey is used or spray-dried into powder	- Ultrafiltration units - Spray dryers (for whey powder) - Evaporators - Cooling and packaging systems

Ghee, butter, cheese are some of the value-added dairy products that have the highest shelf life of 180-365 days

The shelf life of organized VADPs in India varies significantly, affecting distribution and storage strategies. Ghee, butter, cheese, milkshakes and milk powder each have a shelf life of 180 to 365 days, allowing for extended storage and reducing the frequency of replenishment. In contrast, products like yogurt and lassi have shorter shelf lives of 15 to 30 days and 7 to 180 days respectively, necessitating quicker turnover. Whey protein concentrate stands out with a shelf life of 500 to 750 days, making it suitable for long-term storage. This range in shelf life requires specific logistics and inventory management approaches to ensure product quality and meet market demands efficiently.

Shelf life of organized VADPs

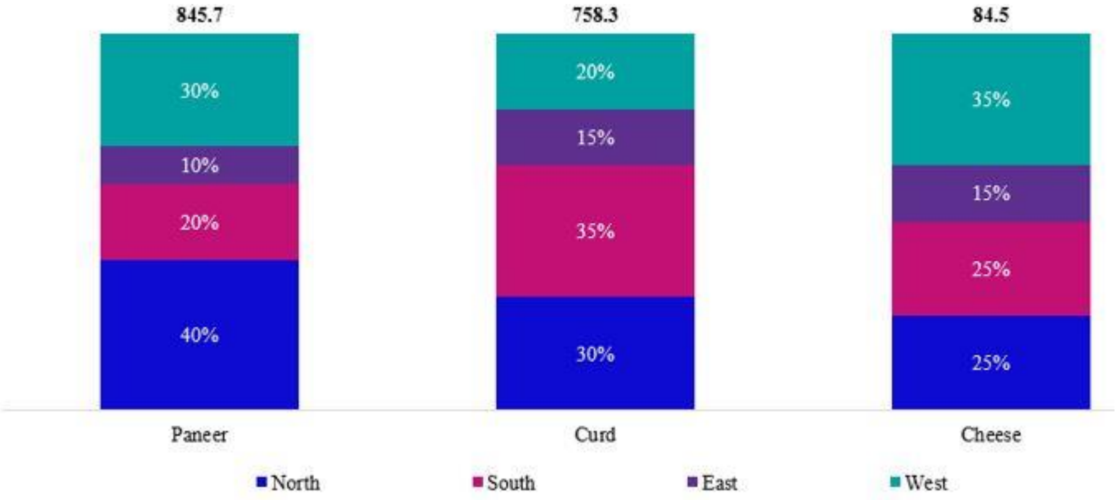
Value-added dairy products	Shelf life (days)	Value-added dairy products	Shelf life (days)
Fresh and frozen paneer	15-180	Lassi	7-180
Ghee	180-365	Curd	7-40
Butter	180-365	Cheese	180-365
Milkshakes	180-365	Yogurt	15-30
Khoa	30-90	Whey protein concentrate	500-750
Milk powder	180-365	Ice-cream	180-365
Buttermilk	7-180	Flavoured & frozen yogurt	15-45
Sweet condensed milk	180-365		

Source(s): 1Lattice analysis

The geographical spread of key VADPs in Fiscal 2025 highlights regional preferences, with products like paneer and cheese leading in distinct areas of India

In Fiscal 2025, the geographical distribution of key VADPs in India is characterized by distinct regional preferences. Paneer predominantly appeals to the North, capturing approximately approximately 40% of its regional market. Curd market share is approximately 35% in the South and approximately 30% in the North while cheese is most popular in the West, making up around approximately 35% of its regional market, it also sees strong preference in the North with an approximately 30% share, followed by the South at approximately 20%

Geographical split of key value-added dairy products
(₹ billion, %, Fiscal 2025)



Source(s): 1Lattice analysis

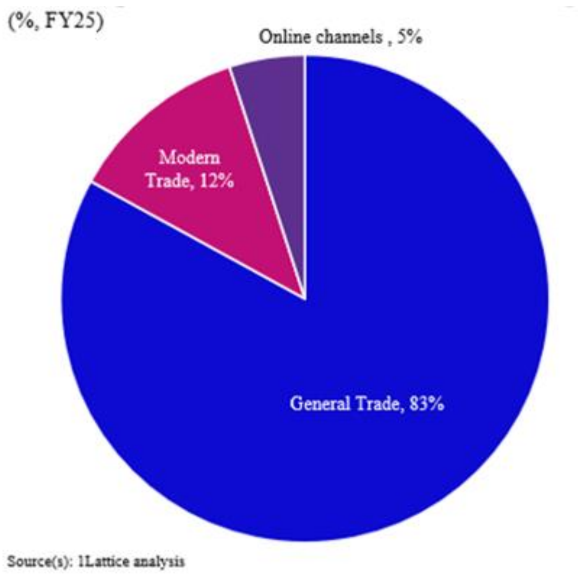
Within the expanding VADP market, Milky Mist has emerged as a key private player in India, where it has outpaced the paneer market growth rate with a CAGR of approximately 26% from Fiscal 2025. Milky Mist was amongst the first companies to launch branded packaged paneer in India. Milky Mist was the largest private packaged paneer brand in the organized market, holding a market share of approximately 17% in terms of market value in Fiscal 2025 in India. Milky Mist is the largest private packaged cheese brand in South India with a market share of approximately 12% in terms of market value in Southern region's organized cheese segment in Fiscal 2025 and is nationally ranked third among private players with a market share of approximately 5% in terms of market value in the organized packaged cheese market in Fiscal 2025. Milky Mist was one of the first few dairy companies to introduce 1 Kg set curd tub packaging in South India and holds approximately 7% of the market share in terms of market value in the organized curd market in South India in Fiscal 2025. In Fiscal 2025, Milky Mist was among the top three largest private packaged yogurt brands, with a market share of approximately 7%

in terms of market value in the organized yogurt market in India.

Offline channels dominated by small local grocers, contribute approximately 95% to the organized VADP sales in India while online channels contribute approximately 5%

The Indian organized VADP market remains heavily reliant on offline channels, particularly small local grocers. However, modern retail formats like supermarkets and hypermarkets are gradually expanding.

India's organized VADP market: Online vs offline split
(%, Fiscal 2025)



Overview of Ready-To-Eat (RTE) / Ready-To-Cook (RTC) market in India

The Ready-to-Eat ("**RTE**") and Ready-to-Cook ("**RTC**") food segments have gained significant traction as consumer lifestyles become more fast-paced. RTE foods cater to busy professionals, students, and travellers seeking instant meal solutions, while RTC foods strike a balance between convenience and the authenticity of home-cooked meals. The demand for both categories is driven by urbanization, evolving dietary preferences, and the need for quick yet nutritious food options. Both categories revolve around speed and convenience but differ slightly in the aspect of preparation, as outlined below.

- **RTE**: Pre-cleaned, pre-cooked meals that require no further preparation before consumption
- **RTC**: Contain pre-measured ingredients but require some level of preparation and cooking as per the instructions on the package, allowing consumers to retain some control over cooking, making them an appealing choice for those who value both convenience and customization

The RTE category includes foods such as ready mixes of paneer, dal makhani, chana masala, chicken, pav bhaji and other ready-made culinary products, pre-cooked rice, etc. offering instant consumption with minimal effort. RTC foods include curries / meals, marinated meats, instant pasta kits, biryani kits, instant poha / upma, frozen snacks and parathas, batters and pastes, spice mixes, chapati, dessert mixes, etc. which require minimal effort but allow consumers to add fresh ingredients and control flavours.

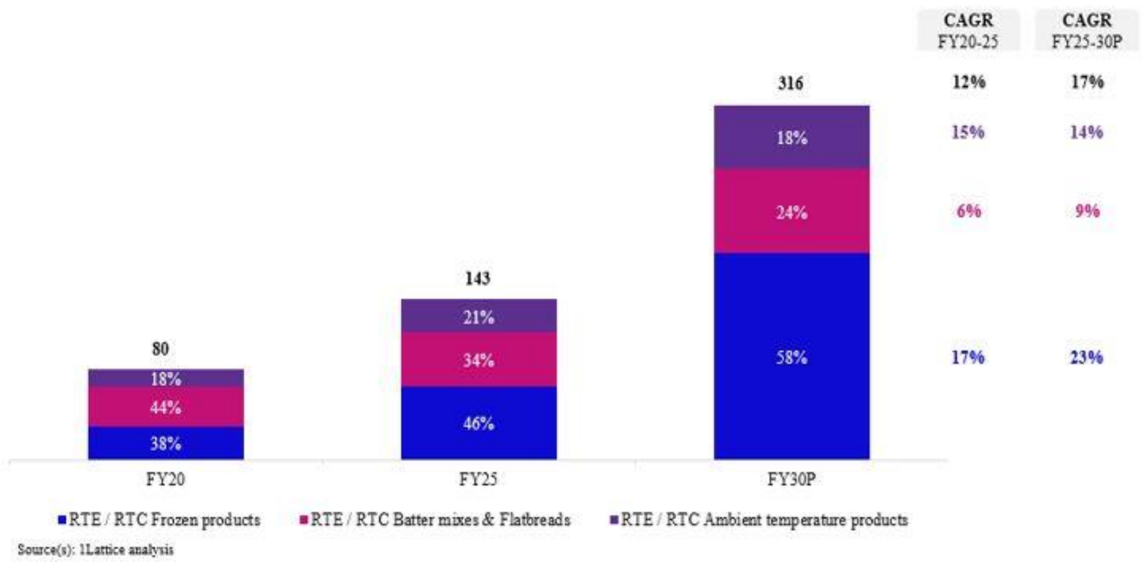
Additionally, RTE / RTC products often incorporate traditional Indian recipes and flavours, catering to customers' preferences for regional cuisines and authentic taste. Manufacturers in this segment emphasize innovation in packaging, recipe formulations, and ease of use to improve convenience and enhance market appeal. The markets for RTE, RTC and frozen foods are experiencing significant growth, driven by changing lifestyles, urbanization, and a preference for ready-made meals, which are seen as time-saving and hassle-free options. Additionally rising population of students and bachelors living away from home who seek convenient meal solutions and the growing number of working women who may not prefer cooking daily boost the popularity of quick and hassle-free meal options.

The Indian RTC / RTE market stands at approximately ₹ 143 billion in Fiscal 2025, is expected to reach approximately ₹ 316 billion by Fiscal 2030P growing at a approximately 17% CAGR, owing to rising urbanization and demand for quick and nutritious meals

India's RTE / RTC market grew from ₹ 80 billion in Fiscal 2020 to ₹ 143 billion in Fiscal 2025 at a approximately 12% CAGR, with changing consumer habits, largely influenced by the COVID-19 pandemic. During this period, lockdowns and work-from-home arrangements led to a surge in demand for RTE / RTC products as consumers sought convenient and hygienic food options.

There is a significant demand for RTE food products among Indians travelling abroad due to their convenience, portability, and safety, providing reliable meal options without the need for preparation. They are especially useful for maintaining dietary preferences and ensuring food hygiene. RTC curries are widely preferred in Indian households for their convenience, time efficiency, and authentic flavour. These options fit well in the urban lifestyles with working couples, providing traditional flavours without the effort of lengthy preparation. The market is projected to reach approximately ₹ 316 billion by Fiscal 2030 at a approximately 17% CAGR making it the fastest growing segment within packaged food, driven by rising urbanization and demand for quick and convenient options. With rising digital penetration and growth of quick commerce channels, RTE / RTC products have become more accessible, boosting sales in metro, tier I and tier II cities.

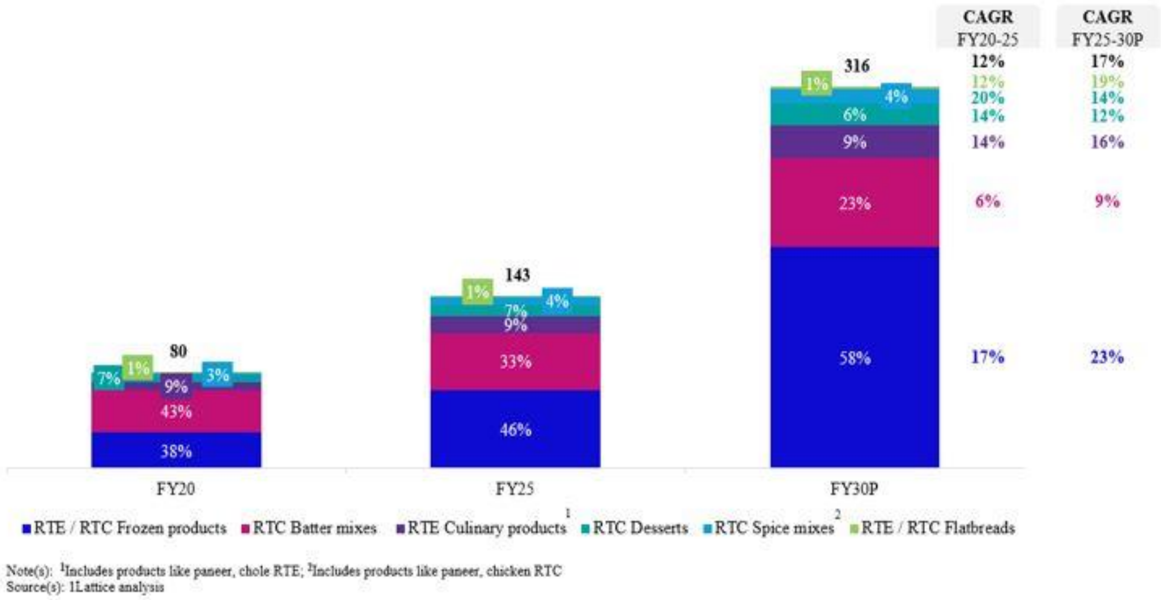
RTE / RTC market in India
₹ billion, Fiscal 2020-2030P



The Indian RTC / RTE frozen products market contributes approximately 46% to the overall RTE / RTC market in Fiscal 2025 and is expected to grow at a approximately 23% CAGR from Fiscal 2030P

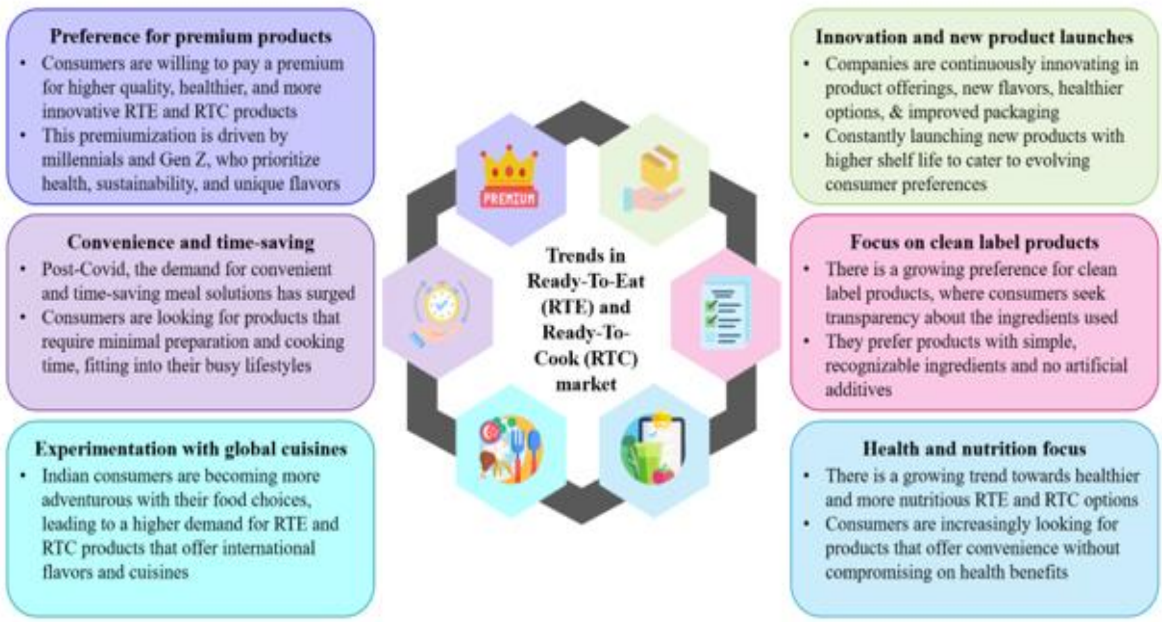
The Indian RTC / RTE market, encompassing RTE/RTC frozen products, RTE culinary products, RTC desserts, and RTC spice mixes, showcases significant growth projections by Fiscal 2030P. RTE / RTC frozen products hold approximately 46% market share in Fiscal 2025, including options such as frozen vegetables and ready meals. It is estimated at approximately ₹ 65 billion in Fiscal 2025 and projected to reach approximately ₹ 183 billion by Fiscal 2030P, growing at a CAGR of approximately 23%. RTC batter mixes, covering popular items like dosa, idli, and vada batters, form approximately 33% of the market in Fiscal 2025 and are projected to grow to approximately ₹ 73 billion by Fiscal 2030P, clocking a CAGR of approximately 9%. RTE culinary products, which feature ready-to-eat meals like paneer and chole, represent approximately 9% of the market in Fiscal 2025 and are projected to grow to approximately ₹ 27 billion by Fiscal 2030P, with a CAGR of approximately 16%. RTC desserts, including traditional sweets like Gulab jamun and ready-mix options for cakes, contributes approximately 7% to the market in Fiscal 2025 and is projected to grow to approximately ₹ 17 billion by Fiscal 2030P at a CAGR of approximately 12%. RTC spice mixes, essential for quick-preparation dishes like paneer and chicken mixes, contribute approximately 4% to the market in Fiscal 2025 and is expected to reach approximately ₹ 11 billion by Fiscal 2030P at a CAGR of approximately 14%. RTE / RTC flatbreads, comprising items like parathas and chapati, currently hold approximately 1% share in Fiscal 2025 and are projected to reach approximately ₹ 0.2 billion by Fiscal 2030P, growing at a CAGR of approximately 19%.

RTE / RTC market: Category split
(₹ billion, Fiscal 2020-2030P)



Availability and emergence of healthier, more premium and innovative RTE / RTC products are shaping up the market, also allowing consumers to experiment with global cuisines in the convenience of their homes

The RTE / RTC market is shaped by emerging trends centred around convenience, healthier options, and premiumization. As busy professionals seek quick yet nutritious meal solutions products such as millet-based meals are gaining popularity. Innovation in processing and packaging is further enhancing shelf life and nutritional value, while the rise of global cuisines and organic, fortified, and plant-based alternatives is reshaping consumer preferences. With a growing willingness to invest in high-quality, innovative offerings, the market continues to expand with healthier and more diverse choices.



Digital influence, online retail expansion, globalization, and rising incomes are key factors driving the growth of the RTE / RTC market

The growing demand for convenience, changing consumer preferences, and increasing digital influence are driving the rapid expansion of India's RTE / RTC market. Urbanization, rising incomes, and exposure to global food trends have led to a shift toward quick, high-quality, and diverse meal options, especially among working professionals and smaller households. Additionally, e-commerce, quick commerce and digital marketing are reshaping purchase behaviour, making RTE / RTC products more accessible across urban and rural markets. With consumers prioritizing health, taste, and minimal preparation, brands are also diversifying their offerings to cater to evolving lifestyles.

Growth drivers of RTE / RTC market

The organized RTE / RTC market in India is projected to account for approximately 95% of the total market by Fiscal 2030, growing at a CAGR of approximately 18% from Fiscal 2025 to Fiscal 2030, driven by the expansion of modern retail and the entry of new players

The RTC / RTE segment is currently dominated by organized operations This organised RTE / RTC market is projected to grow at a CAGR of approximately 18% from Fiscal 2030, reaching a value of approximately ₹ 300 billion, and accounting for approximately 95% of the total RTC / RTE market by Fiscal 2030. Players in the organized segment use specialized packaging, including aseptic packaging and intelligent packaging with biosensors. These innovations not only extend shelf life but also improve product quality and safety, allowing organized players to maintain consistency and meet rising consumer expectations. In comparison, the unorganized market is expected to reach approximately ₹ 16 billion, growing at a CAGR of approximately 2% over the same period, and is expected to represent approximately 5% of the total market by Fiscal 2030.

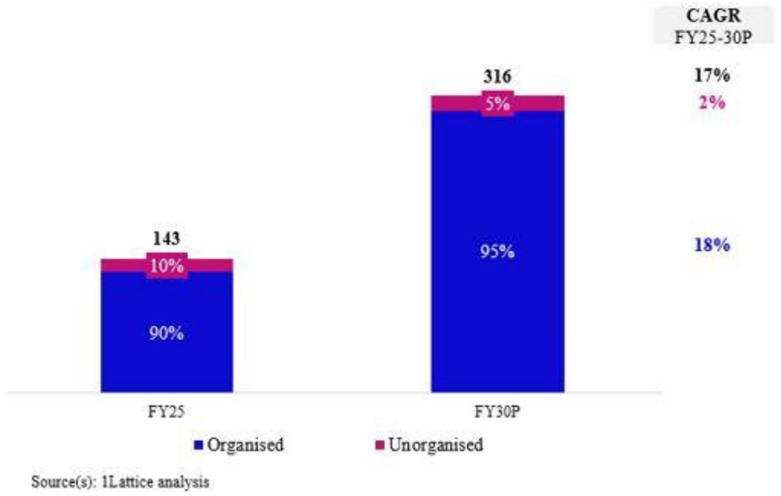
The following factors have significantly contributed to this shift towards more organized RTE / RTC segment.

- **Emergence of modern retail formats & advancing cold chain infrastructure**: The RTC / RTE segment is witnessing increasing shift towards organized operations driven by factors such as the emergence of modern retail formats and investments in cold chain infrastructure, which enhance product availability and quality

- **Rise of online retail boosting accessibility**: Additionally, the proliferation of online retail channels through quick commerce & e-commerce has made it more convenient for consumers to access a diverse range of RTE / RTC products, further contributing to the market's organization and expansion

- **Strengthening product lines of legacy players & emergence of new-age players**: Companies are expanding their RTE / RTC offerings by introducing instant versions of traditional dishes to meet the growing demand. Simultaneously, new-age startups are also enhancing their market presence by innovative marketing and tapping into the "better-for-you" concept

India's RTE / RTC market: Organized vs unorganized split
(%, Fiscal 2025-2030P)

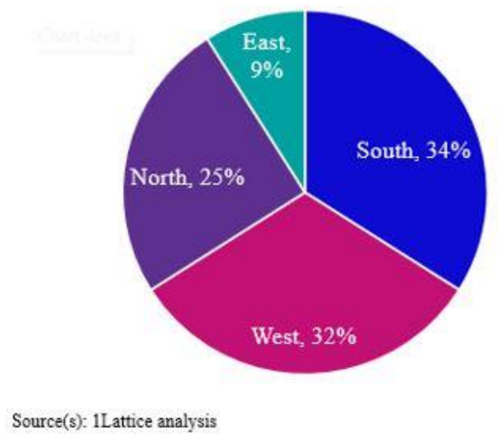


The RTE / RTC market in India is dominated by the Southern and Western regions of India, contributing approximately 34% and approximately 32% respectively to the overall market

India's RTC / RTE market is witnessing strong regional trends driven by urbanization, changing consumer lifestyles, and increasing disposable incomes. The Southern region holds a strong presence in the RTC / RTE market (approximately 34%), with states like Karnataka, Tamil Nadu, and Andhra Pradesh contributing to majority of the demand. The West & North regions, including cities such as Mumbai, Pune, and Ahmedabad & Delhi-NCR, collectively have emerged as important markets for this category. A large working population, growing student base, and nuclear family structures have amplified the demand for convenient meal solutions in these regions.

Owing to similar factors, the demand for RTE and RTC food products is evident particularly in metro and tier-1 cities, characterised by urban lifestyle and high working population, especially in cities like Mumbai, Bangalore, Hyderabad, Gurugram, etc. where professionals live away from home and have higher disposable incomes. However, despite infrastructure challenges, brands are actively expanding their presence in tier 2 cities due to rising demand. They are leveraging sachetization and focusing on smaller outlets rather than large grocery stores to deeply penetrate local markets. In response to the rising demand, several dairy and FMCG players are diversifying into the RTC/ RTE space. For instance, Milky Mist has forayed into this category through the acquisition of Asal, a South Indian traditional food brand, to tap into the growing preference for regional, ready-to-eat offerings.

India RTE / RTC market size: Regional split
(%, Fiscal 2025)



Summary of key markets

Summary of key markets which consists of value-added dairy products, RTE / RTC meals and chocolates & confectionery- has shown significant growth over the years, grew from ₹ 3.7 trillion in Fiscal 2020 to ₹ 6.0 trillion in Fiscal 2025, at a CAGR of 10.3%. It is projected to reach ₹ 10.7 trillion by Fiscal 2030P, estimated to grow at a CAGR of approximately 12.3% over Fiscal 2030. The value-added dairy products are valued at ₹ 5.5 trillion in Fiscal 2025 and is projected to grow at a rate of 12.5% over Fiscal 2030. The chocolates and confectionery segment is estimated to grow from ₹ 0.4 trillion in Fiscal 2025 to ₹ 0.5 trillion in Fiscal 2030P, representing a CAGR of approximately 4.6% from Fiscal 2030P.

Summary of key markets

Key market	FY20 (INR T)	FY25 (INR T)	FY30P (INR T)	CAGR FY20-25	CAGR FY25-30P
Value-added dairy products	3.4	5.5	9.9	10.1%	12.5%
Chocolates and confectionery	0.2	0.4	0.5	14.9%	4.6%
RTE / RTC meals	0.08	0.1	0.3	4.6%	24.6%
Total	**3.7**	**6.0**	**10.7**	**10.3%**	**12.3%**

Source(s): 1Lattice analysis

Company overview

Milky Mist is the fastest growing packaged food company (among companies with revenue scale of more than ₹ 15,000 million) in India in terms of revenue, growing at a CAGR of 29.82% over Fiscal 2023 to Fiscal 2025. It is a leading dairy brand in India, focusing on a diverse range of value-added dairy products, including paneer, cheese, yogurt, curd, ice cream, butter, ghee and packaged foods. Unlike traditional dairy businesses which focus on milk and milk commodities, Milky Mist focuses exclusively on premium, value-added dairy products rather than liquid milk, which typically has lower margins. Milky Mist focus on value-added dairy products which aligns more closely with fast-moving consumer goods (FMCG) companies than traditional dairy business in terms of gross margins, distribution model and premium pricing. The company operated two manufacturing facilities out of which one is strategically located in Perundurai, Erode, Tamil Nadu, which is dedicated to producing value-added dairy products, capitalizing on the region's robust dairy farming community to ensure a consistent supply of high-quality raw milk, whereas the other facility is located in located in Bengaluru, Karnataka, which is dedicated to producing frozen foods, including RTE and RTC products. The area within a 400 kilometres radius from Perundurai, Erode District, Tamil Nadu has one of the highest supplies of raw milk in India.They have lower susceptibility to raw material fluctuations due to direct procurement from farmers and using own logistics ensuring continuous milk supply, minimizing the impact of market volatility. The value-added dairy products industry in India is competitive and Milky Mist competes with large multinational companies, as well as regional and local companies in each of the regions that they operate. Some of their key peers include HAP, Parag, Dodla among private players and Amul and Nandini among co-operatives. Milky Mist was one of the first few dairy brands to provide visi coolers on a large scale in India, reaching both small and large retail outlets, a refrigeration unit used to display dairy products and other perishable products to retailers.

Milky Mist's ESG initiatives focus on becoming energy and water neutral through impactful actions across all parameters. In water management, they have set up a water reprocessing plant with a capacity to treat up to 2.15 million litre of water per day and have also undertaken the renovation of natural water bodies. Their climate efforts include planting over 15,000 trees, using effluent treatment plants to convert methane to energy, reducing CO_2 emissions and incorporating EV vehicles in their logistics operations to further minimize environmental impact. On the energy front, they harness solar and wind power, generating 70% to 80% of their needs and planning further expansion. For the community, they support farmers with desilting projects, conduct health camps, distribute fodder, and invest in school infrastructure and education. Milky Mist leverages advanced technology with fully automated end-to-end manufacturing, ensuring high efficiency, hygiene and product consistency, alongside continuous product innovation since 2020. The company uses robotics and minimal human intervention to maintain quality at scale. In addition to automation, Milky Mist has integrated cutting-edge machinery across its processes—from milk collection to packaging—enabling real-time monitoring and traceability. This tech-driven approach not only boosts productivity but also ensures compliance with the highest food safety standards, utilizing the latest advanced technologies to meet future demands.

Milky Mist offers an extensive range of dairy products from breakfast to dinner, including paneer, cheese, yogurt, butter, ghee, ice creams, milkshakes and packaged foods. Product diversification, distribution network and entirely in-house logistics are few factors that make Milky Mist standout exceptionally.

Milky Mist is one of the very few dairy companies with such a wide product basket and has a stronghold in value-added dairy products, offering a diverse range like paneer, cheese, yogurt, and RTC, setting it apart from traditional milk players. This focus on processed dairy innovation helps it cater to evolving consumer preferences.

	Products	Milky Mist	Nestlé	Britannia	Tata Consumer Products	HAP	Parag	Dodla	Bikaji
Presence in product categories	Liquid Milk	✗	✗	✗	✗	✓	✓	✓	✗
	UHT Milk	✓	✓	✓	✗	✗	✓	✓	✗
	Lactose Free Milk	✓	✗	✗	✗	✗	✗	✗	✗
	Paneer	✓	✗	✓	✗	✓	✓	✓	✓
	Curd	✓	✓	✓	✗	✓	✓	✓	✗
	Ghee	✓	✓	✓	✓	✓	✓	✓	✗
	Butter	✓	✗	✓	✗	✓	✓	✗	✗
	Cheese	✓	✗	✓	✗	✓	✓	✗	✗
	Yogurt	✓	✓	✓	✗	✓	✓	✗	✗
	Condensed Milk	✓	✓	✗	✗	✗	✗	✗	✗
	Dairy Whitener	✓	✓	✓	✗	✓	✓	✗	✗
	Whey Powder	✓	✗	✗	✗	✗	✓	✗	✗
	Skimmed Milk Powder	✓	✗	✓	✗	✓	✓	✓	✗
	Cream	✓	✓	✗	✗	✗	✓	✗	✗
	Ice Cream	✓	✓	✓	✗	✓	✗	✓	✗
	Chocolate	✓	✓	✗	✗	✓	✗	✗	✗
	RTD	✓	✓	✓	✓	✓	✓	✓	✗
	Desserts	✓	✓	✗	✓	✓	✓	✓	✓
	RTC meals	✓	✓	✓	✓	✗	✓	✗	✗
	Tofu	✓	✗	✗	✗	✗	✗	✗	✗

Milky Mist is actively aligning with evolving customer health needs by offering high-protein products like Milky Mist paneer with high-protein of 50g per pack and Milky Mist Skyr yogurt serving 12g of protein per serving catering to the prevalent protein deficiencies in Indian diets. Milky Mist has the highest protein content in Yogurt among the Indian packaged food brands. Milky Mist has a strong market presence in South India, particularly in paneer, curd and cheese. Milky Mist played a significant role in increasing the paneer consumption in South India by introducing high-quality products and ensure availability through there retail touch points in a region with traditionally low paneer consumption. For lactose-intolerant consumers, Milky Mist lactose-free milk provides a suitable alternative, ensuring dairy enjoyment without discomfort, while this product line also supports low-sugar and diabetic-friendly variants. The company is also conscious of salt content in processed items like Milky Mist cheese slices, working towards healthier formulations. By diversifying its portfolio, Milky Mist ensures its offerings meet the nutritional, lifestyle, and health preferences of a wide range of consumers. Milky Mist continuously innovates based on consumer feedback and market trends, introducing convenient, ready-to-cook and ready-to-eat products that match the fast-paced lifestyles of modern customers. About 55% to 60% of Milky Mist product purchases are influenced by women, making them a key target segment and the sweet spot for product range expansion and innovation. Milky Mist is one of the first company to launch convenient capped milkshakes for smaller packs.

Milky Mist has an exceptionally high focus on value-added dairy products, which refer to processed dairy items like paneer, cheese, curd, buttermilk, ghee, and other milk-based products that go beyond basic liquid milk through additional processing, packaging, or fortification. 100% of its sales within the dairy segment come from VADP, significantly higher than its competitors who typically rely on a mix of liquid milk and value-added offerings. Milky Mist is the amongst very few scaled companies in the organised dairy value-added product market in terms of revenue more than ₹ 20,000 million in Fiscal 2025. Milky Mist product portfolio includes high-margin value-added products such as cheese, cream, yogurt, curd, and ice creams and products with protein-enriched contents, lactose-free alternatives, reduced-salt content, and sugar-reduced choices for diabetics. Operating in the high-margins value-added category and not in liquid milk allows them to achieve higher margins, enhancing profitability. Their diversified product portfolio, multiple sales channels and wide geographical reach have collectively contributed to its strong financial performance. Earlier paneer production in India relied solely on traditional methods, with no technology available for continuous, high-capacity production without human intervention. As of July 21, 2025, Milky Mist installed capacity for paneer stands at 192 metric tons, making it one of the largest in India amongst organized private peers. In Fiscal 2025, Milky Mist transportation cost as a percentage of revenue from operations is one of the lowest among listed peers, this is achieved due to load optimization of own logistics by ensuring return load. Their strong market presence in products like paneer, cheese, curd, and yogurt continues to drive revenue growth. Their new product launches contributed ₹ 5,116.40 million in Fiscal 2025 the highest among competitors. Additionally, Milky Mist's 80% of sales revenue of Fiscal 2025, fall under the daily consumption category which includes dairy products that are consumed routinely by consumers such as paneer, curd, yoghurt, ghee, butter etc., effectively catering to women, who are key decision-makers in household purchases.

Milky Mist is exclusively focused on value-added products within the dairy market, which are considered premium. As of March 31, 2025, Milky Mist is the only dairy products-focused company among its listed peers to have in-house logistics and manufacturing, ensuring better control over product quality and supply chain efficiency. Additionally, it maintains a strong direct connection with 67,615 farmers out of which 31,961 are women as of March 31, 2025, helping secure a steady milk supply and fostering a robust procurement network. In Fiscal 2025, Milky Mist had one of the highest share of milk directly procured from farmers as a percentage of our total milk procurement among organized private players. As of March 31, 2025, the prices of Milky Mist products under the paneer and curd product categories are one of the highest among large Indian brands, typically 10% to 25% above the average market price of large Indian brands. Milky Mist's ability to command premium pricing has enabled them to achieve the highest realization per litre of milk procured (calculated as Net manufactured finished goods in Fiscal 2025 divided by the total litres of milk procured in Fiscal 2025) at approximately ₹ 74 when compared to listed peers.

Parameters		Milky Mist	Nestlé	BRITANNIA	TATA CONSUMER PRODUCTS	HAP	PARAG	DODLA	BIKAJI
# product category wise sales and % of sales		Paneer - 29.52% Cheese - 17.36% Curd - 15.75% Ice Cream - 5.86% Others product categories[1] - 31.51%	Milk products - 38.14% Prepared dishes and cooking aid - 30.88% Confectionery - 16.60% Powdered and liquid beverages - 14.38%	Bakery products - 97% Dairy products - 3%*	Indian beverages 34%, Indian foods - 32%, International - 24%** Others(Non-Branded) - 11%*	-	Core categories - 57%, New age - 6% business, Ingredients & SMP - 17%, Liquid Milk - 10%, Others - 10%	VAP including fat & fat-based products-34%	Ethnic snacks - 68.1% Packaged sweets - 13.3% Western snacks - 8.5% Papad - 5.9% others - 4.3%
Region wise sales (%)	India	96.84%	96.09%	94%*	65%	99.9%*	98.79%*	99.96%	96.20%
	International	3.16%	3.91%	6%*	35%**	0.10%*	1.21%*	0.04%	3.80%
Channel wise Sales mix		General Trade - 43.38% Modern Trade - 23.83% HoReCa -16.47% E-commerce - 9.56% B2B sales - 6.15% B2C sales[2] - 0.61%	E-commerce - 8.6%	-	Traditional trade - 66% Alternate channels -34%	-	B2C (GT, MT, Quick commerce, Ecommerce, Company website & app) - 65% B2B (HoReCa & Institutional) - 35%	-	-
Logistics ownership		Own	Third party	Third party	Third party	Third party	Third party	Third party	Third party

Note: [1]Other product categories include ghee, butter, chocolate, khova and UHT long-shelf life products, [2]Includes sales from quick commerce platforms and export sales
*FY24 data showcased, **International business of Tata Consumer Products excludes export revenues of Capital Foods and Organic India

Peer Benchmarking

Milky Mist is India's fastest growing company in terms of sales offering value-added product categories in Fiscal 2025.

Parameters	Company	Fiscal 2023	Fiscal 2024	Fiscal 2025
Revenue from Operations (₹ million)	Milky Mist	13,941.75	18,216.09	23,495.03
	Nestlé India	1,68,969.60	1,95,633.70	2,02,015.60
	Britannia Industries	1,63,005.50	1,67,692.70	1,79,426.70
	Tata Consumer Products	1,37,831.60	1,52,058.50	1,76,183.00
	Hatsun Agro Products	72,469.68	79,904.04	86,997.60
	Parag Milk Foods	28,926.20	31,387.00	34,322.10
	Dodla Dairy	28,120.29	31,254.65	37,200.65
	Bikaji Foods	19,660.72	23,293.37	26,218.54
Gross Profit	Milky Mist	4,522.78	5,684.99	7,961.86

Parameters	Company	Fiscal 2023	Fiscal 2024	Fiscal 2025
(₹ million)	Nestlé India	NA	NA	NA
	Britannia Industries	NA	NA	NA
	Tata Consumer Products	NA	NA	NA
	Hatsun Agro Products	NA	NA	NA
	Parag Milk Foods	5,694.30	7,680.00	8,850.00
	Dodla Dairy	6,711.00	8,434.00	10,211.00
	Bikaji Foods	5,743.00	8,209.00	8,472.00
Gross Profit Margin (%)	Milky Mist	32.44%	31.21%	33.89%
	Nestlé India	NA	NA	NA
	Britannia Industries	NA	NA	NA
	Tata Consumer Products	NA	NA	NA
	Hatsun Agro Products	NA	NA	NA
	Parag Milk Foods	19.70%	24.50%	25.80%
	Dodla Dairy	23.90%	27.00%	27.40%
	Bikaji Foods	29.21%	35.24%	32.31%
EBITDA (₹ million)	Milky Mist	2,013.94	2,223.30	3,103.46
	Nestlé India	NA	NA	NA
	Britannia Industries	NA	NA	NA
	Tata Consumer Products	18,740.00	23,230.00	25,020.00
	Hatsun Agro Products	7,120.00	9.215.60	NA
	Parag Milk Foods	1,634.90	2,260.00	2,930.00
	Dodla Dairy	1,913.00	2,888.00	3,808.00
	Bikaji Foods	2,132.00	3,913.00	3,283.00
EBITDA Margin (%)	Milky Mist	14.45%	12.21%	13.21%
	Nestlé India	NA	NA	NA
	Britannia Industries	NA	NA	NA
	Tata Consumer Products	13.60%	15.30%	14.20%
	Hatsun Agro Products	9.82%	11.53%	NA
	Parag Milk Foods	5.70%	7.20%	8.50%
	Dodla Dairy	6.80%	9.20%	10.20%
	Bikaji Foods	10.84%	16.80%	12.52%
Profit for the Year (PAT) (₹ million)	Milky Mist	272.30	194.44	460.74
	Nestlé India	23,905.20	31,962.10	32,075.90
	Britannia Industries	23,163.20	21,342.20	21,778.60
	Tata Consumer Products	13,201.40	12,154.00	12,871.00
	Hatsun Agro Products	1,658.56	2,672.87	2,788.10
	Parag Milk Foods	532.54	905.83	1,187.90
	Dodla Dairy	1,222.84	1,667.36	2,599.30
	Bikaji Foods	1,358.50	2,634.63	1,943.45
PAT Margin (%)	Milky Mist	1.95%	1.07%	1.96%
	Nestlé India	14.15%	16.34%	15.88%
	Britannia Industries	14.21%	12.73%	12.14%
	Tata Consumer Products	9.58%	7.99%	7.31%
	Hatsun Agro Products	2.29%	3.35%	3.20%
	Parag Milk Foods	1.84%	2.89%	3.46%
	Dodla Dairy	4.35%	5.33%	6.99%
	Bikaji Foods	6.91%	11.31%	7.41%
Return on Equity (ROE) (%)	Milky Mist	10.95%	7.14%	15.11%
	Nestlé India	108.50%	108.50%	87.30%
	Britannia Industries	NA	NA	NA
	Tata Consumer Products	7.90%	7.03%	6.63%
	Hatsun Agro Products	13.01%	17.74%	NA
	Parag Milk Foods	7.80%	10.50%	12.30%
	Dodla Dairy	13.50%	15.80%	20.40%
	Bikaji Foods	14.40%	21.80%	NA
Return on Capital Employed (ROCE) (%)	Milky Mist	10.62%	8.14%	9.54%
	Nestlé India	122.40%	116.90%	81.30%
	Britannia Industries	NA	NA	NA
	Tata Consumer Products	34.31%	43.25%	37.54%
	Hatsun Agro Products	11.97%	13.32%	NA
	Parag Milk Foods	8.60%	11.10%	14.30%
	Dodla Dairy	14.90%	20.40%	24.40%
	Bikaji Foods	19.80%	31.40%	NA

Parameters	Company	Fiscal 2023	Fiscal 2024	Fiscal 2025
Working Capital Days	Milky Mist	39.00	49.00	42.00
	Nestlé India	NA	NA	NA
	Britannia Industries	NA	NA	NA
	Tata Consumer Products	35.00	27.00	26.00
	Hatsun Agro Products	NA	NA	NA
	Parag Milk Foods	74.00	75.00	62.00
	Dodla Dairy	0.00	40.00	2.00
	Bikaji Foods	NA	NA	NA
Fixed Asset Turnover Ratio	Milky Mist	1.78	1.79	1.91
	Nestlé India	NA	NA	NA
	Britannia Industries	NA	NA	NA
	Tata Consumer Products	NA	NA	NA
	Hatsun Agro Products	NA	NA	NA
	Parag Milk Foods	NA	NA	NA
	Dodla Dairy	NA	NA	NA
	Bikaji Foods	3.30	3.20	NA

Parameters	Company	CAGR (Fiscal 2023-Fiscal 2025)
Revenue from Operations (%)	Milky Mist	29.82%
	Nestlé India	9.34%
	Britannia Industries	4.92%
	Tata Consumer Products	13.06%
	Hatsun Agro Products	9.57%
	Parag Milk Foods	8.93%
	Dodla Dairy	15.02%
	Bikaji Foods	15.48%

Note(s): Calculations for Milky Mist as follows

Revenue from operations is calculated as the sum of revenue from sale of manufactured goods, sale of traded goods and other operating revenue.

Gross Profit is computed by subtracting the aggregate of cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods, stock-in-trade and work-in-progress from revenue from operations for the relevant fiscal.

Gross Profit Margin is computed as Gross Profit as a percentage of revenue from operations for the relevant fiscal.

EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as the profit before tax for the fiscal plus depreciation and amortization expense and finance cost for the relevant fiscal.

EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations

PAT refers to profit for the year and is calculated as the total income less total expenses less total tax expenses for the year

PAT margin is computed as profit for the fiscal as a percentage of revenue from operations for the relevant fiscal

RoCE refers to return on capital employed and is computed as earnings before interest and taxes ("EBIT") as a percentage of Capital Employed as at the end of the fiscal. EBIT is computed as profit before tax for the fiscal plus finance costs for the relevant fiscal. Capital Employed is computed as the sum of total equity, total borrowings and deferred tax liabilities (net), as at the end of the fiscal.

RoE refers to Return on equity and is computed as profit for the year as a percentage of Average Equity. Average Equity is calculated as average of the total equity at the beginning and at the end of the relevant fiscal. Total Equity is computed as the sum of Equity Share Capital, Instruments entirely equity in nature, and other equity.

Working Capital Days is calculated as Net working capital (which is the aggregate of inventories and trade receivables minus trade payables) for the relevant fiscal divided by revenue from operations for the relevant fiscal multiplied by 365

Fixed Asset Turnover is calculated as Revenue from operations for the relevant fiscal divided by Average Net Fixed Assets. Net Fixed Assets refers to property, plant and equipment and investment property. Average Net Fixed Assets is computed as average of opening and closing balance of Net Fixed Assets for the relevant fiscal.

Source: For other peers including Nestle India, Britannia Industries, Tata Consumer Products, Hatsun Agro Products, Parag Milk Foods, Dodla Dairy & Bikaji Foods, referred company annual reports & investor presentation reports on reported basis (except Gross margin %, EBITDA % and PAT margin % are derived as % of revenue from operations on reported Gross margin, EBITDA and PAT)

Key challenges faced by Milky Mist

The milk and value-added dairy products industry faces multiple future challenges, including climate change and rising temperatures, increasing competition, rising input costs, supply chain disruptions, and regulatory and environmental compliances, which could affect its growth and profitability.

- **Climate change & rising temperatures**: Increasing heat stress on cattle leads to lower milk yields, affecting overall dairy production. Water scarcity and erratic monsoon patterns can reduce fodder availability, raising production costs. Additionally, extreme weather events like droughts and floods disrupt dairy farming and supply chains.

- **Increasing competition**: Global & Indian dairy corporations are introducing new and premium products, with competitive pricing strategies.

- **Supply chain distress**: Supply chain disruptions like transport delays, packaging shortages and lack of cold storage result in milk spoilage, increased operational costs and difficulties in delivering fresh products to markets.

- **Regulatory and environmental compliance**: Stringent regulations on food safety, animal welfare, waste management, and emissions require continuous monitoring and investment. Meeting standards set by agencies like FSSAI, and pollution control boards can be expensive and complex, leading to operational hurdles, penalties, or shutdowns if not followed.

- **Rising input costs:** The dairy industry is facing rising costs of key inputs such as cattle feed, fuel, packaging, electricity, and labour. Feed prices, in particular, have become more volatile due to climate-related and supply challenges. With rising competition there would be limited ability to pass on higher costs due to regulated pricing and price sensitive consumers, dairy companies are seeing pressure on margins and reduced capacity to invest in operations.

- **Safety & quality concerns**: The dairy industry faces safety & quality concerns due to milk adulteration, contamination from pesticides, mycotoxins, heavy metals & veterinary drugs, impacting consumer health and trust. Strengthening regulations, enforcement & quality control mechanisms is essential to ensure hygienic dairy products. Addressing water contamination, feed quality & proper cold chain management will be crucial for maintaining industry standards.

- **Slow adoption of technology & disruptions**: The rising adoption of modern infrastructure and advanced technologies in dairy industry supply chain to enhance milk production and efficiency. The slow adoption of AI, IoT and blockchain technology poses challenges to productivity and traceability, necessitating targeted training and financial support.

- **Cyber-attacks**: With increasing digitalization, the dairy industry in India may face risks of cyber-attacks that can disrupt supply chains, compromise data, and halt systems like automated milk collection and cold chain monitoring. These disruptions can cause financial losses.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 21 for a discussion of the risks and uncertainties related to those statements and also the sections "Risk Factors", "Industry Overview", "Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 37, 160, 284 and 386, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or unless the context requires otherwise, the financial information included herein is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 284. Unless the context otherwise requires, in this section, references to "the Company" or "our Company" are to Milky Mist Dairy Food Limited on a standalone basis and references to "we", "us" or "our" are to Milky Mist Dairy Food Limited on a consolidated basis. Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Value Added Dairy Products Industry Report" July 21, 2025 (the "**1Lattice Report**") prepared and issued by Lattice Technologies Private Limited, pursuant to an engagement letter dated January 16, 2025. The 1Lattice Report has been exclusively commissioned and paid for by our Company in connection with the Offer. The data included herein includes excerpts from the 1Lattice Report and may have been re-ordered for the purposes of presentation. A copy of the 1Lattice Report will form part of the material documents for inspection and is available on the website of our Company at https://www.milkymist.com/ipo. Unless otherwise indicated, financial, operational, industry and other related information derived from the 1Lattice Report and included herein with respect to any particular year/ Fiscal refers to such information for the relevant Calendar Year/ Fiscal, respectively. For further information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the 1Lattice Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*" *on page 76. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 19.*

OVERVIEW

We are the fastest growing packaged food company (among companies with revenue scale of more than ₹15,000 million) in India in terms of revenue, growing at a CAGR of 29.82% from Fiscal 2023 to Fiscal 2025. (*Source: 1Lattice Report*) We are exclusively focused on value-added products within the dairy market, which are considered premium. (*Source: 1Lattice Report*) We are a product-led company, dedicated to addressing the diverse and emerging consumer needs for the entire day, from breakfast to dinner. Over the years, we have diversified our product categories to include various value-added dairy products, such as cheese, paneer, butter, curd, ghee, yogurt, ice cream, ultra-high temperature ("**UHT**") long-shelf life products, and other products, including frozen foods, ready-to-eat ("**RTE**") and ready-to-cook ("**RTC**") products, as well as chocolates. We offer our products under our umbrella brand 'Milky Mist', and sub-brand such as 'SmartChef', 'Capella', and 'Misty Lite', and have recently acquired brands such as 'Briyas' and 'Asal'.

We were one of the first private companies to launch branded packaged paneer in India and subsequently established product categories through introduction of curd, ghee, butter, cheese, yogurt, ice cream, UHT long-shelf life products, chocolates and sweetened condensed milk over the years.

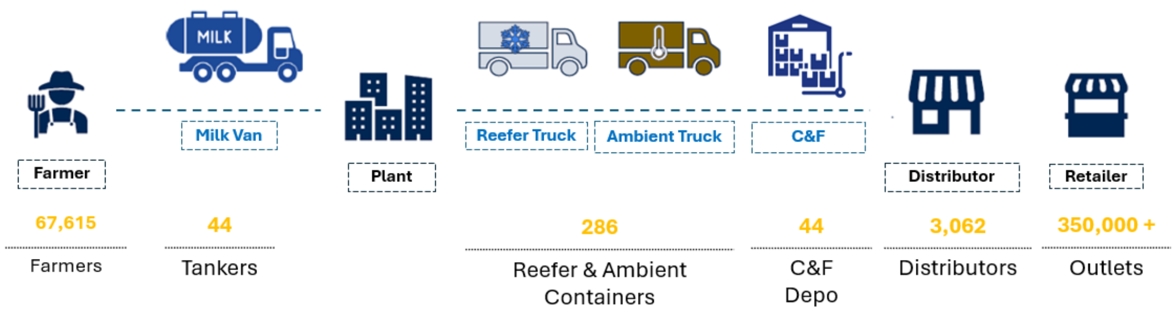
We were the largest private packaged paneer brand in the organized market with a market share of approximately 17% in terms of the organised packaged paneer market value in Fiscal 2025 in India. (*Source: 1Lattice Report*) In Fiscal 2025, we were the largest private packaged cheese brand in South India with a market share of approximately 12% in terms of market value in the Southern region's organised cheese segment and we are also nationally ranked third among private players with a market share of approximately 5% in terms of market value in the organised packaged cheese market in India. We were one of the first few dairy companies to introduce 1 kg set curd tub packaging in South India, and we held an approximately 7% of the market share in terms of market value in the organised curd market in South India in Fiscal 2025. (*Source: 1Lattice Report*) In Fiscal 2025, we were among the top three largest private packaged yogurt brands, with a market share of approximately 7% in terms of market value in the organized yogurt market in India. (*Source: 1Lattice Report*) As of March 31, 2025, the prices of our products under the paneer and curd product categories are one of the highest among large Indian brands, typically 10% to 25% above the average market price of Indian brands. (*Source: 1Lattice Report*) Our ability to command premium pricing has enabled us to achieve the highest realisation per litre of milk procured (*calculated as our net manufactured finished goods in Fiscal 2025 divided by the total litres of milk procured in Fiscal* 2025) at approximately ₹ 74 when compared to listed peers (*Source: 1Lattice Report*). We focus on value added dairy products, which aligns more closely with fast-moving consumer goods ("**FMCG**") companies than traditional dairy businesses in terms of gross margins, distribution model and premium pricing. (*Source: 1Lattice Report*).

We have an integrated farm to retail infrastructure. We source the majority of raw milk, our primarily raw material, directly from farmers. As of March 31, 2025, we sourced raw milk from 67,615 farmers, located in 22 districts across the states of Tamil Nadu, Andhra Pradesh and Karnataka, all within a 400 kilometres radius from our manufacturing facility at Perundurai, Erode District, Tamil Nadu. In Fiscal 2025, 2024 and 2023, we procured 307.20 million litres, 272.80 million litres and 201.18 million litres of raw milk, of which, 261.59 million litres, 263.55 million litres and 199.86 million litres were procured directly from farmers which represented 85.15%, 96.61% and 99.34% of the total raw milk procurement, respectively. We foster long-standing relationships with farmers by eliminating middlemen, providing them with higher realization, and making direct payments every 7 to 10 days, thereby ensuring their loyalty. We also support the well-being of farmers through various initiatives, including enhancing their knowledge and skills in dairy farming, providing cattle feed, promoting clean milk production programs, offering silage training, supplying fodder seeds, providing veterinary support, vaccinations, facilitating artificial insemination services, and assisting with obtaining loans to purchase cattle. These efforts foster long-standing relationships and ensure the good quality of milk. We procure raw milk through a three-tier structure to ensure quality: farmers deposit milk at our tech-enabled automated milk collection units ("**AMCUs**") for initial testing, which is then transported to our chilling centers (comprising Milk Chilling Centres and Bulk Milk Coolers) for further analysis, and finally, undergoes additional testing at our Perundurai Manufacturing Facility before processing. As of March 31, 2025, we had 3,460 AMCUs across the states of Tamil Nadu and Karnataka. Further, as of the date of this Draft Red Herring Prospectus, we have 21 chilling centres (comprising Milk Chilling Centres and Bulk Milk Coolers).

We operate two manufacturing facilities, of which one is located in Perundurai, Erode District, Tamil Nadu ("**Perundurai Manufacturing Facility**") which is dedicated to producing value-added dairy products. The other facility is located in Bengaluru, Karnataka ("**Bengaluru Manufacturing Facility**"), which is dedicated to producing frozen foods, including RTE and RTC products. Our strategically located Perundurai Manufacturing Facility capitalizes on the region's robust dairy farming community to ensure a consistent supply of high-quality raw milk (*Source: 1Lattice Report*). The area within a 400 kilometre radius of Perundurai, Erode District, Tamil Nadu, has one of the highest supplies of raw milk in India. (*Source: 1Lattice Report*) As of March 31, 2025, our installed capacity for paneer stands at 72 metric tons, making it the largest in India amongst organised private peers. (*Source: 1Lattice Report*) Our manufacturing facilities are equipped with advanced machinery (including imported machinery) to ensure the consistent quality of our products and operational efficiency. Our fully-automated production processes enable higher throughput, quality products and improved production timelines. We have also implemented advanced technology in our manufacturing facilities to enhance hygiene and manufacturing efficiency. Our facilities are optimized for space utilization, ensuring productivity and operational efficiency. Our Perundurai Manufacturing Facility is U. S. Food and Drug Administration ("**U.S. FDA**") approved, assuring the quality of our production. Our milk balancing system enables us to manage seasonal fluctuations in milk supply and demand. For example, during the winter flush season, when milk supply is abundant (*Source: 1Lattice Report*), we convert excess milk into high-shelf-life value-added products such as cheddar cheese, UHT long-shelf life products, and high heat powder to manufacture ice-cream. The summer season experiences a relative drop of 20% to 30% in milk supply depending on the region and monsoon conditions (*Source: 1Lattice Report*), which is when we focus on producing high-demand products such as ice cream, beverages, curd and buttermilk. This strategic approach ensures optimal utilization of milk with minimal wastage.

We manage our own logistics to ensure that our diverse product range, which requires chilled, ambient, or frozen conditions, maintains its quality from procurement of the raw materials to the point of sale of our products. As of March 31, 2025, our fleet comprises 44 milk vans for transporting milk from farmers to our Perundurai Manufacturing Facility, 252 reefer trucks with in-built refrigeration for carrying perishable products that require specific temperature control from our manufacturing facilities to distributors, 34 ambient trucks for transporting non-perishable products from our manufacturing facilities to distributors. This helps us maintain the quality and safety of our products throughout the entire supply chain and ensures timely delivery of the products at a lower cost. We optimize logistics costs by using reefer trucks to transport other products on their return journeys. Our fleet, which displays our company logos, helps increase brand visibility as it travels through different regions in India. Our logistics is tech-enabled where we use Internet of Things ("**IoT**") to monitor and control our fleet of vehicles and we have also deployed a software that enables real-time fleet tracking, route optimization, and efficient delivery management. In Fiscal 2025, our transportation cost as a percentage of revenue from operations is one the lowest among our peers, and this is achieved due to load optimization of own logistics by ensuring return load. (*Source: 1Lattice Report*).

Integrated Farm-to-Retailer Infrastructure



(*As of March 31, 2025*)

We have demonstrated our ability to expand our presence across various regions and achieve leadership positions in certain product categories. Over the years, we have expanded our presence through multiple sales channels. Our sales channels include general trade, modern trade, hotels, restaurants, and cafes ("**HoReCa**"), online platforms (including, other e-commerce platforms and quick commerce platforms) and our Milky Mist exclusive parlours. Our presence across multiple channels enables us to sell our products in 22 states and 5 union territories in India as of March 31, 2025. As of March 31, 2025, we had 3,062 distributors across 22 states and 5 union territories, enabling us to reach more than 350,000 retail touchpoints and ensuring our product availability across different regions in India. We also had 44 clearing and forwarding ("**C&F**") depots in 44 cities across 13 states in India as of March 31, 2025, which play a crucial role in managing logistics and ensuring efficient supply chain management. Further, between April 1, 2022 and March 31, 2025, we exported our products to more than 15 countries, including Singapore, the United States of America, Middle Eastern countries and Australia.

As on the date of this Draft Red Herring Prospectus, we have 108 Milky Mist exclusive parlours across eight states in India, including Tamil Nadu, Andhra Pradesh, and Kerala where consumers can purchase our products, enhancing brand engagement and visibility. Of these, 6 are company operated, and the remaining are managed through franchise agreements. We are also one of the first food products company in India to provide visi coolers, a refrigeration unit used for displaying dairy products and other perishable products, to retailers. (*Source: 1Lattice Report*) and we have deployed 13,885 visi coolers as of March 31, 2025. In addition to visi coolers, we have deployed ice cream freezers for our growing range of ice creams, and specialized chocolate coolers to support new product categories in this segment. As on March 31, 2025, we have deployed 13,804 ice cream freezers and 559 chocolate coolers. We have deployed visi coolers, ice cream freezers and chocolate coolers in 4,065, 10,503 and 1,272 retail outlets as of March 31, 2025, March 31, 2024 and March 31, 2023, respectively, across various states in India including Tamil Nadu, Karnataka, Kerala and Telangana, contributing to our on-ground presence and driving retail traction. Further, our operations are supported by a dedicated sales, distribution and marketing team comprising 549 employees, as of March 31, 2025.

Milky Mist Exclusive Parlours

Visi Coolers

Market Opportunities

The Indian traditional value-added dairy products ("**TVADPs**") market is valued at approximately ₹ 5.1 trillion in Fiscal 2025 and is projected to reach approximately ₹ 9 trillion by Fiscal 2030, growing at an approximately 12% CAGR for Fiscal 2025 to Fiscal 2030. The Indian value-added dairy products market, which includes products such as curd, lassi, butter, ghee, paneer, cheese, yogurt, milkshake and ice cream, has seen growth due to higher disposable incomes, greater health awareness, increasing consumer demand for premium and innovative dairy options, convenience, and a preference for products that offer enhanced taste and nutritional benefits including high protein. In Fiscal 2025, paneer contributed approximately 16.5% to the India TVADP market and is expected to contribute approximately 20.6% in Fiscal 2030. It is also the fastest growing TVADP segment, driven by rising protein consumption. The paneer market currently stands at approximately ₹ 0.8 trillion and expected to reach approximately ₹ 1.8 trillion by Fiscal 2030, reflecting its growing importance in the Indian dairy basket. Organized paneer is projected to grow from approximately ₹ 40.6 billion in Fiscal 2025 to approximately ₹ 102 billion in Fiscal 2030, growing at CAGR of approximately 20.2%. On the other hand, the market for emerging value-added dairy products ("**EVADPs**"), such as cheese, yogurt and whey and whey products, is also experiencing growth, and is expected to grow from approximately ₹ 0.4 trillion in Fiscal 2025 to approximately ₹ 0.9 trillion by Fiscal 2030, growing at an approximately 15.2% CAGR for Fiscal 2025 to 2030. (*Source: 1Lattice Report*).

Our commitment to environment is demonstrated through initiatives such as generating renewable energy from solar and wind plants, converting wastewater into processed water through effluent treatment plants, and using electric vehicles for transportation. We also engage in tree plantation, desilting projects, and animal welfare initiatives to support the environment and community. Additionally, in alignment with our sustainability initiatives, all our boiler operations are conducted exclusively with certified biofuels.

We are led by our experienced Promoters and a professional management team with experience in the food products industry. Our Promoter, Chairman and Managing Director, Sathishkumar T has over 26 years of experience in the dairy and food industry and our Promoter and Whole-time Director, Anitha S has over 23 years of experience in the dairy and food industry. Our Whole-time Director and Chief Executive officer, Dr. K Rathnam, has over 33 years of experience in the food products sector and has also served as a senior manager (quality assurance) at Heinz India Private Limited and managing director at Kaira District Co-operative Milk Producers' Union Limited. We believe that the strength and experience of our Board and management team position us well to capitalize on future growth opportunities and better serve our stakeholders.

Our financial performance has been driven by our diversified product categories, availability of our products across multiple sales channels, geographical presence, product development and end to end control over the supply chain. Our revenue from operations has increased at a CAGR of 29.82% from Fiscal 2023 to Fiscal 2025. The table below sets forth certain financial information for the years indicated:

Particulars	As of / for the year ended March 31, 2025	As of / for the year ended March 31, 2024	As of / for the year ended March 31, 2023
Revenue from operations (₹ million)	23,495.03	18,216.09	13,941.75
Gross Profit[(1)] (₹ million)	7,961.86	5,684.99	4,522.78
Gross Profit margin[(2)] (%)	33.89%	31.21%	32.44%
EBITDA[(3)]	3,103.46	2,223.30	2,013.94
EBITDA Margin[(4)]	13.21%	12.21%	14.45%
Profit for the year ("PAT")	460.74	194.44	272.30
PAT Margin[(5)] (%)	1.96%	1.07%	1.95%
Return on Capital Employed[(6)] ("**ROCE**")	9.54%	8.14%	10.62%
Return on Equity[(7)] ("**ROE**")	15.11%	7.14%	10.95%

Notes:

(1) Gross Profit is computed by subtracting the aggregate of cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods, stock-in-trade and work-in-progress from revenue from operations for the relevant fiscal.

(2) Gross Profit Margin is computed as Gross Profit as a percentage of revenue from operations for the relevant fiscal.

(3) EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as the profit before tax for the fiscal plus depreciation and amortization expense and finance cost for the relevant fiscal.

(4) EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.

(5) PAT margin is computed as profit for the fiscal as a percentage of revenue from operations for the relevant fiscal.

(6) RoCE refers to return on capital employed and is computed as earnings before interest and taxes ("EBIT") as a percentage of Capital Employed as at the end of the fiscal. EBIT is computed as profit before tax for the fiscal plus finance costs for the relevant fiscal. Capital Employed is computed as the sum total equity, total borrowings and deferred tax liabilities (net), as at the end of the fiscal.

(7) RoE refers to Return on equity and is computed as profit for the year as a percentage of Average Equity. Average Equity is calculated as average of the total equity at the beginning and at the end of the relevant fiscal. Total Equity is computed as the sum of Equity Share Capital, Instruments entirely equity in nature, and other equity.

OUR STRENGTHS

Fastest growing packaged food company in India with established brand equity and leadership across various product categories

We are the fastest growing packaged food company (among companies with revenue scale of more than ₹15,000 million) in India in terms of revenue, growing at a CAGR of 29.82% from Fiscal 2023 to Fiscal 2025. (*Source: 1Lattice Report*) We are exclusively focussed on value-added products within the dairy market, which are considered premium. (*Source: 1Lattice Report*) We offer various value-added dairy products such as paneer, cheese, curd, butter, ghee, yogurt, ice cream, UHT long-shelf life products, and other products, including frozen foods, RTE and RTC products, as well as chocolates. Unlike traditional dairy businesses, we focus exclusively on premium, value-added dairy products rather than liquid milk, which typically has lower profitability. (*Source: 1Lattice Report*). The organized dairy segment in India typically comprises cooperative societies and private entities and the majority of these are presently focused primarily on the sale of liquid milk. (*Source: 1Lattice Report*) We have been instrumental in creating branded value added dairy product offerings in various unorganized markets such as curd and paneer. (*Source: 1Lattice Report*) We are amongst very few scaled companies in the organised dairy value-added product market in terms of revenue of more than ₹ 20,000 million in Fiscal 2025 (*Source: 1Lattice Report*) Given our focus on value added dairy products, we align more closely with FMCG companies than traditional dairy businesses in terms of gross margins, distribution model and premium pricing. (*Source: 1Lattice Report*)

We hold a significant market share in certain of our product categories which are as follows:

Product Category	Market Share[(1)]
Paneer	Largest private packaged paneer brand in the organized market with a market share of approximately 17% in terms of the organised packaged paneer market value in Fiscal 2025 in India.
Cheese	• Largest private packaged cheese brand in South India with a market share of approximately 12% in terms of market value in the Southern region's organised cheese segment in Fiscal 2025; • Nationally ranked third among private players with a market share of approximately 5% in terms of market value in the organised packaged cheese market in Fiscal 2025 in India.
Curd	Held an approximately 7% of the market share in terms of market value in the organised curd market in Southern India in Fiscal 2025.
Yogurt	Among the top three largest private packaged yogurt brands, with a market share of approximately 7% in terms of market value in the organized yogurt market in India in Fiscal 2025.

[(1)]*As per 1Lattice Report.*

We believe that the quality and brand recognition of our products allow us to charge premium prices for certain categories of products. As of March 31, 2025, the prices of our products under the paneer and curd product categories are one of the highest among large Indian brands, typically 10% to 25% above the average market price of large Indian brands. (*Source: 1Lattice Report*) We exclusively focused on value-added products within the dairy market, which are considered premium (*Source: 1Lattice Report*), and our ability to command premium pricing has enabled us to achieve the highest realisation per litre of milk procured (*calculated as our net manufactured finished goods in Fiscal 2025 divided by the total litres of milk procured in Fiscal 2025*) at approximately ₹ 74 when compared to listed peers. (*Source: 1Lattice Report*)

Our product categories also include high-margin value-added products such as cheese, cream, yogurt, curd and ice-creams and products with protein-enriched contents, lactose-free alternatives, reduced-salt content, and sugar-reduced choices for diabetics. (*Source: 1Lattice Report*) Unlike traditional dairy businesses, we focus exclusively on premium, value-added dairy products rather than liquid milk, which typically has lower profitability (*Source: 1Lattice Report*), enhancing our profitability.

Summary of key markets which consists of value-added dairy products, RTE / RTC meals and chocolates & confectionery- has shown significant growth over the years, grew from ₹ 3.7 trillion in Fiscal 2020 to ₹ 6.0 trillion in Fiscal 2025, at a CAGR of 10.3%.(*Source: 1Lattice Report*)

Summary of key markets

Key market	Fiscal 2020 (in ₹ trillion)	Fiscal 2025 (in ₹ trillion)	Fiscal 2030 (in ₹ trillion)	CAGR (Fiscal 2020 to Fiscal 2025)	CAGR (Fiscal 2025 to Fiscal 2030)
Value-added dairy products	3.4	5.5	9.9	10.1%	12.5%
Chocolates and confectionery	0.2	0.4	0.5	14.9%	4.6%
RTE / RTC meals	0.08	0.1	0.3	4.6%	24.6%
Total	**3.7**	**6.0**	**10.7**	**10.3%**	**12.3%**

(*Source: 1Lattice Report*)

We believe that we are well-positioned to capitalize on the aforesaid growth opportunities by leveraging our execution and product development capabilities, diversified product range, distribution network, end-to-end supply chain including procurement, manufacturing and logistics.

Diversified and expanding product categories focused on emerging consumer needs

Over the years, we have synergistically diversified our product categories to include a range of value-added dairy products, including paneer, cheese, curd, butter, ghee, yogurt, ice cream, UHT long-shelf life products, as well as other products such as frozen foods, RTE and RTC products, and chocolates which we offer under our umbrella brand 'Milky Mist', and sub-brands such as 'SmartChef', 'Capella', 'Misty Lite', 'Briyas' and 'Asal'. This diversification serves as a testament of our product innovation and manufacturing capabilities and has been strategically implemented to leverage our logistics, maximize shelf space in retail outlets through visi-coolers and increase our share in the customer wallet. Our diversified product portfolio comprises 23 product categories with 416 SKUs, as of March 31, 2025, to address diverse consumer requirements. Our diversified product portfolio enables us to command larger shelf space. Between April 1, 2022 and March 31, 2025, we introduced 4 product categories, including UHT long-shelf life range of products, ice creams, chocolates and sweetened condensed milk, expanding our market presence and catering to the evolving preferences of consumers for the entire day, from breakfast to dinner. Our range of product categories helps in reducing the risks associated with relying on a single product. Further, this showcases our execution capabilities and our ability to introduce products to the market that meet the growing consumer demand for innovative and nutritionally rich dairy options. The table below sets forth details of our revenues from the sale of our product categories for the years indicated:

Product Category	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	Amount (₹ million)	**%of revenue from operations**	**Amount (₹ million)**	**%of revenue from operations**	**Amount (₹ million)**	**%of revenue from operations**
Paneer	6,936.08	29.52%	5,588.91	30.68%	4,379.64	31.41%
Cheese	4,078.33	17.36%	3,472.57	19.06%	2,689.96	19.29%
Curd	3,701.04	15.75%	2,991.03	16.42%	2,322.19	16.66%
Ice-cream	1,376.78	5.86%	345.15	1.89%	Nil**	Nil**
Others product categories*	7,402.80	31.51%	5,818.43	31.94%	4,549.96	32.64%
Revenue from operations	**23,495.03**	**100.00%**	**18,216.09**	**100.00%**	**13,941.75**	**100.00%**

**Other product categories includes ghee, butter, chocolate, khova and UHT long-shelf life products.*
*** We started selling ice-cream in Fiscal 2024.*

We focus on continuous innovation and maintain a commitment to quality, helping us stay competitive. We focus on addressing the emerging needs of consumers by offering products designed to meet specific dietary requirements. For example, we have introduced products with protein-enriched contents such as 'Skyr Yogurt', 'Greek Yogurt', 'high protein paneer' and 'tofu' to cater to the rising demand from health-conscious consumers. (*Source: 1Lattice Report*) These innovations not only align with evolving dietary preferences but also help the brand command a premium pricing in the market (*Source: 1Lattice Report*) We have introduced products with lactose-free alternatives, reduced-salt content, and sugar-reduced choices for diabetics. We have also introduced 'Filler Cheese', designed to enhance snacks, including pizzas, fries, and sandwiches, and 'Fusion Shake', a dairy-based beverage with real fruit, providing a tasty and convenient option for consumers. We have recently acquired 'Asal' and 'Briyas' brands to venture into non-dairy value added RTE and RTC product categories. Further, ~ 80% of our sales revenue of Fiscal 2025, fall under the daily consumption category, which includes dairy products that are consumed routinely by consumers such as paneer, curd, yogurt, ghee, butter etc., effectively catering to women, who are key decision-makers in household purchases. (*Source: 1Lattice Report*) From April 1, 2022 to March 31, 2025, we have introduced 348 new SKUs and these products contributed to ₹ 5,116.40 million in Fiscal 2025, representing 21.78% of our revenue from operations.

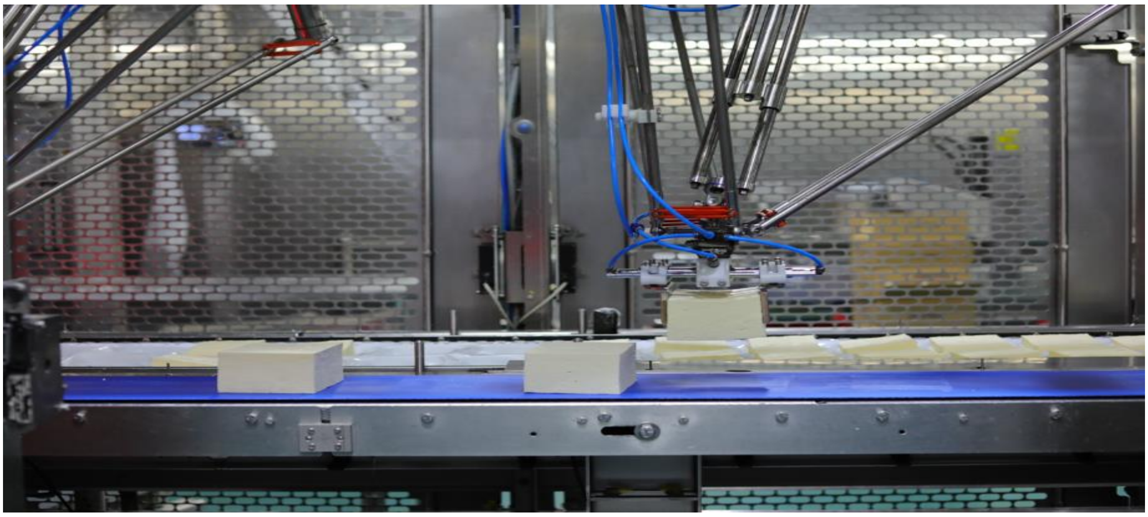
Advanced manufacturing capabilities enhanced by automation and technology-driven processes

We operate two manufacturing facilities, of which one is located in Perundurai, Erode District, Tamil Nadu which is dedicated to producing value-added dairy products. The other facility is located in Bengaluru, Karnataka, which is dedicated to producing frozen foods, including RTE and RTC products. Our manufacturing facilities are equipped with advanced machinery such as automated paneer manufacturing line with robotic operations, automatic cheese-making machines with end-of-line automation, automated UHT lines, a spray-drying unit for whey powder manufacturing, and ice cream and set curd manufacturing with automated packing lines, to ensure the consistent quality of our products and operational efficiency. For example, cheese slice packing line enables us to produce up to 1,000 cheese slices per minute, thereby enhancing our production capacity and operational efficiency.

Cheese manufacturing process

Ice-cream manufacturing process

Ice-cream manufacturing process



Paneer manufacturing process

Paneer manufacturing process

Our dedication to technology-driven processes is exemplified through various advancements in our manufacturing facilities. For instance, for paneer production, in Fiscal 2026, we have adopted advanced technology that allows for continuous, large-scale manufacturing with automated cutting and robotic packaging. This has enhanced hygiene, quality, and operational efficiency compared to the traditional methods that relied heavily on manual operations. For yogurt manufacturing, in Fiscal 2017, we have adopted technology for online mixing of fruit preparations at the time of packing, instead of the traditional method of adding fruits and fruit preparations with curd during fermentation, which offers the advantage of flexibility, allowing for the mixing of only the required quantity and thereby eliminating wastage. For our UHT long-shelf life products, in Fiscal 2023, we have implemented an aseptic packing technology that differs from the conventional brick packs with plastic straws. This technology enables us to maintain the quality and shelf life of products without the need for refrigeration. Additionally, our packaging technology features spouts instead of straws, providing users with the convenience of drinking at different intervals after opening the pack, enhancing the overall consumer experience. These examples underscore our commitment to leveraging advanced technology to enhance our manufacturing processes, ensuring product quality and operational efficiency. Our advanced facilities also ensures that we are able to extract maximum output from our milk procurement without any wastages. Furthermore, we enhance the shelf life of our fresh milk products through advanced processing techniques. For instance, we utilize the bactofugation process in our milk processing line, which removes a significant portion of microorganisms. This approach significantly extends the shelf life of our fresh milk products, ensuring that our customers enjoy high-quality and longer-lasting products.

We have also enhanced paneer production using advanced technologies. Earlier, paneer production in India relied solely on traditional methods, with no technology available for continuous, high-capacity production without human intervention. (*Source: 1Lattice Report*). To address the lack of continuous, high capacity production without human intervention in paneer production in India, our team visited Europe to study cheese-making technologies. After identifying technologies for soft cheese variants, and after years of development, we replicated the European production conditions and adapted the cheese manufacturing technology for paneer production. This innovation enabled continuous large-scale paneer production and incorporates advanced technology for measuring block weight and density, automated cutting, and robotic pick-and-place during packaging. This has eliminated human touchpoints, improving hygiene, product quality, and operational efficiency, allowing us to produce large quantities of paneer quickly and consistently.

Our production processes are fully automated, allowing for higher throughput, quality products and improved production timelines. We place emphasis on quality control across our business operations and have obtained quality control certifications and registrations for our operations. Our Perundurai Manufacturing Facility has received approvals from the U. S. FDA in Fiscal 2022, underscoring our adherence to rigorous quality standards. We have also received ISO 22000:2018 and FSSC 22000 certifications for food safety management systems, further highlighting our commitment to maintaining high standards of food safety and quality. Our domestic and export products originate from the same manufacturing facility, ensuring uniform quality across our entire product spectrum. We also have an in-house laboratory located at our Perundurai Manufacturing Facility, equipped with advanced equipment such as gas chromatography for analysis of impurities in ghee and butter, Milkoscan FT3 equipment for analysis of 27 parameters in milk with the infrared technology for faster analysis for finished goods, allowing us to conduct quality control and research, and product development. We focus on quality assurance and product safety at every stage of our production process, from the procurement of raw milk to the packaging of the final product. For instance, before unloading raw milk, we test on 14 parameters such as fat, acidity, and methylene blue reduction test ("**MBRT**") to ensure it meets our quality standards. We also conduct tests on 15 parameters such as fat, acidity, and MBRT prior to automated processing to verify that the milk maintains its quality and is suitable for further production steps. We also analyse samples from each product batch on 26 parameters such as protein, fat, and acidity to ensure consistent quality throughout the production process.

Over the years, we have invested in expanding and upgrading our Perundurai Manufacturing Facility, demonstrating our project execution capabilities. Our recent expansions of our manufacturing capacity include the introduction of new products such as UHT long-shelf life products, ice cream, chocolate, and sweetened condensed milk. Our recent expansions include increasing manufacturing capacity for existing products such as curd, paneer, cheddar cheese and whey powder and introducing new offerings such as high protein paneer, greek yogurt, and skyr to meet growing demand. In Fiscals 2025, 2024, and 2023, our additions to property, plant, and equipment were ₹ 3,266 million, ₹ 3,405 million, and ₹ 3,205 million, respectively. These investments have allowed us to set up and modernize our Perundurai Manufacturing Facility, infrastructure, machines, and equipment, which has helped us to offer a diverse range of products, reduce operating costs, and drive productivity. As of March 31, 2025, our installed capacities were 12.5 lakh litre per day for milk processing, 26,280 metric ton ("**MT**") per annum for paneer, 5,694 MT for cheddar cheese, 17,520 MT per annum for mozzarella cheese, 15,768 MT per annum for processed cheese, 86,400 MT per annum for pouch curd, 1,75,200 MT per annum for set curd and 8,760 MT per annum for Yogurt. Subsequent to March 31, 2025, our installed capacity for paneer has increased from 26,280 MT per annum (i.e., 72 MT per day) to 70,080 MT per annum (i.e., 192 MT per day). Further, we are in the process of expanding our milk-processing capacity to 2.25 million litres per day and we are in the process of increasing the installed capacity of ghee from 24 metric tons per day to 40 MT per day, cheddar cheese from 15.6 MT per day to 120 MT per day, batter from 18 MT per day to 80 MT per day, parotta from 6 MT per day to 10 MT per day, chapathi from 2.4 MT per day to 5 MT per day.

The dairy industry experiences two distinct seasons: winter flush season during which the milk supply is abundant and the summer season which experiences a relative drop of 20% to 30%, depending on the region and monsoon condition. (*Source: 1Lattice Report*) However, North India faces higher fluctuation in milk availability on account of extreme temperature in summer and winter compared to South India. (*Source: 1Lattice Report*) Our milk balancing system enables us to manage seasonal fluctuations in milk supply and demand. Our diversified product categories and understanding of consumer demands enable us to manage these seasonal fluctuations in milk supply. During the peak winter flush season, when milk supply is abundant, we convert the excess milk into products such as cheddar cheese, which has a 10 to 12-month ripening period, UHT long-shelf life products with a 6 to 9-month shelf life, and high heat powder for internal use. In contrast, during the summer season, when milk volume decreases, we focus on producing products with high demand, such as ice cream, beverages, curd, and buttermilk. This strategic approach ensures optimal utilization of milk with minimal wastage.

Direct sourcing and focussed engagement with farmers

We source raw milk, our primary raw material, directly from farmers. As of March 31, 2025, we procured milk from 67,615 farmers, out of which 31,961 were women, located in 22 districts across the states of Tamil Nadu, Andhra Pradesh and Karnataka. The direct procurement of raw milk from farmers, without intermediaries, ensures higher realization for farmers, transparency in our procurement process, timely payments every 7 to 10 days, and the building of long-term relationships. We are committed to supporting the overall well-being of farmers through various initiatives. For example, we enhance farmers' knowledge and skills in dairy farming, focusing on cattle nutrition through seminars and workshops, and provide cattle feed to boost livestock health and productivity. We promote clean milk production programs, offer silage training, and supply seeds for fodder. We also provide veterinary support to address health issues, vaccinations, facilitate artificial insemination services, and assist with the process of obtaining loans to purchase cattle. Our initiatives, aimed at uplifting the farmer community, contribute to their growth and foster trust-based relationships through these efforts.

We ensure the quality of raw milk through our three-tier milk procurement process. Farmers deposit milk at our AMCUs, which are equipped with weighing scales and milk analysers to test on 3 parameters, including fat content, non-fat solids, and water content. Once accepted, the milk is transported to our chilling centers (comprising Milk Chilling Centres and Bulk Milk Coolers) using our fleet of milk vans, each with a capacity to carry approximately 1,000 to 1,500 litres of milk. These chilling centers, located within a 30 to 40 kilometre radius of the collection villages, conduct a second round of analysis on 21 parameters such as fat, protein, and MBRT. Subsequently, the milk is transported to our Perundurai Manufacturing Facility, where it undergoes further analysis and testing on 31 parameters such as fat, nitrogen, and acidity before entering the automated processing system. We have procured raw milk from 61,991 farmers in Fiscal 2023, which increased to 67,807 farmers in

Fiscal 2024, and 67,615 farmers in Fiscal 2025. In Fiscal 2025, 2024 and 2023, we procured 261.59 million litres, 263.55 million litres and 199.86 million litres of raw milk from farmers, respectively. Our AMCUs have increased from 2,852 as of March 31, 2023, to 3,448 as of March 31, 2024, and 3,460 as of March 31, 2025. Further, as of the date of this Draft Red Herring Prospectus, we have 21 chilling centres (comprising Milk Chilling Centres and Bulk Milk Coolers). In Fiscal 2025, we had one of the highest share of milk directly procured from farmers as a percentage of our total milk procurement among organized private players. (*Source: 1Lattice Report*)

Further, once the milk is deposited by farmers at our AMCUs, farmers receive a SMS with relevant details, including the quality of the milk, the quantity deposited, and the amount due. This data is also automatically captured and transferred into our system. This automatic data transfer ensures that all relevant information is captured accurately and efficiently. Further, payments are made directly into the bank accounts of farmers. These measures enhance transparency, efficiency, and trust in our procurement process.

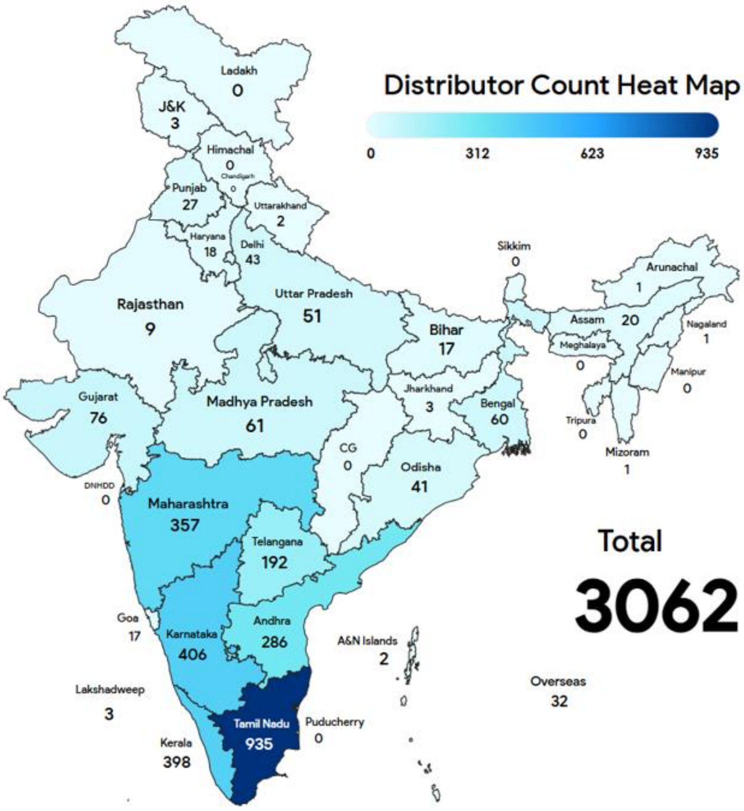
Multi-channel sales with our own logistics infrastructure

Over the years, we have expanded our presence through multiple sales channels. Our multiple sales channels include general trade, modern trade, HoReCa, online platforms (including our own platform, other e-commerce platforms and quick commerce platforms) and our Milky Mist exclusive parlours. The table below provides a sales channel-wise breakdown of our revenue from operations for the years indicated:

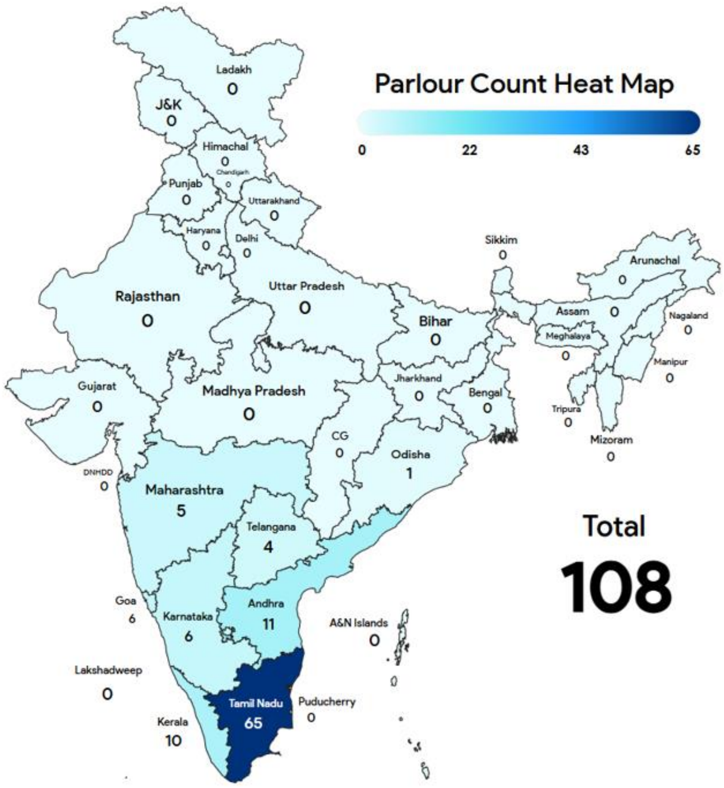
Sales Channels	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations
General trade^	10,191.61	43.38%	8,112.41	44.53%	6,828.60	48.98%
Modern trade	5,599.27	23.83%	3,911.02	21.47%	2,367.89	16.98%
HoReCA	3,868.61	16.47%	3,260.75	17.90%	2,375.45	17.04%
E-commerce platform	2,247.02	9.56%	1,368.52	7.51%	959.57	6.88%
B2B sales	1,445.79	6.15%	1,485.89	8.16%	1,362.66	9.77%
B2C sales*	142.73	0.61%	77.50	0.43%	47.58	0.34%
Revenue from operations	**23,495.03**	**100%**	**18,216.09**	**100%**	**13,941.75**	**100%**

** includes sales from our online platform.*
^ includes sales from quick commerce platforms and export sales.

Our presence across multiple sales channels enables us to sell our products across 22 states and 5 union territories in India as of March 31, 2025. Due to our own logistics we are able to serve customers across several geographies in India and have expanded our operations beyond South India. We have a strong market presence in Southern India particularly in paneer, curd and cheese. (*Source: 1Lattice Report*) We have also leveraged our strong brand equity to penetrate states beyond South India. Our revenue from operations from regions other than South India has increased from ₹ 2,589.63 million in Fiscal 2023 (representing 18.57% of our revenue from operations) to ₹ 4,199.38 million in Fiscal 2024 (representing 23.05% of our revenue from operations) and to ₹ 5,928.29 million in Fiscal 2025 (representing 25.23% of our revenue from operations). This expansion reflects our growing presence in areas outside South India. We work with our distributors to ensure product availability across different regions in India. We have increased our distribution network from 2,033 distributors as of March 31, 2023 to 3,062 distributors as of March 31, 2025. The map below indicates numbers of distributors in India as of March 31, 2025:



Further, the map below indicates numbers of our Milky Mist exclusive parlours in India as of March 31, 2025:



Between April 1, 2022 and March 31, 2025, we have exported our products to more than 15 countries, including Singapore, the United Stated of America, Middle Eastern countries and Australia. The table below sets forth the revenues from exports, expressed as a percentage of revenue from operations for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from the export of our products (₹ million)*	741.49	481.94	304.70
Revenue from the export of our products as a percentage of revenue from operations	3.16%	2.65%	2.19%

**Excluding freight and export incentive.*

We are also one of the first food products company in India to provide visi coolers, a refrigeration unit used for displaying dairy products and other perishable products, to retailers. (*Source: 1Lattice Report*) Our visi coolers stock a wide range of our offerings, from value-added dairy products to RTE and RTC and we have deployed 13,885 visi coolers as of March 31, 2025. As on the date of this Draft Red Herring Prospectus, we have 108 Milky Mist exclusive parlours across eight states in India, including Tamil Nadu, Andhra Pradesh, and Kerala where consumers can purchase our products, enhancing brand engagement and visibility.We manage our own logistics to ensure that our products maintain their quality from procurement to the point of sale. As of March 31, 2025, our fleet includes 44 milk tanker, each with a capacity to carry approximately 23,150 litres of milk, for transporting milk from farmers to our Perundurai Manufacturing Facility, 252 reefer trucks with in-built refrigeration, each with a payload capacity of approximately 10,485 kilograms, for carrying perishable products that require specific temperature control from our manufacturing facilities to distributors, 34 ambient trucks, each with a payload capacity of approximately 24,350 kilograms, for transporting non-perishable products from our manufacturing facilities to distributors. This helps us maintain the quality and safety of our products throughout the entire supply chain. As of March 31, 2025, we are the only dairy products focussed company amongst our peers to have entire in-house logistics and manufacturing. (*Source: 1Lattice Report*) This allows us to expedite our delivery turnaround time while maintaining control over temperature-regulated products. We optimize logistics costs by using trucks to transport other products such as apples, coco powder, sweet corn, rice, and butter on their return journeys, and by utilizing full truckload deliveries to enhance efficiency. Our owned logistics infrastructure further helps us reduce transportation costs. In Fiscal 2025, our transportation cost as a percentage of revenue from operations is one the lowest among our peers, and this is achieved due to load optimization of own logistics by ensuring return load. (*Source: 1Lattice Report*). We display our logos and brands on our fleet which help us increase brand visibility and recognition as our vehicles travel through various regions. Our logistics is technology enabled and we have employed a software to monitor transportation and enhance efficiency. This software allows us to track our fleet in real-time, optimize routes, and manage deliveries effectively.

As of March 31, 2025, our sales, distribution and marketing team consisted of 549 employees dedicated to developing and managing our sales channels. Through communication between our sales team and our sales channels, we gain insights into market trends, opportunities, and product feedback, enabling us to respond effectively to market demands and preferences. We spend on advertising across various channels, including traditional advertising (including newspapers and radio), social media campaigns, and digital platforms to enhance our brand equity. In Fiscal 2025, 2024 and 2023, our advertisement and business promotion expenses were ₹ 711.32 million, ₹ 205.60 million and ₹ 164.40 million, representing 3.03%, 1.13% and 1.18% of our revenue from operations, respectively.

Focus on sustainability

Our commitment to environmental, social, and governance ("**ESG**") practices is reflected in various initiatives aimed at supporting our community and the environment. We generate renewable energy - 24 MW from solar plants at Kavilipalayam, Chitode and Arasanur (Tamil Nadu) and 2 MW from a wind plant at Kayathar (Tamil Nadu) - and feed it into the grid, which helps us in meeting approximately 60% of our total energy requirement from renewable energy sources. We are also expanding the Arasanur solar facility by an additional 10 MW. We have introduced technology to convert wastewater from milk handling into processed water, enhancing our water conservation efforts. Our effluent treatment process does not emit methane gas. Instead, it converts the gas into energy to power our effluent treatment plant at our Perundurai Manufacturing Facility. We commissioned our first water-upcycling plant in 2022, designed to convert process wastewater into reusable water at an initial capacity of 1.25 million litres per day. In 2024, we enhanced this capacity to 2.15 million litres per day. We also engage in tree plantation initiatives, contributing to reforestation and biodiversity, undertake desilting projects that benefit farmers by improving soil quality, and support animal support initiatives through the veterinary services we offer to ensure the well-being of livestock, which is crucial for sustainable dairy farming. We are committed to using electric vehicles within our manufacturing facilities, for deliveries to distributors, and for transportation from distributors to retailers. Of the total vehicles owned by us as of March 31, 2025, 20 are electric vehicles. This initiative further reduces our carbon footprint and supports our sustainable practices.

Experienced management team delivering financial growth

Experienced management

We benefit from the experience of our management team, which has knowledge in the dairy industry, including operations and business development. Our Promoter, Chairman and Managing Director, Sathishkumar T has over 26 years of experience in the food and dairy industry and our Promoter and Whole-time Director, Anitha S, has over 23 years of experience in the dairy and food industry. Our Whole-time Director and Chief Executive officer, Dr. K Rathnam, has over 33 years of experience in the food products sector and has also served as a senior manager (quality assurance) at Heinz India Private Limited and managing director at Kaira District Co-operative Milk Producers' Union Limited. We also have oversight from the Independent Directors on our Board of Directors. Our senior management team contributes to the overall strategic planning and business development of our Company and has been instrumental in the growth of our business and revenues. The strength and experience of our Board and management team enabled us to conceive, develop and launch products in the past and position us to capitalize on future growth opportunities. For further details on our Board of Directors, Key Managerial Personnel and Senior Management, see "*Our Management*" on page 257.

Financial Growth

Our diversified product categories, multiple sales channels and strategic expansion of geographical presence have contributed to our financial growth. For details regarding certain of our financial information, see "*-Overview*" on page 202.

OUR STRATEGIES

The strategies described below have been approved by way of a board resolution passed by our Board of Directors at their meeting held on July 21, 2025.

Strengthen our position in the Southern region of India and establish a stronger presence in other regions

We intend to continue gaining market share and strengthening our position in the Southern region of India comprising Tamil Nadu, Karnataka, Kerala, Andhra Pradesh and Telangana. The table below provides a geography-wise breakdown of our revenue from operations for the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023		CAGR Growth (From Fiscal 2023 to Fiscal 2025)
	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations	
Revenue from the sale of products in Southern region	16,680.69	71.00%	13,421.42	73.68%	10,937.56	78.46%	23.49%
Revenue from the sale of products in the rest of India	5,928.29	25.23%	4,199.38	23.05%	2,589.63	18.57%	51.30%
Revenue from Export*	886.05	3.77%	595.29	3.27%	414.56	2.97%	46.20%
Revenue from operations	**23,495.03**	**100.00%**	**18,216.09**	**100.00%**	**13,941.75**	**100.00%**	**29.82%**

**Includes freight, incentive and merchant exports*

We also intend to establish a stronger presence in other regions to increase our sales volumes and revenues. We intend to strengthen our position in these regions through e-commerce, quick commerce and modern trade channels. We also intend to strengthen our position in these regions by onboarding new distributors and increasing advertisement, which will help us increase retail penetration and enhance our brand equity.

To expand our footprint and deepen brand presence at the point of sale, our Company in Fiscal 2011 began deploying of visi coolers at retail outlets. In addition to visi coolers, we have recently begun to deploy ice cream freezers for our growing range of ice creams, and specialized chocolate coolers to support new product categories in this segment. We propose to deploy 25,000 ice cream freezers, 20,000 visi coolers and 10,000 chocolate coolers during the next three Fiscals i.e., Fiscal 2026, 2027 and 2028. To do so, we intend to utilise a portion of the Net Proceeds for incurring capital expenditure towards the procurement and deployment of visi coolers, ice cream freezers, and chocolate coolers. For further details, see "*Objects of the Offer – Deployment of visicoolers, ice cream freezers and chocolate coolers*" on page 136.

Further, as on the date of this Draft Red Herring Prospectus, we have 108 Milky Mist exclusive parlours across eight states in India, including Tamil Nadu, Andhra Pradesh, and Kerala where consumers can purchase our products, enhancing brand engagement and visibility, which increased from 89 as of March 31, 2025, 20 as of March 31, 2024 and 11 as of March 31, 2023. We intend to expand the number of our Milky Mist exclusive parlours across Karnataka, Maharashtra and Telangana to increase our direct customer reach, allowing customers to experience our products and enhancing brand loyalty. In the last three Fiscals, we exported our products to more than 15 countries, including Singapore, the United Stated of America, Middle Eastern countries and Australia. We intend to leverage the demand from international markets for our product categories by focussing on regions, including Malaysia and New Zealand. This will help us diversify our revenue streams and expand our geographical footprint.

Further, we intend to invest in logistics infrastructure which we believe will help us expand our geographical outreach. We intend to utilise a portion of our Net Proceeds to purchase certain numbers of reefer and ambient trucks. For further information, see "*Objects of the Offer – Procurement of trucks for our business operations*" on page 135.

Expand our production capacity and augment our procurement capabilities

Over the years, we have invested in capacity building and introducing new product technologies in our manufacturing facilities. For example, we started production of sweetened condensed milk from July 2023 and chocolates from November 2023. Further, over the years, our investments included the purchase of machinery for ghee production, whey drying operations, UHT long-shelf life products and ice-cream and the manufacturing of Greek yogurt and high-protein yogurt. They also encompass packing lines for mozzarella cheese, the installation of a microfiltration system to enhance product quality, the installation and integration of bacteria removal technology in raw milk processing, and the implementation of automation solutions to improve our operational efficiency. These solutions include automating paneer production, sweetened condensed milk production, and cheese cutting lines. The following table sets forth details of our capital expenditure in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Capital expenditure* towards Property, plant and equipment (₹ million)	3,266.35	3,404.62	3,204.91
Increase/(Decrease) in Capital work in progress** (₹ million)	1,476.47	(522.06)	783.28
Total Capital Expenditure	**4,742.82**	**2,882.56**	**3,988.19**
Total Capital expenditure as a % of revenue from operations	20.18%	15.82%	28.61%

**Capital expenditure pertains to additions to freehold land, Leasehold Improvements, Buildings, Plant and Machinery, Office Equipment, Furniture & Fittings, Vehicles, Computers and Electrical Installations & Fittings during the relevant Fiscal.*
*** Increase/(Decrease) in capital work in progress is calculated as the closing balance less the opening balance of capital work in progress for the relevant Fiscal.*

We intend to expand our production capacity at our Perundurai Manufacturing Facility. To do so, we propose to utilise the Net Proceeds to install and commission: (i) whey protein concentrate and lactose manufacturing plant; (ii) yogurt manufacturing plant with packing line; (iii) cream cheese and fresh cheese manufacturing plants; and (iv) capacity addition in processed cheese by adding continuous cooker and chiplet packing lines. For further details, see "*Objects of the Offer - Financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility*" on page 131.

We have procured raw milk from 61,991 farmers in Fiscal 2023, which increased to 67,807 farmers in Fiscal 2024, and 67,615 farmers in Fiscal 2025. In Fiscal 2025, 2024 and 2023, we procured 307.20 million litres, 272.80 million litres and 201.18 million litres of raw milk, of which, 261.59 million litres, 263.55 million litres and 199.86 million litres were procured directly from farmers which represented 85.15%, 96.61% and 99.34% of the total raw milk procurement, respectively. We intend to strengthen our existing relationships with milk farmers and built new relationships through various initiatives including milk quality and quantity based incentives, providing farmers with cattle feed, assisting with veterinary health-care, vaccinations, artificial insemination and facilitating the process of obtaining loans to purchase cattle. We also plan to expand our network by establishing additional tech-enabled automated milk collection units.

Further strengthen our brand visibility and brand equity

We offer our products under our umbrella brand 'Milky Mist', and sub-brands including 'Briyas', 'Asal', 'SmartChef', 'Capella' and 'Misty Lite'. We intend to strengthen our brands through increased advertising across various channels, including traditional advertising, social media campaigns, and digital platforms. We intend to leverage the influence of brand ambassadors and strategic sponsorships to enhance our brand visibility. We also intend to implement targeted marketing strategies, such as influencer meetups and events. These initiatives will allow influencers with substantial followings on social media or other platforms to directly engage with our products, thereby enhancing our brand presence. We also intend to invest in performance marketing initiatives, including pay-per-click advertising and search engine optimization, to increase online visibility of our brands and products, particularly for our new products, ensuring that they receive maximum exposure and consumer awareness from the outset. The following tables set forth details of our advertisement and business promotion expenses in the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Advertisement and business promotion expenses (₹ million)	711.32	205.60	164.40
Advertisement and business promotion expenses as a percentage of total expenses (₹ million)	3.14%	1.15%	1.23%
Advertisement and business promotion expenses as a percentage of revenue from operations	3.03%	1.13%	1.18%

Grow inorganically through strategic acquisitions

We intend to explore and consider opportunities that can create synergies between the target companies and us and are in line with our growth strategy. For example, our Company has entered into an asset purchase agreement dated February 19, 2025 with Briyas Foods Private Limited ("**Briyas**") and others for the transfer and assignment of certain identified assets from Briyas in relation to its tofu business and a share purchase agreement dated March 29, 2025 with our Promoters, Sathishkumar T, Anitha S, and Asal Food Products Private Limited ("**Asal**") for acquisition of 100% of the issued and paid-up share capital of Asal by our Company, thereby enabling us to include frozen foods, RTE and RTC products into our product portfolio. For further details, see "*History and Certain Corporate Matters – Details of material acquisitions or divestments of business undertaking in the last 10 years*" on page 250. We intend to acquire entities that expand our opportunities in other end-markets, geographic regions, new customers and new products. We intend to maintain a disciplined approach to acquisitions and consider various selection criteria such as skills of the management team, operation scale, technological capability, product portfolio, customer base, end-market exposures, valuation and estimated costs, as well as cultural fit. As of the date of this Draft Red Herring Prospectus, we have not identified any specific acquisition targets or entered into any binding agreements in relation to any potential acquisition.

Leveraging technology to improve operational and cost efficiency

We intend to enhance our operational and cost efficiencies to improve our competitive edge. In the past, we have undertaken certain initiatives, such as the introduction of end-of-line automation and the commissioning of power generation turbines on steam lines, and energy audits to enhance our operational and cost efficiency. We leverage internet of things ("**IoT**") and advanced software to achieve real-time fleet tracking, route optimization, and efficient delivery management. We have also adopted internet-based technologies for various operations, including order processing, IoT in logistics and business intelligence and automation, integrated utility consumption monitoring into our ERP system for effective control, and automatic greasing of high-speed equipment. For details in relation to our technology-driven processes implemented in the past, see "- *Strengths - Advanced manufacturing capabilities enhanced by automation and technology-driven processes*" on page 209.

We intend to focus on key areas such as implementing advanced automation in our production processes to enhance operational efficiency and reducing energy and water consumption by way of installing energy meters in our manufacturing facilities, expanding capacity of our existing solar power plant at Arasanur (Tamil Nadu) by 10 MW and establishing a sludge digestion plant to produce natural gas to further improve our operational and cost efficiency.

We also intend to leverage data analytics to gain deeper insights into customer preferences, enhance sales performance, and scale operations effectively. To do so, we intend to deploy advanced data analytical tools and conduct periodic third-party consumer surveys. These surveys will help us assess market conditions, understand competitor dynamics, and track consumer trends, thereby enabling us to make data-driven decisions.

BUSINESS OPERATIONS

Product Portfolio

As of March 31, 2025, we offered 23 product categories with 416 SKUs. Our product categories include various value-added dairy products, such as cheese, paneer, butter, ghee, yogurt, ice cream, UHT products, and other products, including frozen foods, RTE and RTC products, as well as chocolates. We offer our products under our umbrella brand 'Milky Mist', and sub-brands including 'Briyas', 'Asal', 'SmartChef', 'Capella' and 'Misty Lite'., details of which are set forth below:

Brand Name	Logo	Products
Milky Mist	Milky Mist	Value-added dairy products
SmartChef	SMART CHEF	RTC products
Capella	capella	Chocolates
Misty Lite	Misty Lite	Fat spread
Briyas	Briyas	Tofu
Asal	Asal The Sign of Good Taste	Fresh RTC and RTE products

Below is the brief description of some of our key product categories:

Paneer

We commenced paneer production in 1998 and have expanded capacity over the years. We set up our fully automated manufacturing plant set up in 2018. We offer a range of paneer products, including our high-protein, low-fat paneer which provides 50 grams of protein per pack. We also have fresh paneer, which is freshly made and hygienically packed. For longer shelf life, our frozen paneer cubes are a convenient option. Our paneer variants are available in different sizes, including 200 grams and 500 grams packs. As of March 31, 2025, we had 12 SKUs of paneer.

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

The paneer production process involves several key steps: standardizing milk, coagulating it, setting the curd, draining whey, moulding, pressing, cooling, cutting, and packing. We operate an advanced manufacturing plant designed specifically for paneer production. Standardized milk is heated, transferred to vats, and coagulated. The curd forms as the pH drops, and the coagulated mass is then moulded and drained of whey. The moulds are pressed, cooled, and the paneer blocks are cut into predetermined sizes (200 grams, 500 gram, 1 kilogram). These blocks are then packed automatically through a robotic system and dispatched to the market.

Cheese

We initiated commercial production of mozzarella cheese in 2011 and cheddar cheese in 2012. We offer a range of cheese products, including mozzarella, cheddar and cream cheese. Available in different forms such as slices, blocks, cubes, and spreads. As of March 31, 2025, we had 45 SKUs of cheese.

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

We produce various types of cheese, using an automated process. Standardized milk is inoculated with bacterial culture and rennet in cheese vats. The curd is set to the desired consistency, and whey is drained. For industrial cheese, the soft curd is moulded and mechanically processed into blocks, which are then ripened in a cold room. Mozzarella cheese undergoes heat treatment for stretching, is moulded into different sizes, chilled, and packed. Processed cheese involves blending different ages of cheddar cheese blocks with ingredients, cooking at high temperatures, and packing into cubes, blocks, and slices. The entire production process is integrated with advanced automation and robotics to ensure efficiency and consistency.

Curd

We commenced commercial curd production in 2010. We offer a variety of curd products, including set curd, probiotic curd, pouch curd, and bucket curd. These products are available in various sizes. As of March 31, 2025, we had 19 SKUs of curd.

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

The curd production process is automated, ensuring hygiene standards and consistency. The process involves several key steps: standardizing milk, inoculating it with bacterial culture, filling it into various packs, incubating to set the curd, blast cooling, and storage. Our curd packaging lines are integrated with advanced automation technology, enabling high-capacity, precision filling and packing.

Butter

We commenced commercial butter production in 2009. We offer a range of butter products and butter variants include both salted and unsalted options. These products are available in various sizes. As of March 31, 2025, we had 11 SKUs of butter.

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

The butter production process is automated, ensuring efficiency and consistency. It begins with the separation of cream, which is then aged under controlled temperature conditions in a specially designed tank. The aged cream is converted into butter using a continuous butter-making machine, with salt added for table butter. The butter is then packed into various sizes.

Ghee

We commenced commercial curd production in 2009. Our ghee variants include ghee pet jar, ghee pillow pouch, ghee pouch, ghee sachet, and ghee tin. These products are available in various sizes. As of March 31, 2025, we had 20 SKUs of ghee.

The ghee production process is fully automated and involves several key steps. Butter is melted in tanks and boiled at the required temperature to evaporate water and remove residues. The ghee is then subjected to pre-stratification under temperature-controlled conditions to form granules. Subsequently, the ghee is packed into various sizes.

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

Yogurt

We have been manufacturing an array of yogurt varieties under our fully automated in-line fruit-preparation dosing systems since 2013. We offer yogurt including fruit yogurt and premium Greek yogurt. Our fruit yogurt comes in a variety of flavors such as strawberry, mango, peach and blueberry. Our premium Greek yogurt products, introduced in 2021, include plain Greek yogurt, Greek yogurt with cereals, Skyr yogurt, and Greek yogurt with honey and fig. Each option is made from pure, fresh milk and packed with live probiotic cultures to support gut health. Available in different sizes, our Greek yogurt products provide a high-protein. As of March 31, 2025, we had 23 SKUs of yogurt.

The yogurt production process involves inoculating standardized milk with specific bacterial cultures and fermenting it under controlled temperature conditions. The resulting product is then converted into stirred yogurt and mixed with various fruits. Greek yogurt and Skyr are produced through membrane filtration of fermented milk, a concentration technology that naturally isolates and retains native milk proteins without the use of additives.

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

Ice-cream

In 2023, we commissioned a high-capacity ice-cream manufacturing plant. We offer a variety of ice cream products, including Capella Cone, Capella Bar, Capella Duet, Cassata Slice, Ice Candy, Kulfi, Sundae Cup, Sorbet, Family Treats, Frosty Frills (CheeseCake N Red Velvet), Frosty Frills. Available in various sizes, including medium cups, large cups, combo pack, family pack, and mega party pack. We also offer reduced sugar and sugar-free variants of ice-cream. As of March 31, 2025, we had 137 SKUs of ice-cream.

The ice cream production process is automated and involves several key steps. Milk is standardized with fats and solids, and various ingredients are added before heat treatment. The mix is then aged under temperature-controlled conditions. After proper aging,

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

different flavors, nuts, and other ingredients are added, depending on the type of ice cream. The mix is passed through a continuous freezer, where the required amount of air is incorporated. The ice cream is then packed into different sizes, subjected to blast freezing, and kept frozen until dispatch.

UHT Products

In 2023, we commissioned a fully automated UHT plant engineered to deliver consumer-convenient, cap-equipped pack formats. The plant incorporates advanced inline inclusion technologies, enabling the precise, aseptic addition of particulates directly within the production stream. We offer a range of UHT products, including toned milk, double toned milk, skimmed milk powder, lactose free milk, fresh cream, milk shakes, lassi and buttermilk. As of March 31, 2025, we had 28 SKUs of UHT products.

The production process for UHT products involves collecting quality, heat-stable milk, which is then subjected to high heat treatment for a few seconds and packed under sterile conditions. For milkshakes, standardized milk is mixed with various ingredients before heat treatment. For UHT lassi, standardized milk is fermented with bacterial culture, and the resulting curd is heat-treated to ensure stability. The entire process ensures product safety and longevity.

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

RTE and RTC products

We offer a range of RTE and RTC products, including pizza, paneer finger. Dahi tikki, cheese balls, wheat chapati, Malabar parota, coin parota, ragi, idly and dosa batter and various payasam mix. As of March 31, 2025, we had 16 SKUs of RTE and RTC products.

The production process for key RTE and RTC productions is as follows:

<u>*Batter (RTC)*</u>

We introduced batter in our product offerings in 2020. The production of idly and dosa batter involves batch weighing and cleaning ingredients with RO water, followed by soaking, separate grinding, and blending into a uniform batter. The batter is fermented under controlled conditions, then hygienically packed, chilled at -2°C to halt fermentation, and stored below 4°C until dispatch.

<u>*Parotta (RTC)*</u>

We introduced parotta in our product offerings in 2020. The manufacturing process begins with batch weighing and mixing ingredients in a dough mixer, followed by kneading to form a smooth dough. The dough is portioned into uniform balls, shaped into layered lachha or pedha, and pressed for initial

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

forming. The parotas are then half-cooked to set the layers, cooled to preserve texture, hygienically packed, and stored under ambient or chilled conditions as per distribution requirements before dispatch.

Peanut bars (RTE)

We introduced peanut bars in our product offerings in 2020. The manufacturing process begins with cleaning raw materials and melting and filtering jaggery to remove impurities. Ingredients are batch-weighed, and the jaggery syrup is cooked to the required consistency before being mixed with peanuts and other components. The mixture is rolled to a uniform thickness, cut into desired shapes, cooled, and packed with weight consistency checks. Finished products are stored at ambient temperature until dispatch.

Other products

Our others products category primarily consists of chocolate, khova, condensed milk and fresh cream. As of March 31, 2025, we had 13 products classified under other products, with 105 SKUs.

Sweetened condensed milk

Sweetened condensed milk is produced by filtering, standardising, pasteurising, homogenising, DSI-heating, evaporating, lactose-seeding, crystallising, and nitrogen-flushing into sterilised tins. Critical filters, heat steps, and packaging sterilisation ensure safety and quality before dispatch.

Chocolates

Chocolate production comprises controlled melting of cocoa mass and vegetable fat, blending with dry ingredients, refining, and conching. The mass is tempered, moulded or enrobed over pre-cut wafers, with optional nuts/fruit inclusions. Products are cooled, metal-detected, weight-sorted, flow-wrapped, and multi-stage packed. Critical control and prerequisite measures—filtration and magnetic separation—are applied throughout. Finished goods are stored and shipped at 16 to 18 °C in refrigerated containers.

(*Images are for illustrative purposes only. Do not represent all the products in this category.*)

Manufacturing Facilities

As of the date of this Draft Red Herring Prospectus, we have two manufacturing facilities, the details of which are as follows:

Manufacturing Facility	Commencement of operations	Products Manufactured	Built-up Area (in square meters)
Perundurai Manufacturing Facility (operated by our Company)	July 10, 2014	Value added dairy products	100,001
Bengaluru Manufacturing Facility (operated by our	November 24, 2020	RTE and RTC products	1,465

Manufacturing Facility	Commencement of operations	Products Manufactured	Built-up Area (in square meters)
Subsidiary, Asal Food Products Private Limited)*			

**We intend to move this manufacturing facility to our Perundurai Manufacturing Facility.*

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

Installed Capacity, Actual Production and Capacity Utilisation

The following table sets forth certain information relating to the installed capacities, available capacities, actual production and capacity utilisation of our product categories for the years indicated:

Perundurai Manufacturing Facility

Products	As of/ For the year ended March 31,											
	2025				2024				2023			
	Installed Capacity (1)	Available Capacity (1)	Actual Production(2)	Capacity Utilisation (%)(2)	Installed Capacity(1)	Available Capacity (1)	Actual Production(2)	Capacity Utilisation (%)(2)	Installed Capacity(1)	Available Capacity (1)	Actual Production(2)	Capacity Utilisation (%)(2)
Paneer[#] (MT)	26,280	17,820	19,689	110.49%[@]	26,280	17,820	15,944	89.47%	26,280	17,820	13,432	75.38%
Pouch curd[*] (MT)	86,400	55,800	23,502	42.12%	43,800	27,900	20,512	73.52%	43,800	27,900	17,896	64.14%
Set curd[*] (MT)	1,75,200	1,11,600	21,479	19.25%	87,600	55,800	16,922	30.33%	87,600	55,800	10,843	19.43%
Yogurt (MT)	8,760	5,580	4,306	77.17%	8,760	5,580	2,436	43.66%	8,760	5,580	1,969	35.29%
Ghee[##] (MT)	8,760	5,580	4,004	71.76%	8,760	5,580	3,171	56.83%	8,760	5,580	1,968	35.26%
Butter (MT)	21,900	13,950	3,271	23.45%	21,900	13,950	2,975	21.32%	21,900	13,950	2,658	19.05%
Cheddar cheese[##] (MT)	5,694	3,627	3,232	89.10%	5,694	3,627	3,848	106.09%[@]	5,694	3,627	2,405	66.32%
Mozzarella cheese (MT)	17,520	11,160	5,238	46.93%	17,520	11,160	4,050	36.29%	17,520	11,160	3,586	32.13%
Processed cheese (MT)	15,768	10,044	4,445	44.25%	15,768	10,044	4,038	40.20%	15,768	10,044	2,622	26.10%
Shrikhand (MT)	2,190	1,395	511	36.63%	2,190	1,395	313	22.43%	2,190	1,395	303	21.75%
Khoa (MT)	3,504	2,232	1,270	56.90%	3,504	2,232	1,120	50.18%	3,504	2,232	1,066	47.78%
Ice Cream (*Kiloliter*)	65,700	41,850	8,020	19.16%	65,700	41,850	2,438	5.83%	-	-	-	-
Sweet and Condensed Milk[**] (MT)	17,520	11,160	518	4.64%	17,520	11,160	235	2.10%	-	-	-	-
Chocolate[**] (MT)	6,307	4,018	383	9.52%	6,307	4,018	137	3.40%	-	-	-	-
Whey Powder[***] (MT)	37,843	25,661	9,107	35.49%	13,140	8,910	7,513	84.32%	13,140	8,910	5,958	66.87%

Bengaluru Manufacturing Facility

Products	As of/ For the year ended March 31,											
	2025				2024				2023			
	Installed Capacity (1)	Available Capacity (1)	Actual Production(2)	Capacity Utilisation (%)(3)	Installed Capacity(1)	Available Capacity (1)	Actual Production(2)	Capacity Utilisation (%)(3)	Installed Capacity(1)	Available Capacity (1)	Actual Production(2)	Capacity Utilisation (%)(3)
Batter## (MT)	6,570	4,455	4,195	94.16%	6,570	4,455	3,136	70.38%	6,570	4,455	2,198	49.33%
Parotta## (MT)	2,190	1,485	1,282	86.35%	2,190	1,485	1,117	75.24%	2,190	1,485	1,061	71.44%
Chapati****## (MT)	876	594	472	79.45%	730	495	327	66.16%	438	297	245	82.62%
Peanut bar (MT)	197	134	117	87.68%	197	134	102	76.54%	197	134	95	71.35%

**As certified by A. Shanmugasundaram, independent chartered engineer, by certificate July 21, 2025.*
(1) Installed capacity represents the installed capacity as of the last date of the relevant Fiscal and the available capacity has been calculated based on various assumptions and estimates, including standard capacity calculation practice in the industry in which the Company operates. While the installed capacity for all the products is computed for 24 hours per day, the available capacity is assumed at 20 hours per day considering four (4) hours of cleaning in place ("CIP") and using the efficiency ratio of 90%. All products are manufactured for a period of 310 days per year, while paneer, whey powder, batter, parotta, chapathi and other products are manufactured for a period of 330 days per year and the same has been considered for computation of available capacity.
(2) Capacity utilization has been calculated on the basis of actual production in the relevant Fiscal as a percentage of available capacity during such Fiscal.
** Increased installed capacity of Set curd from 120 metric tons per day to 240 metric tons per day and pouch curd from 240 metric tons per day to 480 metric tons per day in Fiscal 2025*
*** Started production from Fiscal 2024.*
**** Increased installed capacity of whey powder from 36 metric tons per day to 104 metric tons per day in Fiscal 2025.*
***** Increase capacity from 1.2 metric tons per day to 2 metric tons per day in Fiscal 2024 and from 2 metric tons per day to 2.4 metric tons per day in Fiscal 2025.*
@ Optimization of the standard CIP hours to less than four(4) hours and improving the efficiency ratio of the production lines above 90% resulted in more capacity utilization (more than 100%) than the available capacity.
 # Paneer capacity increased in June 2025 from 72 metric tons per day to 192 metric tons per day.
We are in the process of increasing the installed capacity of ghee from 24 metric tons per day to 40 metric tons per day, cheddar cheese from 15.6 metric tons per day to 120 metric tons per day, batter from 18 metric tons per day to 80 metric tons per day, parotta from 6 metric tons per day to 10 metric tons per day, chapathi from 2.4 metric tons per day to 5 metric tons per day.
####Pursuant to an asset purchase agreement dated February 19, 2025, certain identified assets in relation to the "Tofu" business of Briyas Foods Private Limited was acquired and the same were installed and commissioned in our Perundurai Manufacturing Facility subsequent to March 31, 2025. As of the date of this certificate, the installed capacity of Tofu is 3.2 metric tons per day.
Note: Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our products included in this Draft Red Herring Prospectus. See "Risk Factors – Information relating to our installed capacity and the historical capacity utilization of our products included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary" on page 75.

Sales Channels and Distributors

Our sales channels include general trade, modern trade, HoReCa, online platforms (including e-commerce and quick commerce platforms), and our Milky Mist exclusive parlours. For details pertaining to a sales channel-wise breakdown of our revenue from operations, see "*-Our Strengths - Direct sourcing and focussed engagement with farmers*" on page 212. We also sell whey powder, a by-product of cheese and paneer production, which is used in B2B markets.

As of March 31, 2025, we had 3,062 distributors across 22 states and 5 union territories in India. Our engagement with distributors is supported by a distribution management system, a system which provides us with valuable insights into the sales and inventory levels of our distributors. The distribution management system provides data on the demand of our products, enabling us to plan and adjust our operations to meet consumer demand effectively and efficiently. The table below sets forth the breakdown of our distribution network in India as of dates indicated:

Geography	Number of Distributors		
	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Karnataka (A)	406	346	285
Tamil Nadu (B)	935	807	653
Kerala (C)	398	355	274
Andhra Pradesh (D)	286	188	140
Telangana (E)	192	148	137
South India (F) = (A) + (B) + (C) + (D) + (E)	2,217	1,844	1,489
North India	153	135	117
West India	516	402	301
East India	144	155	110
Export	32	22	16
Total	**3,062**	**2,558**	**2,033**

Sales, distribution and marketing

Our sales, distribution and marketing team is responsible for developing and managing our sales channels, managing relationships with our distributors, gathering feedback on our products, and aligning our sales, marketing, and pricing strategies with market demand. As of March 31, 2025, we had a sales, distribution and marketing team comprising 549 employees. We spend on advertising across various channels, including traditional advertising, social media campaigns, and digital platforms to enhance our brand equity. In Fiscal 2025, 2024 and 2023, our advertisement and business promotion expenses were ₹ 711.32 million, ₹ 205.60 million and ₹ 164.40 million, representing 3.03%, 1.13% and 1.18% of our revenue from operations, respectively.

Raw Materials

We source the majority of raw milk, our primary raw material, directly from farmers. The table below sets forth details of our procurement from dairy farmers and third party dairy operators in the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Raw milk (in million litres)	% of total raw milk procurement	Raw milk (in million litres)	% of total raw milk procurement	Raw milk (in million litres)	% of total raw milk procurement
Procurement from dairy farmers	261.59	85.15%	263.55	96.61%	199.86	99.34%
Procurement from third party dairy operators	45.61	14.85%	9.25	3.39%	1.32	0.66%
Total milk procurement	**307.20**	**100.00%**	**272.80**	**100.00%**	**201.18**	**100.00%**

For details regarding the sourcing of raw milk, see "*- Our Strengths - Direct sourcing and focussed engagement with farmers*" on page 212.

Apart from raw milk, we require sugar, flavour, cultures, packaging material, stabilizers, and other additives for manufacturing our products. We procure raw materials (other than milk) from external vendors, and we usually do not enter into long term supply contracts with any of these suppliers and typically place orders with them on a purchase order basis as per our requirements. For further details, see "*Risk Factors – We do not have long term agreements with suppliers for our other raw materials (in addition to raw milk) and our cost of such other raw* *materials (excluding raw milk) accounted for 18.89%, 16.30%, and 15.43% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively. 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*.” on page 41.

In Fiscals 2025, 2024 and 2023, our cost of materials consumed was ₹ 15,444.57 million, ₹12,802.43 million and ₹ 9,163.21 million, respectively, which accounted for approximately 65.74%, 70.28% and 65.72% of our revenue from operations, respectively. Further, there is no conflict of interest between the suppliers of raw materials (other than milk) (which are crucial for operations of the Company) and our Company, Promoters, members of the Promoter Group, Subsidiary, Group Company and their directors.

Electricity and Water

We require a significant amount of electricity and water. We source electricity from state electricity board and generate 24 MW from solar plants situated at Kavilipalayam, Chitode and Arasanur (Tamil Nadu) and 2 MW from a wind plant located at Kayathar (Tamil Nadu), delivering power to the state grid and sourcing power from it, as required. Further, we are in the process of expanding the solar plant situated at Arasanur (Tamil Nadu) by 10 MW. We source our water requirements from the Cauvery water supply line, state and municipal corporations and local body water supply where our manufacturing facilities are located. The amount of water needed depends on the types of products being manufactured and the raw materials used. We commissioned our first water-upcycling plant in 2020, designed to convert process wastewater into reusable water at an initial capacity of 1.25 million litres per day. In 2024, we enhanced this capacity to 2.15 million litres per day. We have introduced technology to convert wastewater from milk handling into processed water, enhancing our water conservation efforts and reducing our water consumption from other sources.

Government Incentives

We have enrolled in the Remission of Duties or Taxes on Export Products (“**RoDTEP**”) scheme, which aims to reimburse taxes and duties charged at the local, state, and central levels for the transportation of export products. Under this scheme, some of our products are eligible for incentives ranging from 0.50% to 1.00%. Under the Export Promotion Capital Goods (“**EPCG**”) scheme, we are obligated to export goods amounting to a sum equivalent to the duties, taxes, and cess saved on the import of capital goods. Certain of our finished products are also eligible for an incentive of 0.15% under the duty drawback scheme, wherein exporters get a refund on customs duties paid on imported products that are used or incorporated in other products for export. We are also eligible for an interest subvention of 3% over a maximum period not exceeding 8 years from the date of first disbursement inclusive of moratorium of 2 years on repayment of principal, under the Animal Husbandry Infrastructure Development Fund (“**AHIDF**”). We received our first interest subvention in Fiscal 2024. In Fiscal 2025 and 2024, we have received ₹ 183.77 million and ₹ 129.34 million under the AHIDF, respectively. We have also entered into Memorandum of Understandings (“**MoUs**”) dated November 23, 2021 and January 8, 2024 with the Government of Tamil Nadu to intensify capital investments amounting to ₹6,000 million and ₹5,000 million, respectively. Subsequently, we have received government order dated August 20, 2024 with a capital commitment of ₹ 12,770 million, from the Government of Tamil Nadu, for the turnover based subsidiary in the form of reimbursement of 1.75% of the eligible annual turnover for a period of 10 years subject to conditions thereof.

Quality Control

We place great emphasis on quality assurance and product safety to ensure that our products meet the high standards expected by our consumers and deliver maximum consumer satisfaction. We manage the entire supply chain, from sourcing raw materials to processing, packaging, and distributing our products, ensuring quality and efficiency at every stage. Our quality control team, comprising 33 employees as of March 31, 2025, is responsible for training employees in all departments, from procurement to sales and marketing, on essential quality control procedures. Further, it also ensures compliance with our quality management systems, as well as with statutory and regulatory requirements. We inspect product samples at the production line and conduct batch-wise quality inspections on our products to ensure compliance with applicable food safety standards and laws. For details regarding quality tests conducted on raw milk, see “*-Our Strengths - Direct sourcing and focussed engagement with farmers*” on page 212. We conduct sampling tests on other raw materials to ensure that moisture, odour, colour, taste, appearance and nutrients of the raw materials comply with our requirements. Some of our products such as sweetened condensed milk, skimmed milk powder, ghee and processed cheese carry the BIS or AGMARK certifications, a testament to our quality. Our Perundurai Manufacturing Facility has received approvals from the U. S. FDA, underscoring our adherence to rigorous quality standards. We have also received

ISO 22000:2018 and FSSC 22000 certifications for food safety management systems, further highlighting our commitment to maintaining high standards of food safety and quality.

Packaging

Our primary packaging material for our products include barrier films and thermoforming which gives our product a shelf life ranging from 20 days to 12 months. We source such packaging materials from third parties. While we have long-term relationships with such third-parties, we have not entered into long term supply agreement with any of these third parties and typically place orders with them on a purchase order basis in advance of our anticipated requirements. Our automated packaging machines pack our products into different pack sizes. For our paneer and cheese product categories, we also use the modified atmosphere packaging technique which helps us increase the shelf life and preserve the quality of the products.

Transportation

We largely depend on our own logistics to ensure that our products maintain their quality from procurement to the point of sale. Our fleet includes 44 milk vans for transporting milk from farmers to our Perundurai Manufacturing Facility as of March 31, 2025 which increased from 34 milk vans as of March 31, 2024 and March 31, 2023, 252 reefer trucks, with in-built refrigeration for carrying perishable products that require temperature control from our manufacturing facilities to distributors, as of March 31, 2025 which increased from 201 reefer trucks as of March 31, 2024 and 135 reefer trucks as of March 31, 2023, 21, 34 and 34 ambient trucks for transporting non-perishable products from our manufacturing facilities to distributors as of March 31, 2025, 2024 and 2023, respectively. This helps us maintain the quality and safety of our products throughout the entire supply chain. We have also employed a software that enables real-time fleet tracking, route optimization, and efficient delivery management. We also use third-party transportation service providers for transportation of milk from our AMCUs to chilling centres (comprising Milk Chilling Centres and Bulk Milk Coolers). In Fiscal 2025, 2024 and 2023, our transportation expenses were ₹ 814.97 million, ₹ 654.88 million and ₹ 502.62 million, representing 3.47%, 3.60% and 3.61% of our revenue from operations, respectively. Further, for export, we use a range of third-party transportation modes, including air, and sea.

Health and Safety

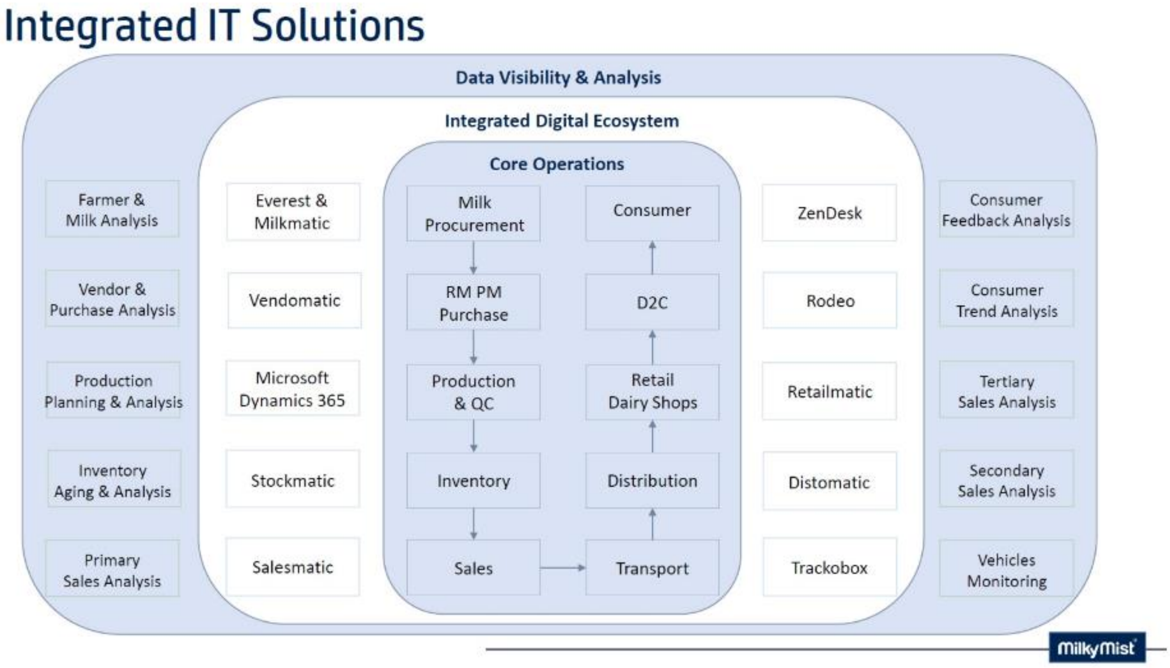
We are committed to complying with the applicable health and safety regulations in our operations and have adopted a health and safety policy that is aimed at complying with legislative requirements, requirements of our licenses and approvals and ensuring the safety of our employees working at our manufacturing facilities or under our management. For further information, see "*Key Regulations and Policies in India*" on page 235. Our products, including their manufacture, storage, and distribution, must also adhere to various quality, safety, and health regulations. We strive to manage the potential risks associated with these laws and regulations through our operational controls, environmental monitoring, and routine risk assessment and mitigation processes. We have implemented work safety measures to ensure a safe working environment at our facilities and to the general public. Such measures include general guidelines for health and safety at our offices and manufacturing facilities, such as accident reporting, wearing safety equipment, maintaining clean and orderly work locations and looking out for and reporting of hazardous situations to supervisors as part of accident prevention.

Information Technology

We have integrated technology across our operations through an enterprise resource planning system. This integration encompasses raw material management, financial management, business intelligence and automation (which involve using technology to gather, analyse, and act on data to improve decision-making and streamline operations), plant and production management information systems, supply chain management, sales force automation systems, and distribution management systems. To safeguard against IT risks such as cyber-attacks, data breaches, and system failures, we employ a cybersecurity framework. This framework includes robust firewalls, intrusion detection systems, and regular security audits to identify and mitigate potential vulnerabilities. Data storage and backup solutions are critical components of our IT strategy. We maintain data centers with redundancy to ensure business continuity in the event of a system failure or disaster. Regular backups are performed, and data integrity is verified to prevent loss of critical information. We have also implemented disaster recovery plans that outline procedures for restoring IT systems and data in case of an emergency.

We deploy a diverse range of applications to optimize our operations across various departments. For instance, (i) Milkmatic streamlines our milk procurement process, covering collection, quality checks, payments, and cloud-based data management; (ii) Vendomatic oversees vendor interactions, including onboarding, detail verification, and transaction tracking; (iii) Stockmatic handles warehouse management, including stock tracking and customized picking operations; (iv) Salesmatic supports our sales team with order processing, attendance, and performance tracking; (v) Distomatic manages distributor transactions, covering sales, returns, and reporting; (vi) Trackobox serves as our fleet management system, integrating IoT for monitoring; (vii) Retailmatic powers our retail outlets' point of sales, managing transactions and inventory;.

There are other third party applications which we deploy that (i) streamline our milk procurement process, covering collection, quality checks, payments, and cloud-based data management; (ii) function as our ERP system, integrating key business activities; (iii) process e-commerce orders from our Milky Mist exclusive parlours; (iv) enhance customer service interactions; (v) manage HR and payroll; and (vi) facilitate data analysis and reporting for informed decision-making. We also leverage artificial intelligence across operations to optimize delivery routes, reducing fuel costs and time.



We have entered into an IT consulting and services agreement dated June 15, 2023 our Group Company, Magiva Technologies Private Limited ("**Magiva Technologies**") for providing IT consultancy and software products, including some of the aforesaid applications, namely, Milkmatic, Vendomatic, Stockmatic, Salesmatic, Distomatic, Trackobox, and Retailmatic. Pursuant to the agreement, Magiva Technologies is paid compensation on a monthly basis based on the services provided. This agreement is valid till March 31, 2026. In Fiscal 2025, 2024 and 2023, Magiva Technologies was paid ₹ 22.20 million, ₹ 22.97 million and ₹ 13.27 million, respectively. Further, we have procured the other third party applications from external vendors on a purchase order basis, which we periodically renew.

Awards and Accreditations

See, "*History and Certain Corporate Matters – Key awards, accreditations and recognition*" on page 248.

Competition

The value added dairy products industry in India is competitive and we compete with large multinational companies, as well as regional and local companies in each of the regions that we operate. Some of our listed peers include Nestle India, Britannia Industries, Tata Consumer Products, Hatsun Agro Products, Parag Milk Foods, Dodla Dairy and Bikaji Foods. (*Source: 1Lattice Report*). For more information, see "*Industry Overview*" on page 160.

See also, "*Risk Factors – The value added dairy products industry is competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.*" on page 54.

Intellectual Property

As on the date of this Draft Red Herring Prospectus, we have 51 registered trademarks registered in the name of our Company, including our new logo . Out of these, 29 are registered with the Trade Marks Registry in India under classes 29, 30 and 31 and 22 are registered across various other jurisdictions. Further, we have 27 pending trademark applications in India, including for our logos , , and one pending trademark application outside India. The pending applications include (i) three trademarks, including which were registered in the name of our Promoter, Sathishkumar T and subsequently assigned to our Company pursuant to a trademark assignment deed dated July 15, 2025 and (ii) two trademarks which were registered in the name of Briyas Foods Private Limited and one of its promoters and assigned to our Company pursuant to a trademark assignment deed dated February 19, 2025, where the change in name of proprietor to the name of our Company is pending.

For further information, see "*Government and Other Approvals – Intellectual Property Rights*". See also, "*If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operation and financial condition could be adversely affected.*" on page 61.

Employees

As of March 31, 2025, we had 1,524 permanent employees. The table below sets forth details of our permanent employees, as of March 31, 2025:

S. No.	Particulars	Number of employees as of March 31, 2025
1.	Plant and office	671
2.	Sales and marketing	549
3.	Quality control	33
4.	Milk collection centres	271
Total		**1,524**

The table below sets forth details of our employee attrition rate for the periods indicated:

Particulars	As of/ for the year ended March 31, 2025	As of/ for the year ended March 31, 2024	As of/ for the year ended March 31, 2023
Number of employees	1,524	1,694	1,538
Number of employees resigned	547	671	698
Attrition rate (%)	34.05%	41.13%	47.68%

We do not have recognized trade unions and have not experienced any material work stoppages due to labour disputes or cessation of work in the last three Fiscals. We also engage contract labour to facilitate our manufacturing operations. As of March 31, 2025, we engaged 2,493 contract labourers.

Environmental, Social and Governance

We place emphasis on our environmental, social and governance ("**ESG**") initiatives. The following are some of our key ESG initiatives:

- *Environmental*: Our commitment to ESG practices is reflected in various initiatives aimed at supporting our community and the environment. We generate renewable energy - 24 MW from solar plants at Kavilipalayam, Chitode and Arasanur (Tamil Nadu) and 2 MW from a wind plant at Kayathar (Tamil Nadu). We are also expanding the Arasanur solar facility by an additional 10 MW. We have introduced technology to convert wastewater from milk handling into processed water, enhancing our water conservation efforts. Our effluent treatment process does not emit methane gas; instead, it converts the gas into energy to power for captive consumption. We also engage in tree plantation initiatives, contributing to reforestation and biodiversity, undertake desilting projects that benefit farmers by improving soil quality, and support animal support initiatives to ensure the well-being of livestock, which is crucial for sustainable dairy farming.

- *Social*: In compliance with the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, our Board of Directors have constituted a Corporate Social Responsibility ("**CSR**") Committee which oversees various CSR activities. In the Fiscals 2025, 2024 and 2023, our expenditure on corporate social responsibility were ₹ 10.55 million, ₹ 10.24 million and ₹ 7.52 million, representing 0.05%, 0.06% and 0.05% of our total expenses, respectively. Our CSR initiatives include environmental sustainability including water conservation, go-clean project, tree plantations, promoting healthcare activities and providing infrastructure facilities to schools, including construction of classrooms and payment of school fees.

- Governance: We have established policies and ethical standards that promote diversity and inclusivity within our organization. We also have a policy that allows employees to provide suggestions for continuous improvement. In the event of any grievances, we have a grievance redressal system in place to ensure that concerns are addressed and resolved in a timely and effective manner. We have formed a Prevention of Sexual Harassment Committee, which addresses complaints and ensures time-bound redressal and actions against any complaints. We also train our employees on our Code of Conduct and instituted an anti-corruption policy.

Insurance

Our operations are subject to hazards inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We may also be subject to product liability claims if the products that we manufacture are not in compliance with regulatory standards.

Our principal types of insurance coverage includes motor vehicle insurance, standard fire and special perils insurance, burglary insurance, industrial all risk insurance, material damage and business interruption policy, contaminated products insurance, commercial general liability insurance, directors and officers liability insurance, and public liability insurance. We also have group personal accident insurance, group medical policy and employees' compensation insurance which covers employees working for our Company.

The following tables set forth details of coverage of our insurance policies against the book value of assets as of the dated indicated:

Period	Book value of assets* (in ₹ million)	Insurance Coverage (in ₹ million)	% of insurance coverage to book value of assets
As of March 31, 2025	20,173.86	19,160.36	94.98%
As of March 31, 2024	16,461.97	15,049.50	91.42%
As of March 31, 2023	12,042.82	11,740.98	97.49%

**Assets for the purpose of this certificate is the aggregate of the Gross value of Property, Plant and Equipment (except Land), Investment Property (except land) and Closing Value of Inventories as per Restated Consolidated Financial Information.*

See "*Risk Factors – Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which could have an adverse impact on our business, results of operations, financial condition and cash flows.*" on page 62.

Properties

Our Registered Office is located at SF. No. 43/1-4, Pattakaranpalayam, Perundurai, Erode District - 638 057, Tamil Nadu, India which is owned by us. The table below provides details of our manufacturing facilities as of the date of this Draft Red Herring Prospectus:

Property	Address	Arrangement (Owned/ Leased)	Valid Upto
Perundurai Manufacturing Facility	SF No. 43/1,2,3, 4 Pattakaranpalayam, Village, Perundurai, Erode District, Tamil Nadu- 638057	Owned	NA
Bengaluru Manufacturing Facility	26, 4th Main Rd, Rajaji Nagar Industrial Town, Rajajinagar, Bengaluru, Karnataka - 560044	Leased	January 2027

As on the date of this Draft Red Herring Prospectus, we had 108 Milky Mist exclusive parlours across eight states in India, including Tamil Nadu, Andhra Pradesh and Kerala, of which six are operated by us and the remaining are operated by third parties under a franchise model. Of the six Milky Mist exclusive parlours operated by us, one is situated at our Perundurai Manufacturing Facility and the remaining five are situated at Ashokapuram, Narayanavalasu, Pallipalayam, Chithode and Veerappan Chatram in the state of Tamil Nadu. Further, the Milky Mist exclusive parlours are operated by us on leased and owned premises, as applicable.

KEY REGULATIONS AND POLICIES IN INDIA

The following is a brief overview of certain Indian laws, regulations, rules and guidelines which are relevant to our Company's business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The overview set out below is not exhaustive and is only intended to provide general information, and is neither designed, nor intended, to be a substitute for professional legal advice. For details of government approvals obtained by our Company in compliance with these regulations, see "Government and Other Approvals" beginning on page 421. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Industry Specific Laws

The Food Safety and Standards Act, 2006 and regulations thereunder

The FSSA was enacted with a view to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India ("**FSSAI**") for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI also include specifications for food activities, flavourings, processing aids and material in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. The FSSA sets out, among other things, the requirements for licensing and registration of food businesses, general principles of food safety and responsibilities of a food business operator and liability of manufacturers and sellers, and adjudication by the Food Safety Appellate Tribunal.

The FSSAI has also framed, *inter alia*, the following food safety and standards regulations:

- Food Safety and Standards (Licensing and Registration of Food Business) Regulations, 2011;
- Food Safety and Standards (Food Product Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011;
- Food Safety and Standards (Packaging) Regulations, 2018; and
- Food Safety and Standards (Labelling and Display) Regulations, 2020.

According to the Food Safety and Standards (Licensing and Registration of Food Business) Amendment Regulations, 2018, an ecommerce food business operators (which includes sellers and brand owner who display or offer their food products, through ecommerce, and providers of transportation services for the food products and/or providing last mile delivery transportation to the end consumers), is required to obtain central license from the concerned central licensing authority.

Food Safety and Standards Rules, 2011

The FSSAI has also framed the Food Safety and Standards Rules, 2011 ("**FSSR**") which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of 'commissioner of food safety', 'the food safety officer' and 'the food analyst' and procedures of taking extracts, seizure, sampling and analysis.

FSSAI Guidance Note on Safety and Quality of Traditional Milk Products ("Traditional Milk Products Guidance Note")

The Traditional Milk Products Guidance Note intends to help FBOs ensure hygiene and sanitation in manufacturing and sale of milk products, particularly sweets. It focuses on enhanced declaration by sellers (including shelf life and use of ghee/vanaspati), guide test for detection of adulteration, quality assessment by observation of flavors, body texture, color and appearance of sweets etc. It also contains suggestions for addressing adulteration and ensuring effective regulatory compliance. It requires that the general hygiene and sanitary requirements as specified under Schedule IV of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011, should be scrupulously complied with by FBOs dealing in traditional milk-based sweets. In case of pre-packaged milk products, the list of ingredients, the date of manufacturing, and best before or use by date should invariably be mentioned as prescribed under the Food Safety and Standards

(Packaging) Regulations, 2018, and Food Safety and Standards (Labelling and Display) Regulations 2020. In case of non-packaged/loose sweets, the container/tray holding the items at the outlet should display the best before or use by date and whether oil/ghee/vanaspati has been used. The record of source of dairy based products should be maintained for sweets. It also categorizes the shelf life of milk-based sweets into very short, short, medium, long, and very long, and provides a list of suggestive logos to indicate the shelf life on the package.

Bureau of Indian Standards Act, 2016 ("BIS Act") and Bureau of Indian Standards Rules, 2018

The BIS Act provides for the establishment of a bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, *inter alia*, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service confirms to an Indian Standard. The Bureau of Indian Standards Rules, 2018, lay down *inter alia* the procedure for the establishment and review of Indian standards, adoption of standards as Indian standards and for publishing of Indian standards.

Export (Quality Control and Inspection) Act, 1963 ("EQCI Act")

The EQCI Act provides for the development of the export trade of India by ensuring quality control by conducting inspection. Food products are notified commodities under the EQCI Act and require pre-shipment inspection and certification by Export Inspection Agencies, as identified under the EQCI Act.

The approval of establishment for processing & packing of milk products for exports is mandatory under the Export of Milk Products (Quality Control, Inspection and Monitoring) Rules, 2020. The Export Inspection Agency issues a 'Certificate for Export' for every consignment of milk products under the Export of Milk Products (Quality Control, Inspection and Monitoring) Rules, 2020. The permission to export the milk products to "European Union" is granted only after permission of Export Inspection Council of India in this regard.

Export of Milk and Milk Products (Quality Control, Inspection and Monitoring) Rules, 2020 ("Export of Milk Products Rules")

The Export of Milk Products Rules was framed under Section 17 of the Export (Quality Control and Inspection) Act, 1963 and supersedes the Export of Milk Products (Quality Control, Inspection and Monitoring) Rules, 2000. The Export of Milk Products Rules prohibits the export in the course of international trade of milk and milk products unless it conforms to the standards applicable to it. A standing committee under the Chairman, Export Inspection Council ("**EIC**") has been set up to formulate the standards. The consignment has to be mandatorily accompanied by a certificate of export worthiness. This certificate will be issued by EIC and will be valid for a period of three years.

Boilers Act, 1923

The Boilers Act, 1923 regulates the installation, operation, and maintenance of boilers in India to ensure safety and prevent accidents. It mandates registration, periodic inspections, and certification of boilers by the Chief Inspector of Boilers. Only licensed operators can handle boilers, and safety standards must be strictly followed. The Act empowers state governments to enforce compliance and penalize violations, including fines or shutdowns for unregistered or unsafe boilers.

Electricity Act, 2003

The Electricity Act, 2003 ("**Electricity Act**") was enacted to regulate the generation, transmission, distribution, trading and use of electricity by authorising a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days' notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police as the case may be, containing the particulars of electrical installation and plant, if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorises the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorises the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

The Agricultural and Processed Foods Products Export Development Authority Act, 1985 (the "APEDA Act")

The APEDA Act provides for establishment of Agricultural and Processed Food Products Export Development Authority (the "**APEDA**") for the development and promotion of export of certain agriculture and processed food products. Persons exporting any one or more of the products specified in the schedules to the APEDA Act are required to be registered under the APEDA Act and are required to adhere to specified standards and specifications.

The APEDA Act provides for imprisonment and monetary penalties for breach of its provisions. Further, the Agricultural and Processed Food Products Export Development Authority Rules, 1986 have been framed for effective implementation of the APEDA Act and provides for the application, grant and cancellation of registration to be obtained by exporters of agricultural or processed food products.

Consumer Protection Act, 2019 and the rules made thereunder (the "Consumer Protection Act")

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, *inter alia* to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi- level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs, and for every subsequent offence, be punished with imprisonment for a term which may extend to five years and with fine which may extend to fifty lakh rupees.

Consumer Protection (E-Commerce) Rules, 2020 (the "E-Commerce Rules") and the proposed amendments to the E-Commerce Rules

The Ministry of Consumer Affairs has issued the E-Commerce Rules under the Consumer Protection Act on July 23, 2020. The E-Commerce Rules provide a framework to regulate the marketing, sale and purchase of goods and services online. These rules apply to (a) good/services purchases or sold vide digital or electronic network, including digital products; (b) marketplace and inventory e-commerce entities; (c) all e-commerce retailing; and (d) forms of unfair trade practices across all e-commerce models. It specifies the duties of ecommerce entities, specific duties and liabilities of marketplace e-commerce entities and those of inventory ecommerce entities, and duties of sellers on marketplace. The E-Commerce Rules further requires the e-commerce entity to appoint a grievance officer and provide for a grievance redressal mechanism. Any violation of these rules attracts penal action under the Consumer Protection Act.

The Ministry of Consumer Affairs, Food and Public Distribution, Government of India has on June 21, 2021 proposed amendments to the E-Commerce Rules, which, amongst others, imposes new registration requirements for online retailers, mandatory partnering with the national consumer helpline, ban on "specific" flash sales and mandating sharing of information with government agencies. Additionally, the e-commerce entity shall not allow display or promotion of any misleading advertisement or engage in mis-selling of goods on the platform. The rules have also introduced the concept of "fall-back liability", which says that e-commerce businesses will be held liable in case a seller on their platform fails to deliver goods or services due to negligent conduct, which causes loss to the customer. Additionally, they would be required to share information within 72 hours with a government agency which is lawfully authorised for investigative or protective or cyber security activities, for the purposes of verification of identity, or for the prevention, detection, investigation, or prosecution, of offences under any law for the time being in force, or for cyber security incidents. These amendments have not come into force as on the date hereof.

The Digital Personal Data Protection Act, 2023 ("Data Protection Act")

The Data Protection Act provides for collection and processing of digital personal data by companies. According to the Data Protection Act, the individual to whom the data relates is termed as the data principal and any person who determines the purpose and means of processing of personal data is a data fiduciary. The Central Government may notify any data fiduciary or class of data fiduciaries as a significant data fiduciary, based on an assessment of such relevant factors as it may determine. These significant data fiduciaries will be required to fulfil certain additional obligations under the Data Protection Act including appointment of a data protection officer who will be the point of contact between such fiduciaries and individuals for grievance redressal. Further such data fiduciaries will also be required to appoint an independent data auditor who will evaluate their compliance with the Data Protection Act. The provisions of the Data Protection Act shall come into force upon being notified by the Central Government.

Sale of Goods Act, 1930 (the "Sale of Goods Act")

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of gods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

Production linked incentive scheme ("PLI Scheme")

The aim of the PLI Scheme is to boost domestic manufacturing and cut down on import bills. The PLI Scheme provides companies with incentives on incremental sales from products manufactured in domestic units. Along with inviting foreign companies to set up shops in India, the PLI Scheme also aims to encourage local companies to set up or expand existing manufacturing units. The PLI Scheme was initially rolled out for mobile and allied equipment, pharmaceutical ingredients, and medical devices manufacturing. The government has thereafter expanded the ambit of the PLI Scheme to include as many as ten more sectors, such as food processing and textiles.

The union cabinet has approved the introduction of PLI Scheme in food products for enhancing India's manufacturing and export capabilities. The government has committed nearly 10,900 crores, over a period of six years starting financial year 2021-22. The PLI Scheme for food processing industry has been formulated based on the Production Linked incentive scheme of NITI Aayog under "Aatma Nirbhar Bharat Abhiyaan for Enhancing India's Manufacturing Capabilities and Enhancing Exports". Under the PLI Scheme, the maximum incentive payable to each beneficiary shall be fixed in advance at the time of approval of that beneficiary.

Information Technology Act, 2000

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication, commonly referred to as "electronic commerce", involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents, and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment, for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**") which prescribe directions for the disclosure, collection, and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, and publish such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law

Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021

The Department of Information Technology & Communication notified the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 (the "**IT Intermediary and Digital Media Rules**") under the IT Act, 2000, in supersession of the Information Technology (Intermediary Guidelines) Rules, 2011. The IT Intermediary and Digital Media Rules prescribe a framework for the regulation of content published online. They lay down the due diligence obligations of the intermediaries, require intermediaries to prominently publish rules and regulations, privacy policy and user agreement and require intermediaries to inform their users, at least once a year, in case of a non-compliance. In terms of the IT Intermediary and Digital Media Rules, intermediaries are obligated to establish a grievance redressal mechanism and publish the contact details of the grievance officer on their website. It further requires intermediaries receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under these IT Intermediaries and Digital Media Rules and to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it.

Legal Metrology Act, 2009 (the "LM Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodity Rules")

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The LM Act and rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, appointment of government-approved test centres for verification of weights and measures used and lists penalties for offences and compounding of offences under it. Any non-compliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer, seller, distributor, or seizure of the goods or imprisonment in certain cases.

The LM Act defines "pre-packaged commodity" as a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The Packaged Commodities Rules prescribes the regulations for imports, pre-packing and the sale of commodities in a packaged form intended for retail sale, wholesale and for export and import, registration of manufacturers, packers and importers, certain rules to be adhered to by importers, wholesale and retail dealers, the declarations to be made on every package, the size of label and the manner in which the declarations shall be made, etc.

These declarations that are required to be made include, inter alia, the name and address of the manufacturer, the dimensions of the commodity, the maximum retail price, generic name of the product, the country of origin and the weight and measure of the commodity in the manner as set forth in the Packaged Commodity Rules. The Packaged Commodity Rules have subsequently incorporated amendments to increase protection granted to consumers especially relating to e-commerce entities. Pursuant to the amendments, e-commerce entities are to ensure that mandatory declarations are displayed on the digital and electronic network used for e-commerce transactions. In the marketplace model of e-commerce, responsibility of correctness of the declarations lies with the manufacturer, or seller or dealer or importer provided certain conditions are met. Further, includes amendments in relation to the unit price declared on the pre-packaged commodity, declaration of the retail sale on packaging to be provided in Indian currency amongst others.

Essential Commodities Act, 1955, as amended ("ECA")

The ECA vests Government of India with the authority to issue notifications for controlling the production, supply and distribution of certain essential commodities, which include seeds. The ECA is used by the GoI to regulate the production, supply, and distribution of a host of commodities that it declares 'essential' in order to make them available to consumers at fair prices. Additionally, the GoI can also fix the minimum support price of any packaged product that it declares an 'essential commodity'.

Fire Prevention Laws

The State legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the 12th Schedule to the Constitution of India, which includes fire services. These legislations include provisions in relation to maintenance of fire safety and life saving measures by occupiers of buildings, procedure for obtaining no objection certificate and penalties for non-compliances.

Laws governing foreign investments

Foreign investment in India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Non-Debt Instruments Rules and the Foreign Direct Investment Policy ("**FDI Policy**"). In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Non-Debt Instrument Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant, provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. The total holding by each FPI or an investor group, shall be less than 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall be up to the sectoral cap applicable to the sector in which the Company operates. The said limit of 10% and 24% shall be called the individual and aggregate limit, respectively.

The RBI, with an aim to operationalise a new overseas investment regime, has introduced the new Foreign Exchange Management (Overseas Investment) Rules, 2022 ("**OI Rules**") and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 ("**OI Regulations**"), vide Notification No. G.S.R. 646(E) and Notification No. FEMA 400/2022-RB dated August 22, 2022 respectively. Further, the Foreign Exchange Management (Overseas Investment) Directions, 2022 ("**OI Directions**") were introduced to be read with the OI Rules and the OI Regulations. The new regime simplifies the framework to cover wider economic activity and thereby, significantly reducing the need for specific approvals. Investment may be made by an Indian entity only in a foreign entity engaged in activities permissible under the law in force in India and the host jurisdiction. Any manner of Overseas Direct Investment ("**ODI**") by an Indian entity shall be made as prescribed in the OI Rules, namely: (i) subscription as part of MoA or purchase of equity capital, (ii) acquisition through bidding or tender procedure, (iii) acquisition of equity capital by way of rights issue or allotment of bonus shares, (iv) capitalisation of any amount due from the foreign entity subject to applicable conditions, (v) swap of securities, and (vi) merger, demerger, amalgamation or any scheme of arrangement. Any financial commitment exceeding USD one billion (or its equivalent) in a financial year would require prior approval of the RBI even when the total financial commitment of the Indian entity is within the eligible limit under the automatic route.

The Consolidated Foreign Direct Investment Policy of 2020 (the "Consolidated FDI Policy")

The Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry on October 28, 2020 issued Consolidated FDI Policy, effective from October 15, 2020. The Consolidated FDI Policy permits our Company 100% FDI under the automatic route. Pursuant to Press Note 3 of 2020, dated April 17, 2020, issued by the DPIIT, the Consolidated FDI Policy was amended with effect from October 15, 2020 to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the GoI. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the GoI.

Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder ("Foreign Trade Act")

The Foreign Trade Act, read with the applicable provisions of the Indian Foreign Trade Policy 2023, authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The Central Government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act requires every importer as well as exporter to obtain the Importer Exporter Code Number ("**IEC**") from the Director-General or the authorised officer. The Director General is authorised to suspend or cancel IEC in case of (i) contravention by any person any of the provisions of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy or any other law for the time being in force relating to Central excise or customs or foreign exchange or person has committed any other economic offence under any other law for the time being in force as may be specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of, or services or technology provided from, the country; or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special licence, granted by the Director General to that person in a manner and subject to conditions as may be prescribed.

Customs Act, 1962 ("Customs Act"), the Customs Tariff Act, 1975 and rules made thereunder

The provisions of the Customs Act and rules made there under are applicable to imported goods i.e. goods brought into India from a place outside India (except goods cleared for home consumption) and export goods i.e. goods which are to be taken out of India to a place outside India. Imported goods and export goods are subject to duties of customs as specified under the Customs Tariff Act, 1975

Environmental Laws

The Environment (Protection) Act, 1986 ("EPA") read with Environment Protection Rules, 1986 (the "EP Rules") and the Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

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

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act was enacted to control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country. The Water Act provides for the establishment of Pollution Control Boards ("**PCBs**") at Central and State levels to establish and enforce standards for discharging pollutants into water bodies. Further, any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state PCB. Failure to comply with specified directions or orders under the Water Act or acting in violation of the provisions of the Water Act, may lead to imprisonment of up to seven years, fines up to ₹10,000, and additional daily fines for continued non-compliance. In case of violation by a company, both the company and persons responsible for its business are deemed guilty unless they prove lack of knowledge or due diligence. Directors, managers, secretary or other officers of the company involved through consent, connivance, or neglect are also held liable and punished accordingly.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant. Under Section 37 of the Air Act, whoever fails to comply with the provisions of Section 22 or the directions issued under Section 31A of the Air Act, shall be liable to the penalty up to ₹ 1,500,000. There is an additional penalty of ₹ 10,000 per day if the requisite compliances under the aforesaid sections are not carried out.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, "hazardous waste" inter alia means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Plastic Waste Management Rules, 2016 ("PWM Rules")

The PWM Rules seek to promote development of new alternatives to plastics and provide a roadmap for businesses to move towards sustainable plastic packaging. The PWM Rules provide a framework to strengthen the circular economy of plastic packaging waste. A circular economy depends on reuse, sharing, repair, refurbishment, re-manufacturing, and recycling of resources to create a closed-loop system, minimising the use of resources, generation of waste, pollution and carbon emissions. The PWM Rules mandate the generators of plastic waste to take steps to minimize generation of plastic waste, prevent littering of plastic waste, and ensure segregated storage of waste at source among other measures. The PWM rules also mandate the responsibilities of local bodies, gram panchayats, waste generators, retailers and street vendors to manage plastic waste.

Extended Producers Responsibility ("**EPR**") regime is implemented in the PWM Rules, according to which it is the responsibility of Producers, Importers and Brand-owners to ensure processing of their plastic packaging waste through recycling, re-use or end of life disposal (such ascoprocessing/waste-to-energy/plasticto-oil/roadmaking/industrial-composting). In order to streamline implementation process of EPR, the MoEF, in its fourth Amendment to the PWM Rules dated February 16, 2022, notified Guidelines on Extended Producer Responsibility for Plastic Packaging ("**EPR Guidelines**") under the Schedule II of the PWM Rules. As per the EPR guidelines, Producers, Importers and Brand Owners ("**PIBOs**") shall have to register through the online centralized portal developed by the Central Pollution Control Board.

Draft Environment Impact Assessment Notification 2020 ("Draft EIA 2020")

The Ministry of Environment, Forest and Climate Change issued Draft EIA 2020, on March 23, 2020. It proposes to replace the existing Environment Impact Assessment Notification, 2006. It classifies all new projects or activities, including expansion and modernization of projects or activities, into three categories, namely, Category A, Category B1 and Category B2. It contemplates two kinds of approvals, being (i) prior environment clearance from the expert appraisal committee and (ii) environmental permission from concerned regulatory authority.

Projects or activities in Category A and Category B1 will receive prior environmental clearance from expert appraisal committee after completing a six-stage process –scoping, preparation of draft environmental impact assessment report, public consultation, preparation of final environmental impact assessment report, appraisal, and grant or rejection of prior environmental clearance. Projects or activities in Category B2 which require prior environmental clearance from expert appraisal committee must complete a three-stage process –preparation of environment management plan report, appraisal, grant or rejection of prior environmental clearance. Projects or activities in Category B2 which do not require prior environmental clearance from expert appraisal committee must complete a three-stage process –preparation of environment management plan report, verification of completeness of the application by regulatory authority, grant or rejection of prior environment permission.

The Draft EIA 2020 also provides a list of projects and activities exempted from the application of the notification. It also has provisions for monitoring the compliance and dealing with non-compliance of the conditions in prior environmental clearance and prior environmental permission.

Laws relating to Taxation

Tax related laws that are pertinent, include the Income Tax Act 1961, Income Tax Rules, 1962, Indian Stamp Act, 1899, and GST which includes the Central Goods and Services Tax Act, 2017, various State Goods and Services Tax legislations and the Integrated Goods and Services Tax Act, 2017, registrations issued under the applicable tax on professions, trades, callings and employments legislations of the relevant states, issued by the Directorate of Commercial Tax, and various rules and notifications thereunder and as issued by taxation authorities.

Labour Laws

Factories Act, 1948 (the "Factories Act")

The Factories Act defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each State Government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of its provisions.

Shops and establishments legislations of various states

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of opening and closing hours, daily and weekly working hours, rest intervals, overtime, holidays, leave, health and safety measures, termination of service, wages for overtime work, maintenance of shops and establishments and other rights and obligations of the employers and employees. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

In addition to the Factories Act and the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws The various labour and employment related legislations that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following: (i) Contract Labour (Regulation and Abolition) Act, 1970; (ii) relevant State specific shops and commercial establishment legislations; (iii) Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) Employees' State Insurance Act, 1948; (v) Minimum Wages Act, 1948; (vi) Payment of Bonus Act, 1965; (vii) Payment of Gratuity Act, 1972; (viii) Payment of Wages Act, 1936; (ix) Maternity Benefit Act, 1961; (x) Apprenticeship Act, 1961; (xi) Equal Remuneration Act, 1976; (xii) Employees' Compensation Act, 1923; (xiii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; (xiv) Industrial Disputes Act, 1947; (xv) Child Labour (Prohibition and Regulation) act, 1986; (xvi) Industrial Employment (Standing Orders) Act, 1946; and (xvii) Trade Unions Act, 1926.

Other labour law legislations

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) ***Code on Wages, 2019***, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Certain provisions of this code pertaining to central advisory board have been brought into force by the Ministry of Labour and Employment through a notification dated December 18, 2020, and other provisions of this code will be brought into force on a date to be notified by the Government of India.

(b) ***Industrial Relations Code, 2020***, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes, received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It will subsume and simplify the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) ***Code on Social Security, 2020***, which received the assent of the President of India on September 28, 2020. Through its notification dated December 18, 2020, the Government of India brought into force sections 42(1), *42*(2), 42(3), 42(10), 42(11), 67(2)(s), 67(2)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the Government of India) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. The remaining provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia* including the Employee's Compensation Act, 1923, Employee’s State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee’s Provident Fund and the Employee’s State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(d) ***Occupational Safety, Health and Working Conditions Code, 2020***, received the assent of the President of India *on* September 28, 2020, which amends and subsumes certain existing legislations, including Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

Intellectual Property Laws

The Copyright Act, 1957

The Copyright Act, along with the Copyright Rules, 2013 (“**Copyright Laws**”) governs copyright protection in India. The Register of Copyrights under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

The Trade Marks Act, 1999 (“Trademarks Act”)

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying for trademarks.

The Patents Act, 1970

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. The Patents Act recognises both product and process patents and prescribes eligibility criteria for grant of patents, including the requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection.

The Design Act, 2000 (the "Design Act")

The Design Act consolidates and amends the law relating to the protection of designs. The Design Act is a complete code in itself and is statutory in nature and protects new or original designs from getting copied which cause loss to the proprietor. The proprietor upon registration gets 'copyrights in design' for the period of 10 years from the date of registration which can be renewed for a second period of five years, before the expiration of original period of 10 years. The controller registers a design under this Act after verifying that the design of any person, claiming to be the proprietor, is the new or original design not previously published anywhere in any country and is not against any public policy or morality. Any obvious or fraudulent imitation of a design, which is already registered, without the consent of its proprietor, is unlawful. It also prohibits the import of any material which closely resembles a registered design. The Central Government also drafted the Design Rules, 2001 (the "**Design Rules**") under the authority of the Design Act for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc

Other Applicable Laws

In addition to the above, our Company is also required to comply with other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations, including the Companies Act and rules framed thereunder, Competition Act, 2002, municipal laws, and trade laws, to the extent applicable.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was initially formed as a partnership firm as "M.M.D. Dairy" at Erode, Tamil Nadu under the Indian Partnership Act, 1932, pursuant to a deed of partnership dated November 30, 1998, and a certificate of registration dated February 1, 1999 issued by the Registrar of Firms, Periyar (Erode). The name of the partnership firm was changed to "Milky Mist Dairy Food" pursuant to a certificate of registration dated August 2, 2006 issued by the Registrar of Firms, Periyar (Erode). The partnership firm was subsequently converted and our Company was incorporated as a private limited company under the Companies Act, 2013 under the name "Milky Mist Dairy Food Private Limited" pursuant to a certificate of incorporation dated July 10, 2014 issued by the RoC. Subsequently, our Company was converted into a public limited company as approved by a resolution of our Board dated May 15, 2025, and a special resolution of our Shareholders dated May 16, 2025 following which the name of our Company was changed to "Milky Mist Dairy Food Limited" and a fresh certificate of incorporation consequent upon change of name dated May 26, 2025, was issued by the RoC.

Changes in the registered office of our Company

The registered office of our Company is currently situated at SF No. 43/1-4, Pattakaranpalayam, Perundurai, Erode District – 638 057, Tamil Nadu, India.

Except as disclosed below, there have been no changes in our registered office since our incorporation:

Effective date of change	Details of change	Reason(s) for change
April 1, 2022	Change of registered office from "Survey No. 104/9, Erode Main Road, Chittode, Erode – 638 102" to "SF No. 43/1-4, Pattakaranpalayam, Perundurai, Erode District, Tamil Nadu, India - 638057"	Administrative convenience

Main objects of our Company

The main objects contained in our Memorandum of Association are as mentioned below:

1. *"To carry on in India or elsewhere the business of buying, selling, producing, manufacturing preparing, converting, making, processing, marketing, distributing, trading, importing, exporting or otherwise whether as wholesalers or retailers or suppliers, indenters, packers, movers, preservers, stockiest, agents, transport agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries and to deal in all kinds of milk including toned milk, condensed milk, fermented milk, flavoured milk and allied dairy products including butter, butter milk, ghee, khoa, cream, milk power, cream powder, dairy whitener, curd, all kinds of cheese, chhana and paneer, all kinds of ice creams, ice lollies, yogurt, shrikhand, whey powder, milk fat, creams, chocolates, shakes, lassi, ice cakes, syrups, flavored soft drinks, fusion drinks, sweets, , edible ice, fruit juices, vegetable soups and juices, fruit nectars, caffeinated beverages, and food products that are produced using milk as major ingredient, various other food products like jamun mixes, ready to eat products, payasam, gulabjamun, rasgulla, frozen pizza, tofu, soya based products and instant eatable foods, snacks, dairy products, fats and oils bakery, bakery products like biscuits, cookies, bread, cakes, fruits and vegetables, nuts, vegetable oils, margarine products and agro & farm related products and bacterial cultures, rennets used as food processing aids, and setting up of own or leased Dairy Farms, Milk Processing Plants, chilling centers, Food Processing Plants, Cold Storage Plants, water recycling, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.*

2. *To setup milk dairy plant for processing of milk, setting up collection centers for milk and other milk products through cooperative societies and other agencies and to take up activities relating to the processing and treatment of milk in India and elsewhere*

3. *To carry on the business of dairymen cheese, butter, egg, pork - pie and sausage manufacturers and merchants poultry and livestock breeders, butchers, bakers, confectioners, refreshment contractors, farmers, and general provisions merchants and dealers.*

4. *To manufacture, buy, sell, import, export or otherwise deal in cattle feed, poultry feed and other animal feed and all ingredients for such feed and supplements.*

5. *To cultivate, grow, produce and deal in any vegetable products and to carry on all or any of the business of all kinds of agricultural products, horticultural products, growers of, and dealers in corn, hay and straw, seeds, and to buy, sell and trade in any goods which is usually traded in any of the above business.*

6. *To start, operate, franchise departmental stores, hotels, restaurants, motels, parlours, cafes, lodging houses and entertainment clubs and to deal in all kind of food items, to provide ready to eat/cook food of different varieties and all kinds of food varieties to the customers, either in frozen form or otherwise including milk and milk products, beverages, ice cream, jelly and jelly products and to act as manufacturers, distributors and dealers of ready to eat/serve food.*

7. *To carry on the business of goods transport operators, fuel stations, gas station and to own, lease, hire, operate all types of goods carriers including vans, lorries, refrigerated trucks, vehicles, etc.*

8. *To carry on, manage, supervise and control the transmitting, manufacturing, supplying, generating, storing and dealing in electricity and all forms of energy and power generated by any source whether steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description including captive power generation, for the purposes of and to facilitate the carrying on the objects mentioned hereinabove."*

The main objects clause and matters necessary for furtherance of the main objects, as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out as well as business proposed to be carried out by our Company.

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution/effective date	Particulars
November 18, 2016	Clause III (B)(3) of our Memorandum of Association was amended by substituting the contents of the clause with the following: "*To purchase or otherwise, acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshops, mills, plant, machinery accessories and other things found necessary or convenient for the purpose of the company and to carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description*."
July 15, 2020	Clause V of our Memorandum of Association was amended to reflect an increase in the authorised share capital of our Company from ₹50,000,000 divided into 5,000,000 equity shares of face value of ₹10 each, to ₹51,000,000 divided into 5,000,000 equity shares of face value of ₹10 each and 100,000 preference shares of ₹10 each
March 14, 2025	Clause V of our Memorandum of Association was amended to reflect an increase in the authorised share capital of our Company from ₹51,000,000 divided into 5,000,000 equity shares of face value of ₹10 each and 1,00,000 preference shares of ₹ 10 each to ₹1,750,000,000 divided into 174,900,000 equity shares of face value of ₹10 each and 100,000 preference shares of ₹10 each.
March 14, 2025	Clause V of our Memorandum of Association was amended to reflect reclassification of the authorised share capital of our Company from ₹1,750,000,000 divided into 174,900,000 equity shares of face value of ₹10 each and 100,000 preference shares of face value of ₹10 each to ₹1,750,000,000 divided into 170,000,000 equity shares of face value of ₹10 each and 5,000,000 preference shares of face value of ₹10 each.
March 14, 2025	Clause V of our Memorandum of Association was amended to reflect the sub-division of the authorised share capital of our Company from ₹1,750,000,000 divided into 170,000,000 equity shares of ₹10 each and 5,000,000 Preference shares of ₹10 each to ₹1,750,000,000 divided into 850,000,000 Equity Shares of face value of ₹2 each and 25,000,000 preference shares of face value of ₹2 each.

Date of Shareholders' resolution/effective date	Particulars
May 16, 2025	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from "Milky Mist Dairy Food Private Limited" to "Milky Mist Dairy Food Limited" pursuant to conversion of our Company from private to public.
May 16, 2025	Clause III of our Memorandum of Association was amended to reflect an amendment in the objects of the Company, as stated above in "- *Main objects of our Company*".

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Particulars
2009	Diversified our product portfolio to include products such as ghee, butter, khova, and curd.
2010-11	Diversified our product portfolio to include products such as yogurt and cheese.
2017	Diversified our product portfolio to include whey powder.
2018	Set up the 'Milky Mist Mega Plant' Manufacturing Facility at Perundurai, Erode.
2020	Expanded our product portfolio with the launch of dairy whitener, cream cheese, probiotic curd, UHT range of products, and launched frozen foods under the 'SmartChef' brand.
2022	Started in-house manufacturing of UHT range of products
2022	Expanded our product portfolio with the launch of fat spread under the 'Misty Lite' brand.
2022	Expanded our product portfolio with the launch of greek yogurt and 'Skyr' high protein yogurt
2023	Expanded our product portfolio with the launch of ice cream, chocolate and sweetened condensed milk products.
2025	Acquisition of certain assets and trademarks of Briyas Foods Private Limited
2025	Acquisition of 100% shareholding of Asal Food Products Private Limited

Key awards, accreditations or recognitions

Our Company has received the following key awards, accreditations and recognitions:

Calendar Year	Key awards/ accreditations
2022	Award for 'Excellence in Business Practices' by Coimbatore Management Association

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company has one Subsidiary.

1. Asal Food Products Private Limited ("Asal")

Corporate information

Asal Food Products Private Limited was incorporated as a private limited company on November 24, 2020 under the Companies Act, 2013. Its CIN is U74999TZ2020PTC035046, and its registered office is situated at 31/3, Indhira Nagar, Nadupalayam, Chithode, Erode, Tamil Nadu – 638 102.

Nature of business

Asal is currently engaged in, *inter alia*, the business of manufacturing ready to cook non-dairy fresh products.

Capital structure

The capital structure of Asal as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	Equity shares of face value of ₹100 each
Authorised capital	40,000,000
Issued, subscribed and paid-up capital	15,000,000

Shareholding pattern

The shareholding pattern of Asal as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the shareholder	Number of equity shares (of ₹100 each) held	Percentage of total capital (%)
1.	Milky Mist Dairy Food Limited	149,999	99.99
2.	Sathishkumar T*	1	0.01
Total		**150,000**	**100.00**

**Held as nominee of Milky Mist Dairy Food Limited. Milky Mist Dairy Food Limited has the 100% beneficial ownership.*

Brief financial highlights

The brief financial details for Fiscals 2025, 2024 and 2023, derived from the audited financial statements of Asal is as follows:

(in ₹ million, except per share data)

Particulars	As at and for the Fiscal ended		
	March 31, 2025	**March 31, 2024**	**March 31, 2023**
Equity share capital	15.00	15.00	15.00
Net worth	58.89	36.35	22.86
Revenue from operations	428.60	369.50	307.81
Profit/ (loss)	22.54	13.54	11.47
Earnings per equity share (basic) (in ₹)	150.27	90.27	76.45
Earnings per equity share (diluted) (in ₹)	150.27	90.27	76.45
Net asset value per equity share (in ₹)	392.60	242.34	152.40
Total borrowings	33.88	22.80	11.45

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiary, which have not been accounted for by our Company.

Common pursuits

Our Subsidiary is in the same line of business as that of our Company and accordingly, there are certain common pursuits between them. However, since our Subsidiary is a wholly-owned subsidiary, there is no conflict of interest between our Company and our Subsidiary (on account of it being our wholly owned subsidiary) as a result of such common pursuit. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

Business interest between our Company and our Subsidiary

Except as stated in "*Our Business*" and *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on pages 202 and 339, respectively, our Subsidiary does have any business interest in our Company.

Except as disclosed in "*Restated Consolidated Financial Information- Note- 46 - Related parties disclosures*" on page 339, there have been no related business transactions between our Company and our Subsidiary during the last three Fiscals.

Other confirmations

Our Subsidiary is not listed on any stock exchange in India or abroad. Further, our Subsidiary has not been refused listing in the last ten years by any stock exchange in India or abroad, nor has our Subsidiary failed to meet the listing requirements of any stock exchange in India or abroad.
There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Subsidiary and its directors.

There is no conflict of interest between the lessor of immovable properties (which are crucial for operations of our Company) and the Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Subsidiaries and its directors.

Associates or joint ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates or joint ventures.

Time/cost overrun in setting up projects by our Company

We have not experienced any material time and cost overruns pertaining to our business operations or any projects undertaken by our Company.

Launch of key products or services, entry in new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets to the extent applicable, see "*Our Business*" and " - *Major events and milestones of our Company*" on pages 202 and 248, respectively.

Capacity/facility creation, location of plants

For details regarding capacity/facility creation and location of our manufacturing facilities, see "*Our Business – Manufacturing Facilities*" on page 223.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/banks

As on the date of this Draft Red Herring Prospectus, there have been no defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks.

Material clauses of the AoA

Except as disclosed under the "*Main Provisions of the Articles of Association*" on page 478, there are no material clauses of the AoA that have been left out from disclosure in this Draft Red Herring Prospectus, having a bearing on the Offer.

Details of material acquisitions or divestments of business undertaking in the last 10 years

Except as disclosed below, our Company has not undertaken a material acquisition or divestment of any business/undertaking in the 10 years preceding the date of this Draft Red Herring Prospectus:

Asset purchase agreement dated February 19, 2025, entered into by and amongst our Company, Briyas Foods Private Limited ("Seller"), Yamini Dasari ("Briyas Promoter 1"), and Sivaramkrishna Settivari ("Briyas Promoter 2" and along with Promoter 1 collectively referred to as, the "Briyas Promoters") ("Briyas APA"), Trademark Assignment Deed dated February 19, 2025 entered into by and amongst our Company, Seller and Briyas Promoter 1 ("Briyas Trademark Assignment Deed") and Agreement for Manufacturing of Briyas Products' dated February 19, 2025 entered into by and amongst our Company and the Seller ("Manufacturing Agreement")

Pursuant to the Briyas APA, our Company has purchased and accepted the transfer and assignment of certain identified assets in relation to the "Tofu" business of Briyas Foods Private Limited, including but not limited to equipment and machinery of the Seller and certain trademarks registered in the name of the Seller and Briyas

Promoter 1 and as specified under the Briyas APA, for the purchase consideration of ₹35.00 million (out of which ₹ 15.00 million has been accounted as acquisition cost and the balance ₹ 20.00 million has been adjusted against payables). The effective date of the acquisition was February 19, 2025. Neither our Promoters nor any of our Directors have any relationship with the Seller or Briyas Promoters.There was no valuation report obtained for the purpose of such transfer. Further, pursuant to the Briyas Trademark Assignment Deed, the Seller and Briyas Promoter 1 have transferred all rights, title and interest owned by them with respect to the "Briyas" and "Briyas Platter" trademarks, respectively, in favour of our Company.

Subsequent to the Briyas APA, our Company had also entered into the Manufacturing Agreement with the Seller, pursuant to which the Seller had agreed to continue manufacturing and supplying products exclusively to our Company for a period of six months or such other period as intimated by our Company to the Seller, subject to the terms and conditions set forth in the Manufacturing Agreement.

Share purchase agreement dated March 29, 2025, entered into by and amongst Sathishkumar T, Anitha S (collectively, the "Sellers"), Asal Food Products Private Limited ("Asal") and our Company ("Asal SPA")

Pursuant to the Asal SPA, our Company has purchased 150,000 equity shares of face value ₹100 each, comprising 100% of the issued and paid-up share capital of Asal ("**Sale Shares**") from the Sellers for a total consideration of ₹71.25 million, which is payable on or before March 31, 2026. The effective date of the acquisition was March 29, 2025, pursuant to which Asal became a subsidiary of our Company. The consideration was determined based on the valuation report dated November 19, 2024 issued by Rajagopal and Badrinarayanan, as per Rule 11UA of the Income Tax Act. The Sellers are also the Promoters and Directors of our Company. For further details, please see "*Our Promoters and Promoter Group*" and "*Our Management*" on pages 279 and 257, respectively.

Details of material mergers or amalgamation in the last 10 years

Our Company has not undertaken any merger or amalgamation in the 10 years preceding the date of this Draft Red Herring Prospectus.

Details of revaluation of assets in the last 10 years

Except as disclosed below, our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus:

Our Company had valued the carrying value of the land from ₹ 263.97 million to ₹ 1,244.93 million, upon transition to IndAS as on April 1, 2023, resulting in a fair value gain of ₹ 980.96 million.

Details of subsisting key agreements, inter-se agreements and shareholders' agreements

Except as disclosed below, there are no other agreements/ arrangements and clauses / covenants, to which our Company or our Promoters or Shareholders are a party, which are material, and which need to be disclosed in this Draft Red Herring Prospectus or non-disclosure of which may have bearing on the investment decision in connection with the Offer:

Shareholders' agreement dated January 29, 2024 entered into by and amongst our Company, Sathishkumar T, Anitha S, TS Shanjay, TS Nitin and Grant Anicut Fund 1 (a scheme of Grand Anicut Trust -1) ("Grand Anicut Fund" or "Investor") ("Shareholders' Agreement or "SHA"), read with the Waiver Cum Amendment agreement dated July 21, 2025 to the Shareholders' Agreement ("Waiver cum Amendment Agreement")

Our Company, Sathishkumar T, Anitha S, TS Shanjay, TS Nitin, and Grand Anicut Fund ("**Parties**") had entered into a share subscription agreement dated August 7, 2019 ("**SSA**"), for the subscription of specified shares of our Company by the Investor. Pursuant to the SSA, the Parties entered into the Shareholders' Agreement to record and revise certain terms, conditions and mutual rights of the parties as Shareholders of the Company and in relation to the management of the Company.

The SHA, *inter alia*, sets out the inter-se rights and obligations of the parties thereto vis-à-vis our Company, and provides, subject to the terms and conditions contained therein, certain rights and obligations including without limitation: (i) pre-emptive rights to the Investor in relation to new issues of equity securities of the Company; (ii) certain information rights to the Investor; (iii) exit rights to the Investor; (iv) right of first offer and tag along rights in case of transfer of securities; and (v) put option available to the Investor and exercisable in case of event of default, among others.

Grand Anicut Fund has further entered into supplemental deeds of adherence with i) Anicut Equity Continuum Fund; ii) Pratithi Investment Trust; iii) Oriental Carbon and Chemicals Limited; iv) Venkatesh Ramarathinam; v) A R Chadha and Co India Private Limited; vi) Vanadium Trust; vii) Unmaj Corporation LLP; viii) Vikramaditya Mohan Thapar Family Trust; ix) Kiran Vyapar Limited; x) Ravi Modi Family Trust; xi) Renu Agarwal; xii) YMR Prasoona; xiii) Vishal Hariom Gupta; xiv) Yerabhaga Meera Reddy; xv) Raj Kumar Jain; and xvi) Avinash Gupta ("**Purchasers**"). Pursuant to the respective deed of adherence, the Purchasers have acquired preference shares of our Company from Grand Anicut Fund and have agreed to all the terms and conditions of the SHA *mutatis mutandis* as if it were a party thereto and to be bound by the obligations set out therein. For further details, please see "*Capital Structure – Notes to the capital structure – Preference share capital*" on page 107.

Subsequently, in order to facilitate the Offer, the Parties have entered into an Waiver cum Amendment Agreement, pursuant to the which the parties have provided certain amendments, waivers and consents on matters in relation to the Offer, including, inter alia, amendment to information rights being subject to compliance with SEBI PIT Regulations from the date of filing of the Red Herring Prospectus and waivers from certain pre-emptive rights and transfer restrictions solely for the purposes of facilitating the Offer. The Waiver cum Amendment Agreement will stand automatically terminated: (a) if the final listing and trading approvals from Stock Exchanges for the listing and trading of the Equity Shares pursuant to the Offer is not received within 12 months from the date of receipt of final observations on this Draft Red Herring Prospectus from the SEBI; (b) the Board decides not to undertake the Offer or to withdraw any offer document filed with any regulatory authority in respect of the Offer; or (c) by the mutual written agreement of all parties.

The SHA shall automatically terminate in respect to each party, in its entirety, immediately upon the receipt of final listing and trading approval from each of the Stock Exchanges for the listing and trading of the Equity Shares of the Company pursuant to the Offer without any further act or deed required by any Party. All provisions of Part B of the AoA of the Company containing the special rights available to the Shareholders of the Company as per the SHA shall automatically terminate and cease to have any force and effect immediately upon the listing of the Equity Shares of the Company pursuant to the Offer or an earlier date as may be prescribed by the SEBI and the provisions of Part A of the AoA shall continue to be in effect and be in force, without any further corporate action, by the Company or by its Shareholders.

Other agreements

Neither our Promoters, members of the Promoter Group nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

Other than as disclosed in this Draft Red Herring Prospectus and except for agreements entered into by us in the normal course of business, there are no agreements entered into by our Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, Key Managerial Personnel, employees of our Company or our Subsidiary, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company.

As on the date of this Draft Red Herring Prospectus, except as disclosed hereinabove, our Company has not entered into any other subsisting material agreement including with strategic partners, joint venture partners and/or financial partners, entered into by the Company, other than in the ordinary course of business and there are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority/public shareholders of our Company.

Significant financial and/or strategic partners

Our Company does not have any significant financial and/or strategic partners as on the date of this Draft Red Herring Prospectus.

Details of guarantees given to third parties by the Promoters participating in the Offer for Sale

Except as stated below, as on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoter Selling Shareholders in relation to our Company:

S. No.	Name of lender	Name of borrower	Name of guarantor	Type of borrowing/ facility	Term/maturity date	Sanctioned amount	Amount guaranteed	Amount outstanding as on May 31, 2025
1.	Axis Bank Limited	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Working capital loan	On demand	400.00	400.00	399.94
2.	Bank of Maharashtra	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	850.00	849.92	849.92
3.	The Federal Bank Limited	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	66 months	70.00	21.40	21.40
4.	The Federal Bank Limited	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	66 months	240.00	100.00	100.00
5.	The Federal Bank Limited	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	78 months	740.00	439.97	439.97
6.	The Federal Bank Limited	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Working capital loan	On demand	250.00	250.00	249.99
7.	The Federal Bank Limited	Asal Food Products Private Limited	Sathishkumar T and Anitha S	Working capital loan	12 months	7.50	7.50	7.35
8.	The Federal Bank Limited	Asal Food Products Private Limited	Sathishkumar T and Anitha S	Term loan	84 months	63.00	63.00	52.80
9.	HDFC Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S Anitha S	Vehicle loan	60 months	670.62	6.54 237.49	397.62
10.	Indian Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	120 months	850.00	399.66	399.66
11.	Indian Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	120 months	600.00	153.29	153.29

S. No.	Name of lender	Name of borrower	Name of guarantor	Type of borrowing/ facility	Term/maturity date	Sanctioned amount	Amount guaranteed	Amount outstanding as on May 31, 2025
12.	Indian Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	1,000.00	1,002.19	1,002.19
13.	Indian Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	730.00	710.16	710.16
14.	Indian Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Working capital loan	On demand	660.00	660.00	634.25
15.	Indian Overseas Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	120 months	600.00	118.52	118.52
16.	Indian Overseas Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	120 months	1,250.00	658.95	658.95
17.	Indian Overseas Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	900.00	470.00	470.00
18.	Indian Overseas Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Working capital loan	On demand	640.00	640.00	637.12
19.	Indian Overseas Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Working capital loan	On invoking of guarantee	73.57	73.57	73.57
20.	RBL Bank Limited	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	1,850.00	1,817.63	1,817.63
21.	RBL Bank Limited	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Working capital loan	On demand	100.00	100.00	88.67
22.	State Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	1,600.00	1,579.46	1,579.46
23.	State Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	1,200.00	1,166.10	1,166.10

S. No.	Name of lender	Name of borrower	Name of guarantor	Type of borrowing/ facility	Term/maturity date	Sanctioned amount	Amount guaranteed	Amount outstanding as on May 31, 2025
24.	State Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Working capital loan	On demand	380.00	380.00	368.59
25.	Union Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	96 months	496.90	75.60	75.60
26.	Union Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	470.00	208.17	208.17
27.	Union Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Working capital loan	On demand	220.00	220.00	215.41
28.	Union Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	84 months	250.00	25.13	25.13
29.	Union Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S				13.27	13.27
30.	Union Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S				128.13	128.13
31.	Union Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S				47.86	47.86
32.	Union Bank of India	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S				11.62	11.62
33.	Yes Bank	Milky Mist Dairy Food Limited	Sathishkumar T and Anitha S	Term loan	144 months	400.00	364.69	364.69

The abovementioned guarantees are typically effective till the underlying loan is repaid by our Company. The guarantees set out above have been issued as security in connection with the facilities availed by our Company and can be invoked by the lender in the event of a default under such financing documents by our Company, in which case the Promoter guarantors may be liable to the extent of the outstanding loan amount repayment of the guaranteed sum in case of default by the Company. For other details of our borrowings, see, "*Financial Indebtedness - Principal terms of the borrowings availed by us*" on page 383. Also see, "*Risk Factor - We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. An inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows. Further,* *one of our trademarks "Milky Mist" has been hypothecated as security for financing arrangements availed from certain lenders. Enforcement of such security by lenders in the event of default may have an adverse effect on our brand image, reputation and financial results."* on page 49.

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than 15 Directors, provided that our Company may appoint more than 15 Directors after passing a special resolution in a general meeting.

As on the date of this Draft Red Herring Prospectus, we have six Directors on our Board, comprising three Executive Directors, three Independent Directors, including two women Independent Directors.

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

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (in years)	Other directorships
Sathishkumar T *Designation*: Chairman and Managing Director *Date of birth*: May 16, 1974 *Address*: No. 31/3,4, Indhra Nagar, Chithode, Erode, Tamil Nadu – 638 102, India *Occupation*: Business *Current term*: Five years with effect from April 1, 2024 *Period of directorship*: Since July 10, 2014 *DIN*: 02926325	51	*Indian companies:* Asal Food Products Private Limited *Foreign companies:* Nil
Anitha S *Designation*: Whole-time Director *Date of birth*: June 1, 1978 *Address*: No. 31/3,4, Indhra Nagar, Chithode, Erode, Tamil Nadu – 638 102, India *Occupation*: Business *Current term*: Five years with effect from April 1, 2024, liable to retire by rotation *Period of directorship*: Since July 10, 2014 *DIN*: 02926355	47	*Indian companies:* Asal Food Products Private Limited *Foreign companies:* Nil
Dr. K Rathnam *Designation*: Whole-time Director and Chief Executive Officer *Date of birth*: May 2, 1963 *Address*: B 103, Orbit 11, Akshya 1432, Trichy Road, Coimbatore South, Coimbatore, Tamil Nadu – 641018, India *Occupation*: Executive *Current term*: Five years with effect from March 7, 2025, liable to retire by rotation	62	*Indian companies:* Flora Biochem Private Limited *Foreign companies:* Hivetz Nutri Private Limited, Sri Lanka

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (in years)	Other directorships
Period of directorship: Since March 7, 2025 *DIN*: 06887651		
Radha Venkatakrishnan *Designation*: Independent Director *Date of birth*: December 1, 1959 *Address*: G-2, Oyster Operaa, 35/36 Gangai Street, Kalakshetra Colony, Besant Nagar, Chennai, Tamil Nadu - 600 090, India *Occupation*: Consultant *Current term*: Five years with effect from March 7, 2025 *Period of directorship*: Since March 7, 2025 *DIN*: 07317367	65	*Indian companies:* Credimore Services Private Limited *Foreign companies:* Nil
Mallika Janakiraman *Designation*: Independent Director *Date of birth*: November 12, 1956 *Address*: 32 Chatswood Grove, Chatswood, Auckland 0626, New Zealand *Occupation*: Consultant *Current term*: Five years with effect from March 13, 2025 *Period of directorship*: Since March 13, 2025 *DIN*: 10994744	68	*Indian companies:* Nil *Foreign companies:* NutriQ360 Degree Limited
Subramaniam N *Designation*: Independent Director *Date of birth*: August 2, 1961 *Address*: 1309 A, Beverly Park – II, M.G. Road, DLF Phase – II, Gurgaon, Haryana – 122002, India *Occupation*: Consultant *Current term*: Five years with effect from May 15, 2025 *Period of directorship*: Since May 15, 2025 *DIN*: 00166621	63	*Indian companies:* • Jyothy Labs Limited • Expleo Solutions Limited • Ganesha Ecosphere Limited • NCS Soft Solutions Private Limited • Asset Reconstruction Company (India) Limited *Foreign companies:* Nil

Brief profiles of our Directors

Sathishkumar T is the Chairman and Managing Director of our Company. He has completed his school education until the 8th standard from Erode Hindu Kalvi Nilayam Matriculation Higher Secondary School, Erode, Tamil Nadu. He has been associated with our Company as a director since incorporation. Prior to that, he was associated as a "partner" with M.M.D Dairy. He is responsible for the day-to-day management of the Company. He has over

26 years of experience in the dairy and food industry. He has been conferred with various awards including, Champion of Humanity Award of Business Excellence by Hindustan Chamber of Commerce, Business Man of the Year by Chamber of Commerce Industry, Entrepreneur of the Year by Coimbatore Management Association, Entrepreneur of the Year by Business Connect and 'Rising Star Entrepreneur' award by Nanayaam Vikatan.

Anitha S is the Whole-time Director of our Company. She holds a bachelor's degree in science (computer science) from Bharathiar University, Coimbatore, Tamil Nadu. She has been associated with our Company as a director since incorporation. Prior to that, she was associated as a "partner" with M.M.D Dairy. She is responsible for the day-to-day management of the Company. She has over 23 years of experience in the dairy and food industry.

Dr. K Rathnam is the Whole-time Director and Chief Executive Officer of our Company. He holds a bachelor's degree in science (nutrition and dietetics) from P.S.G. College of Arts and Science, Coimbatore, Tamil Nadu, a master's degree in home science (foods and nutrition) from Sardar Patel University, Vallabh Vidyanagar, Gujarat and a post doctorate degree in philosophy (foods and nutrition) from Sardar Patel University, Vallabh Vidyanagar, Gujarat. He has been associated with our Company since August 5, 2019. He is responsible for the overall operations of the Company. He was previously associated with S. M. Patel College of Home Science, Vallabh Vidyanagar, Gujarat, as a lecturer in foods and nutrition department, Sardar Patel University, Vallabh Vidyanagar, Gujarat, as a technical assistant (post graduate department of home science), Heinz India Private Limited as senior manager (quality assurance) and Kaira District Co-operative Milk Producers' Union Limited as managing director. He has over 33 years of experience in the field of dairy, food and education sector.

Radha Venkatakrishnan is an Independent Director of our Company. She holds a bachelor's degree in commerce from University of Madras, Tamil Nadu. She is a fellow member of the Institute of Chartered Accountants of India and a certificated associate of the Indian Institute of Bankers. She was previously associated with Indian Overseas Bank ("**IOB**") as the general manager (balance sheet management department) and chief financial officer and has over 35 years of experience at IOB.

Mallika Janakiraman is an Independent Director of our Company. She holds a bachelor's degree in science (nutrition and dietetics) from University of Madras, Tamil Nadu, a master's degree in science (home science) from University of Madras, Tamil Nadu and a provisional master's degree in philosophy (food service management and dietetics) from Avinashilingam Institute for Home Science and Higher Education for Women (Deemed University), Coimbatore, Tamil Nadu. She is an honorary member on the board of NDDB Foundation for Nutrition. She is also associated with Wahine Charitable Trust, New Zealand as a trustee. She is currently on the board of Nutriq 360 Degree Limited, a New Zealand registered company. She was previously associated with Institute of Hotel Management Catering Technology and Applied Nutrition, Hyderabad, Telangana, as food science lecturer, Nestlé India Limited as corporate wellness manager and Kellogg India Private Limited as nutrition marketing and labelling manager (Asia). She has over 29 years of experience in the nutrition and wellness industry.

Subramaniam N is an Independent Director of our Company. He holds a bachelor's degree in science (mathematics) from the P.S.G. College of Arts and Science, Coimbatore, Tamil Nadu, a post-graduate diploma in management from the Indian Institute of Management, Ahmedabad and a certificate of merit from Institute of Cost and Works Accountants of India. He is also a fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He is currently on the board of listed companies such as Ganesha Ecosphere Limited, Jyothy Labs Limited and Expleo Solutions Limited. He was previously associated as a director on the board of companies such as Infrasoft Technologies Limited, Secova Eservices Private Limited and Integra Software Services Private Limited.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except for Anitha S who is the spouse of Sathishkumar T, none of our Directors, Key Managerial Personnel or Senior Management are related to each other.

Confirmations

None of our Directors are or were a director of any listed company during the five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchange during the term of their directorship in such company.

None of our Directors are or were a director on the board of directors of any listed company, which has been or was delisted from any stock exchange, during the term of their directorship in such company.

No consideration, either in cash or shares or in any other form has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

None of our Directors have been declared a Fugitive Economic Offenders.

Except as disclosed below, none of our Directors were appearing in the list of directors of struck-off companies by the relevant registrar of companies or the MCA:

Name of Director	Name of entity struck-off	Reason for striking-off
Sathishkumar T and Anitha S	Dairy Shop Retail Private Limited	Pursuant to an application for strike-off made under the guidelines for fast-track exit mode/scheme for defunct companies under Section 560 of the Companies Act, 1956, read with General Circular No. 36/2011 dated June 7, 2011.
	Nisha Dairy Products (India) Private Limited	Pursuant to an application for strike-off made under the guidelines for fast-track exit mode/scheme for defunct companies under Section 560 of the Companies Act, 1956, read with General Circular No. 36/2011 dated June 7, 2011.
Subramaniam N	NS Equity Advisors Private Limited	Pursuant to an application for strike-off made under Section 248(2) of the Companies Act and Rule 4(1) of the Companies (Removal of Names of Companies from the Register of Companies) Rules, 2016.
	RSA Corporate Consultants Private Limited	Pursuant to an application for strike-off made under the guidelines for fast-track exit mode/scheme for defunct companies under Section 560 of the Companies Act, 1956, read with General Circular No. 36/2011 dated June 7, 2011.

Arrangement or understanding with major Shareholders, customers, suppliers, or others

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment of the Director.

Terms of appointment of our Directors

Executive Directors

Sathishkumar T, Chairman and Managing Director

Our Board at their meeting held on March 26, 2024 approved the re-appointment of Sathishkumar T as the Chairman and Managing Director for a period of five years with effect from April 1, 2024.

Pursuant to a resolution passed by our Board on June 10, 2025 and as approved by the shareholders vide a resolution dated June 20, 2025, he is entitled to the following remuneration and perquisites:

Sr. No	Particulars	Remuneration
1	Salary	₹ 10.00 million per month with such increments as the Board may decide from time to time.
2	Bonus/ Performance pay	Bonus/ Performance pay and all perquisites as applicable to all senior managerial personnel of the Company in accordance with the Company policy
3	Commission	Commission as decided by the Board
4	Medical Reimbursement	Reimbursement of medical and hospitalisation expenses of the Chairman and Managing Director and his family in accordance with the Company policy
5	Leave travel allowance	For the Chairman and Managing Director and his family in accordance with the Company policy
6	Insurance	Health and personal accident insurance cover for the Chairman and Managing Director and his family in accordance with the Company policy
7	Gratuity	Gratuity payable shall be in accordance with the Company policy;
8	Reimbursement of actual expense	Reimbursement of actual expenses incurred by the Chairman and Managing Director on account of business / official trips in accordance with the Company policy
9	Reimbursement of other expense	Reimbursement of any other expenses properly incurred by the Chairman and Managing Director in accordance with the rules and policies of the Company

Anitha S, Whole-time Director

Our Board at their meeting held on March 26, 2024 approved the re-appointment of Anitha S as the Whole-time Director for a period of five years with effect from April 1, 2024.

Pursuant to a resolution passed by our Board on June 10, 2025 and as approved by the shareholders vide a resolution dated June 20, 2025, she is entitled to the following remuneration and perquisites:

Sr. No	Particulars	Remuneration
1.	Salary	₹ 3.00 million per month with such increments as the Board may decide from time to time.
2.	Bonus/ Performance pay	Bonus/ Performance pay and all perquisites as applicable to all senior managerial personnel of the Company in accordance with the Company policy
3.	Commission	Commission as decided by the Board
4.	Medical Reimbursement	Reimbursement of medical and hospitalisation expenses of the Whole-time Director and her family in accordance with the Company policy
5.	Leave travel allowance	For the Whole-time Director and her family in accordance with the Company policy
6.	Insurance	Health and personal accident insurance cover for the Whole-time Director and her family in accordance with the Company policy
7.	Gratuity	Gratuity payable shall be in accordance with the Company policy;
8.	Reimbursement of actual expense	Reimbursement of actual expenses incurred by the Whole-time Director on account of business / official trips in accordance with the Company policy
9.	Reimbursement of other expense	Reimbursement of any other expenses properly incurred by the Whole-time Director in accordance with the rules and policies of the Company

Dr. K Rathnam, Whole-time Director and Chief Executive Officer

Our Board at their meeting held on March 7, 2025 and our shareholders at their meeting held on March 8, 2025 approved the appointment of Dr. K Rathnam as the Whole-time Director and Chief Executive Officer for a period of five years with effect from March 7, 2025.

Pursuant to a resolution passed by our Board on June 10, 2025 and as approved by the shareholders vide a resolution dated June 20, 2025, he is entitled to the following remuneration and perquisites:

Sr. No	Particulars	Remuneration
1.	Salary	₹ 2.01 million per month with such increments as the Board may decide from time to time.
2.	Bonus/ Performance pay	Bonus/ Performance pay and all perquisites as applicable to all senior managerial personnel of the Company in accordance with the Company policy
3.	Commission	Commission as decided by the Board

Sr. No	Particulars	Remuneration
4.	Medical Reimbursement	Reimbursement of medical and hospitalisation expenses of the Whole-time Director and his family in accordance with the Company policy
5.	Leave travel allowance	For the Whole-time Director and his family in accordance with the Company policy
6.	Insurance	Health and personal accident insurance for the Whole-time Director and Chief Executive Officer, and his family in accordance with the Company policy
7.	Gratuity	Gratuity payable shall be in accordance with the Company policy;
8.	Reimbursement of actual expense	Reimbursement of actual expenses incurred by the Whole-time Director and Chief Executive Officer on account of business / official trips in accordance with the Company policy
9.	Reimbursement of other expense	Reimbursement of any other expenses properly incurred by the Whole-time Director and Chief Executive Officer in accordance with the rules and policies of the Company

Independent Directors

Pursuant to a resolution of our Board dated June 10, 2025, our Independent Directors are entitled to receive sitting fees of ₹0.10 million per meeting of the Board and respective committees constituted by the Board.

Payment or benefits to our Directors

The remuneration paid by our Company to our Directors in Fiscal 2025 is as set forth below:

1. **Executive Directors**

The details of the remuneration paid to our Executive Directors in Fiscal 2025 is set out below:

(in ₹ million)

Name of Director	Designation	Remuneration
Sathishkumar T	Chairman and Managing Director	162.50
Anitha S	Whole-time Director	39.00
Dr. K Rathnam	Whole-time Director and Chief Executive Officer	22.22

2. **Independent Directors**

The details of the sitting fees paid to our Independent Directors in Fiscal 2025 is set out below:

(in ₹ million)

Name of Director	Designation	Sitting fees
Radha Venkatakrishnan	Independent Director	0.15
Mallika Janakiraman	Independent Director	0.10
Subramaniam N	Independent Director	-*

** Subramaniam N was appointed on the Board on May 15, 2025.*

Remuneration paid or payable to our Directors by our Subsidiary

None of our Directors were paid any remuneration by our Subsidiary, including contingent or deferred compensation accrued for Fiscal 2025.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares in our Company, as on date of this Draft Red Herring Prospectus:

Sr. no.	Name of the Director	Number of Equity Shares of face value of ₹ 2 each held	% of the pre-Offer paid up Equity Share capital
1.	Anitha S	330,442,515	51.45%
2.	Sathishkumar T	262,942,695	40.94%
3.	Dr. K Rathnam	180	Negligible

Borrowing Powers

Pursuant to our Articles of Association, subject to section 180(1)(c) and other applicable provisions of the Companies Act, 2013, and as approved by our Board vide its resolution dated June 10, 2025 and by our Shareholders vide a special resolution passed in the annual general meeting held on June 20, 2025, the borrowing limit of our Board has been increased to a sum equivalent to ₹ 25,000.00 million by way of fund based and non-fund based facilities over and above the aggregate of the paid-up share capital and free reserves of the Company.

Bonus or profit-sharing plan for our Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company. However, our Directors may receive performance based discretionary incentives in accordance with the terms of their appointment.

Contingent and deferred compensation payable to Directors

There is no contingent or deferred compensation accrued for Fiscal 2025 and payable to any of our Directors at a later date.

Interest of Directors

Our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them by our Company. Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board or Committees thereof. For further details, see "- *Terms of appointment of our Directors*" and "- *Payment or benefits to our Directors*" on pages 260 and 262.

Our Directors, Sathishkumar T and Anitha S, may be deemed to be interested to the extent of their directorships in our Subsidiary.

Our Directors may be interested to the extent of their shareholding and the shareholding of their relatives or shareholding of entities in which they are associated as partners, promoters, directors, proprietors, members, trustees or beneficiaries or Equity Shares that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members, trustees or beneficiaries, pursuant to the Offer, as applicable, in our Company and to the extent of any dividend payable to them and other distributions in respect of such shareholding. For details in relation to the shareholding of Aquarius Family Private Trust and Taurus Family Private Trust (in which certain of our Executive Directors are trustees) in our Company, please see *"Capital Structure"* on page 103.

Our Whole-time Director and Chief Executive Officer may be deemed to be interested to the extent of stock options granted and that may further be granted pursuant to the ESOP Scheme. For further details, see *"Capital Structure- Employee stock option scheme"* on page 114.

Except for certain of our Executive Directors who may be deemed to be interested to the extent of the rental income received by them in relation to the land leased by them to our Company for setting up of certain solar plants and chilling centres, as also disclosed in "*Our Promoters and Promoter Group – Interests of our Promoters*" on page 280, none of our Directors have any interest in any property acquired or proposed to be acquired of or by our Company.

Further, certain of our Executive Directors may be deemed to be interested to the extent of unsecured loans provided by them to our Company and in relation to the guarantees extended by them in relation to certain borrowings availed by our Company, as also disclosed in "*Our Promoters and Promoter Group – Interests of our Promoters*" on page 280.

Pursuant to a trademark assignment deed dated July 15, 2025, our Chairman and Managing Director, Sathishkumar T, has assigned all rights, title and interest, along with the associated goodwill, held by him in certain trademarks to our Company for a consideration of ₹88.60 million. For further details, see "*Risk Factors - We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. An inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows. Further, one of our trademarks "Milky Mist" has been hypothecated as security for financing arrangements availed from* *certain lenders. Enforcement of such security by lenders in the event of default may have an adverse effect on our brand image, reputation and financial results.*" on page 49.

Further, pursuant to a share purchase agreement dated March 29, 2025, certain of our Executive Directors have agreed to sell and transfer the equity shares held by them in Asal Food Products Private Limited to our Company for a consideration of ₹71.25 million. For further details, see "*History and Certain Corporate Matters – Details of material acquisitions or divestments of business undertaking in the last 10 years*" and *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on page 250 and 339, respectively.

None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc.

No loans have been availed by our Directors from our Company or the Subsidiary.

Except in the ordinary course of business and as stated in *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on page 339, our Directors do not have any other business interest in our Company.

For further details of the interest of our Directors, Sathishkumar T and Anitha S who are also our Promoters, see "*Our Promoters and Promoter Group – Interests of our Promoters*" on page 280.

Interest of Directors in the promotion or formation of our Company

Except for Sathishkumar T and Anitha S, who are our Promoters, none of our Directors have any interest in the promotion or formation of our Company.

Changes to our Board in the last three years

The changes to our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment	Reasons
Subramaniam N	May 15, 2025	Appointment as Independent Director
Mallika Janakiraman	March 13, 2025	Appointment as Independent Director
Radha Venkatakrishnan	March 7, 2025	Appointment as Independent Director
Dr. K Rathnam	March 7, 2025	Appointment as Whole-time Director and Chief Executive Officer

Note: This table does not include changes pursuant to re-appointment of directors, regularisations or change in designations.

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Board is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the composition of the Board and constitution of the committees thereof. In compliance with Section 152 of the Companies Act, 2013 not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee; and
5. Risk Management Committee.

1. ***Audit Committee***

The Audit Committee was constituted by a resolution of our Board dated June 10, 2025. The current constitution of the Audit Committee is as follows:

Name	Position in the Committee	Designation
Subramaniam N	Chairperson	Independent Director
Radha Venkatakrishnan	Member	Independent Director
Mallika Janakiraman	Member	Independent Director
Dr. K Rathnam	Member	Whole-time Director and Chief Executive Officer

The scope and functions of the Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

A. **Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;

(2) to seek information that it properly requires from any employee of the Company or any associate or subsidiary in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the committee from such employees;;

(3) to obtain outside legal or other professional advice;

(4) to secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;

(5) to approve the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company; and

(6) such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

B. **Role of Audit Committee**

The role of the Audit Committee shall include the following:

(1) oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;

(2) recommendation for appointment, re-appointment, removal and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;

(3) approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

(4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

i. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act;
ii. changes, if any, in accounting policies and practices and reasons for the same;
iii. major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
iv. significant adjustments made in the financial statements arising out of audit findings;
v. compliance with listing and other legal requirements relating to financial statements;

vi. disclosure of any related party transactions; and
vii. modified opinion(s) in the draft audit report

(5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(6) monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, qualified institutional placement etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;

(9) approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company. Provided that only those members of the committee, who are independent directors, shall approve related party transactions;

Explanation: *The term "related party transactions" shall have the same meaning as provided in Regulations 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(10) approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ₹10,000 million or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower, subject to such other conditions prescribed under the SEBI Listing Regulations;

(11) review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(12) scrutiny of inter-corporate loans and investments;

(13) valuation of undertakings or assets of the company, wherever it is necessary;

(14) evaluation of internal financial controls and risk management systems;

(15) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(16) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(17) discussion with internal auditors of any significant findings and follow up there on;

(18) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(19) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(20) looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(21) reviewing the functioning of the whistle blower mechanism;

(22) approval of the appointment of the chief financial officer of the Company (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

(23) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

(24) to formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time;

(25) overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;

(26) reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;

(27) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(28) carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and

(29) carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall also mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;

2. management letters / letters of internal control weaknesses issued by the statutory auditors;

3. internal audit reports relating to internal control weaknesses;

4. any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

5. the appointment, removal and terms of remuneration of the chief internal auditor;

6. statement of deviations:

    (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s)where the Equity Shares are proposed to be listed in terms of Regulation 32(1) of the SEBI Listing Regulations; and

(b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

7. to carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and

8. to make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

The Audit Committee shall have the authority to investigate into any matter in relation to the items as set out above or referred to it by the Board and for this purpose shall have the power to obtain professional advice from external sources and secure attendance of outsiders with relevant expertise if necessary and have full access to information contained in the records of the Company.

2. ***Nomination and Remuneration Committee ("NRC")***

The NRC was constituted by a resolution of our Board dated June 10, 2025. The current constitution of the NRC is as follows:

Name	Position in the Committee	Designation
Mallika Janakiraman	Chairperson	Independent Director
Radha Venkatakrishnan	Member	Independent Director
Subramaniam N	Member	Independent Director

The scope and functions of the NRC is in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to, the remuneration of the directors, key managerial personnel, senior management and other employees ("**Remuneration Policy**").

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

   (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

   (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

2. for every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.

3. formulation of criteria for evaluation of performance of independent directors and the Board of Directors as well as the committee thereof. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

4. devising a policy on diversity of Board of Directors;

5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;

6. analysing, monitoring and reviewing various human resource and compensation matters;

7. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

8. determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

9. recommending the remuneration, in whatever form, payable to senior management and other staff (as deemed necessary);

10. perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

11. administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:

    (i) determining the eligibility of employees to participate under the ESOP Scheme;

    (ii) determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

    (iii) date of grant;

    (iv) determining the exercise price of the option under the ESOP Scheme;

    (v) the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

    (vi) the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

    (vii) the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

    (viii) the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

    (ix) re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

    (x) the grant, vest and exercise of option in case of employees who are on long leave;

    (xi) allow exercise of unvested options on such terms and conditions as it may deem fit;

    (xii) formulate the procedure for funding the exercise of options

    (xiii) the procedure for cashless exercise of options;

    (xiv) forfeiture/ cancellation of options granted;

    (xv) formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

        - permissible sources of financing for buy-back;
        - any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
        - limits upon quantum of specified securities that the Company may buy-back in a financial year.

(xvi) formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(xvii) construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme.

12. framing suitable policies, procedures and systems, as applicable, to ensure that there is no violation of securities laws, as amended from time to time, including:

- the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company and its employees, as applicable.

13. performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee;

14. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy; and

15. such terms of reference as maybe prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

3. ***Corporate Social Responsibility Committee ("CSR Committee")***

The CSR Committee was constituted by a resolution of our Board dated April 19, 2016 and was last re-constituted by a resolution of our Board dated June 10, 2025 to modify the power and role of the CSR Committee to comply with the SEBI Listing Regulations. The current constitution of the CSR Committee is as follows:

Name	Position in the Committee	Designation
Sathishkumar T	Chairperson	Chairman and Managing Director
Anitha S	Member	Whole-time Director
Dr. K Rathnam	Member	Whole-time Director and Chief Executive Officer
Mallika Janakiraman	Member	Independent Director

The scope and functions of the CSR Committee is in accordance with the Section 135 of the Company Act, 2023 and its terms of reference are as follows:

(a) formulate and recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, monitor the implementation of the policy from time to time, and make any revisions therein as and when decided by the Board;

(b) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(d) formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

    (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;

    (ii) the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility) Rules, 2014 of the Companies Act, 2013;

    (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

    (iv) monitoring and reporting mechanism for the projects or programmes; and

    (v) details of need and impact assessment, if any, for the projects undertaken by the Company.

    Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect;

(e) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(g) perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 or other applicable law.

4. ***Stakeholders Relationship Committee ("SRC")***

The SRC was constituted by a resolution of our Board dated June 10, 2025. The current constitution of the SRC is as follows:

Name	Position in the Committee	Designation
Radha Venkatakrishnan	Chairperson	Independent Director
Mallika Janakiraman	Member	Independent Director
Subramaniam N	Member	Independent Director
Dr. K Rathnam	Member	Whole-time Director and Chief Executive Officer

The scope and functions of the SRC is in accordance with the Section 178(6) of the Companies Act, 2013 and Regulation 29 of the SEBI Listing Regulations and its terms of reference are as follows:

(1) redressal of all security holders grievances such as complaints related to transfer/ transmission of shares, including non-receipt of share or debenture certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of annual report, non-receipt of declared dividends, general meetings etc. and assisting with quarterly reporting of such complaints;

(2) reviewing of measures taken for effective exercise of voting rights by shareholders;

(3) investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(4) giving effect to all allotments, transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated/new share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(5) reviewing the adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

(6) reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company;

(7) considering and specifically looking into various aspects of interests of shareholders, debenture holders or holders of any other securities;

(8) formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

(9) to further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultants(s), professional(s) or agent(s); and

(10) carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

5. ***Risk Management Committee ("RMC")***

The RMC was constituted by a resolution of our Board dated June 10, 2025. The current constitution of the RMC is as follows:

Name	Position in the Committee	Designation
Radha Venkatakrishnan	Chairperson	Independent Director
Sathishkumar T	Member	Chairman and Managing Director
Dr. K Rathnam	Member	Whole-time Director and Chief Executive Officer
Subramaniam N	Member	Independent Director

The scope and functions of the RMC is in accordance with the Regulation 21 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013, and its terms of reference are as follows:

(i) to formulate a detailed risk management policy which shall include:

- framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined;

- measures for risk mitigation including systems and processes for internal control of identified risks; and

- business continuity plan.

(ii) to approve major decisions affecting the risk profile or exposure and give appropriate directions;

(iii) to consider the effectiveness of decision-making process in crisis and emergency situations;

(iv) to balance risks and opportunities;

(v) to generally, assist the Board in the execution of its responsibility for the governance of risk;

(vi) to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(vii) to review and recommend potential risk involved in any new business plans and processes;

(viii) to review the Company's risk-reward performance to align with the Company's overall policy objectives;

(ix) to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(x) to periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(xi) to keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(xii) to advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy;

(xiii) the appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.

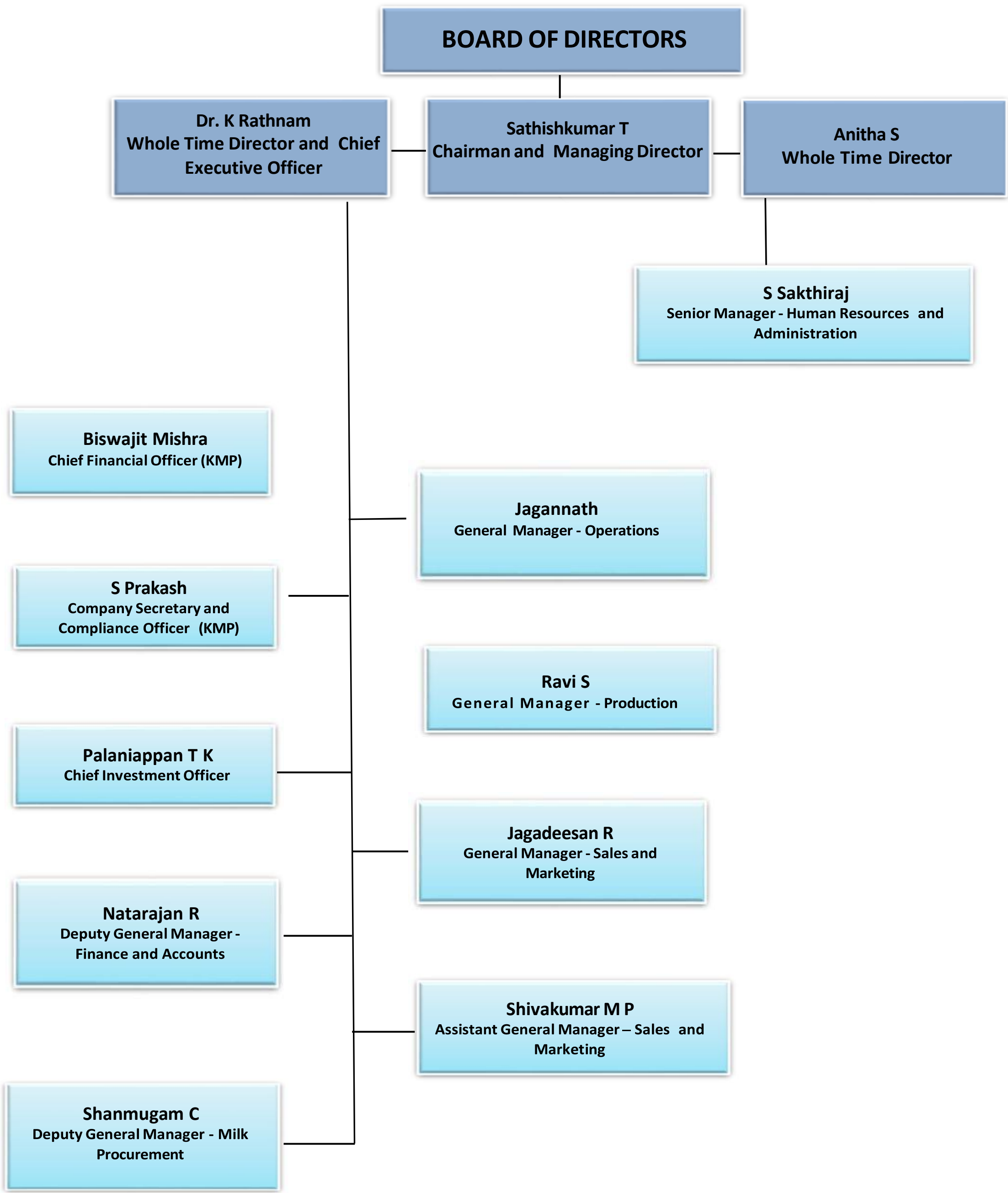
(xiv) to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

(xv) laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

(xvi) framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and

(xvii) performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Management organization chart



Key Managerial Personnel and Senior Management

In addition to Sathishkumar T, our Chairman and Managing Director, Anitha S, our Whole-time Director and Dr. K Rathnam, our Whole-time Director and Chief Executive Officer, whose details are provided in "- *Brief profiles of our Directors*" on page 258, the details of our other Key Managerial Personnel and members of Senior Management are as set forth below:

Brief profiles of our Key Managerial Personnel

Biswajit Mishra is the Chief Financial Officer of our Company since March 7, 2025. He is responsible for financial controls, audit, assurance, taxation and compliances in the Company. He holds a provisional bachelor's degree in commerce from S.C.S. College, Puri - Utkal University, a provisional master's degree in commerce from University of Madras, Tamil Nadu and an executive masters diploma in business administration from Indian Institute of Commerce and Trade, Uttar Pradesh. He also holds a completion certificate in executive programme in leadership and management from Indian Institute of Management, Calcutta, a certificate of completion of examinations from Chartered Institute of Management Accountants, a certificate for attending an executive programme on data mining and analytics from Indian Institute of Technology, Roorkee, and a certificate of participation in the seminar for corporate treasury workshop from Frankfurt School of Finance & Management. He is a member of the Institute of Chartered Accountants of India and an associate member of Institute of Certified Management Accountants of Sri Lanka. He joined our Company on February 1, 2025. He was previously associated with Creamline Dairy Products Limited as head - management assurance service, Cholamandalam DBS Finance Limited as deputy general manager – internal audit, Madura Coats Private Limited as internal audit manager, N. Bahl & Co, Chartered Accountants as audit manager, Oswal Die Casters Private Limited as auditor commercial, PKF Sridhar & Santhanam, Chartered Accountants as president (audit and assurance), Parag Milk Foods Limited as senior vice president - finance, Aussee Oats Milling Private Limited (a joint venture entity of Future Consumer Limited) and Milk Mantra Dairy Private Limited as chief financial officer. He has over 21 years of experience in finance and audit sector. In Fiscal 2025, he received a remuneration of ₹1.49 million from our Company.

S Prakash is the Company Secretary and Compliance Officer of our Company, and was appointed as the Company Secretary with effect from January 18, 2025 and Compliance Officer with effect from June 10, 2025. He is responsible for secretarial, compliance and legal functions. He joined our Company as general manager – company secretary and legal on October 16, 2024. He holds a bachelor's degree in commerce from Bharathiar University, Coimbatore, Tamil Nadu and a provisional bachelor's degree of LL. B from Sri Venkateswara University, Tirupati, Andhra Pradesh. He is an associate of the Institute of Company Secretaries of India. He was previously associated with Harita Techserv Limited as company secretary, Amara Raja Batteries Limited as company secretary, Birdie Investments (Madras) Private Limited as manager (compliance and secretarial), Ashok Leyland Limited as divisional manager (secretarial), ELGI Equipments Limited as deputy general manager and company secretary and Neuberg Diagnostics Private Limited as general manager (company secretary). He has over 16 of experience in various secretarial roles. In Fiscal Year 2025, he received a remuneration of ₹ 1.68 million from our Company.

Brief profiles of our Senior Management

In addition to S Prakash, the Company Secretary and Compliance Officer and Biswajit Mishra, the Chief Financial Officer of our Company, whose details are provided in "- *Brief profiles of our Key Managerial Personnel"* above, the details of our other Senior Management, are set forth below:

Ravi S is the general manager – production of our Company since April 1, 2018. He is responsible for all production related activities in the Company. He joined our Company on January 2, 2013 as the head – production. He holds a provisional bachelor's degree in technology (dairy technology) from Punjabrao Krishi Vidyapeeth Akola, Maharashtra. He was previously associated with GRB Dairy Foods Private Limited as plant incharge. He has over 21 years of experience in the dairy sector. In Fiscal 2025, he received a remuneration of ₹ 2.33 million from our Company.

Jagannath is the general manager – operations of our Company since June 9, 2017. He is responsible for all category of operations and related activities in the Company. He holds a diploma in dairy technology from Konkan Krishi Vidyapeeth. He was previously associated with Schreiber Dynamix Dairies Private Limited as a team leader (production). He has over 28 years of experience in the dairy sector. In Fiscal 2025, he received a remuneration of ₹ 6.89 million from our Company.

Palaniappan T K is the chief investment officer of our Company since April 1, 2022. He is responsible for treasury functions and corporate finance matters in the Company. He joined our Company as the chief financial officer on September 15, 2016. He was previously associated with Federal Bank as additional general manager and has over 35 years of experience at Federal Bank. In Fiscal 2025, he received a remuneration of ₹ 1.60 million from our Company.

Natarajan R is the deputy general manager – finance and accounts of our Company since June 16, 2021. He is responsible for internal audit, indirect taxation and finance related matters in the Company. He holds a bachelor's degree in commerce from Bharathiar University, Coimbatore, Tamil Nadu and professional education examination – II certificate from the Institute of Chartered Accountants of India. He was previously associated with Emerald Jewel Industry India Limited as manager (internal audit), Adani Agri Logistics Limited as officer (finance and accounts), Joveens Logistics & Services (I) Private Limited as accounts and finance manager and Dixcy Textiles Private Limited as a senior manager (finance and accounts). He has 18 years of experience in audit and finance. In Fiscal 2025, he received a remuneration of ₹ 2.85 million from our Company.

Shanmugam C is the deputy general manager – milk procurement of our Company since August 5, 2022. He is responsible for milk procurement and related activities in the Company. He joined our Company on March 27, 2013, as manager – milk procurement. He holds bachelor's degrees in education and science, respectively, from Bharathiar University, Coimbatore, Tamil Nadu. He was previously associated with Sakthi Sugars Limited (Soyas division) as field officer, ABT Industries Limited as franchisee manager (milk procurement), Vijay Dairy and Farm Products Private Limited as procurement officer, Numax Foods Private Limited as procurement officer and Reliance Dairy Food Limited as deputy manager (milk procurement). He has over 36 years of experience in dairy sector. In Fiscal 2025, he received a remuneration of ₹ 1.57 million from our Company.

S Sakthiraj is the senior manager - human resources and admin of our Company since July 1, 2022. He is responsible for human resources activities and administration in the Company. He joined our Company on June 5, 2020, as manager – human resource and administration. He holds a bachelor's degree in business administration from Bharathidasan University, Tiruchirappalli, Tamil Nadu, a provisional master's degree in business administration from Bharathidasan University, Tiruchirappalli, Tamil Nadu, a certificate of training for advanced post graduate diploma in computer applications from Small Industries Service Institute, Chennai, Tamil Nadu, course completion certificate for post graduate diploma in labour laws and administrative law from Madurai Kamaraj University, Trichy, Tamil Nadu and a national certificate in supervision from Dr. Ambedkar Institute of Productivity, Chennai, Tamil Nadu. He was previously associated with Rasi Seeds Private Limited as deputy manager (human resources) and Shree Vaishnodevi Mills Private Limited as personnel officer. He has over 16 years of experience in the field of human resource management. In Fiscal 2025, he received a remuneration of ₹ 1.63 million from our Company.

Jagadeesan R is the general manager – sales and marketing of our Company since December 10, 2019. He is responsible for sales and marketing in the Company. He joined our Company on August 7, 2009, as manager – sales and marketing. He holds a bachelor's degree in commerce from University of Madras, Chepauk, Tamil Nadu. He was previously associated with Karnataka Soaps and Detergents Limited as trainee sales representative, M.T.R. Foods Limited as sales supervisor and Asian Health & Nutri Foods Limited as sales manager. He has over 32 years of experience in the sales sector. In Fiscal 2025, he received a remuneration of ₹ 2.53 million from our Company.

Shivakumar M P is the assistant general manager – sales and marketing of our Company since September 4, 2024. He is responsible for sales and marketing in the Company. He joined our Company on February 8, 2021 as manager – sales and marketing. He holds a bachelor's degree in commerce from University of Mysore, Mysore, Karnataka. He was previously associated with PepsiCo India Holdings Private Limited as customer executive, Britannia Industries Limited as senior area sales executive, Lotte India Corporation Limited as area sales manager and Bharti Airtel Services Limited as lead officer (prepaid sales). He has over 15 years of experience in the sales sector. In Fiscal 2025, he received a remuneration of ₹ 2.11 million from our Company.

Status of the Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Retirement and termination benefits

Except applicable statutory and contractual benefits, none of our Key Managerial Personnel and Senior

Management would receive any benefits on their retirement or on termination of their employment with our Company.

Relationships amongst Key Managerial Personnel and Senior Management

Except as disclosed in "-*Relationship between our Directors, Key Managerial Personnel and Senior Management*" on page 259, none of our Key Managerial Personnel and Senior Management are related to each other.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel and Senior Management

Except for the shareholding of our Executive Directors as disclosed under "- *Shareholding of our Directors in our Company*" on page 262, none of our Key Managerial Personnel or Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus:

Service contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management have entered into any service contracts with our Company, pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation accrued for Fiscal 2025 and payable to any of our Key Managerial Personnel and Senior Management at a later date.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

None of our Key Management Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company. However, our Key Management Personnel and Senior Management may receive performance based discretionary incentives in accordance with the terms of their appointment.

Interest of Key Managerial Personnel and Senior Management

For details of the interest of our Executive Directors in our Company, see "- *Interest of Directors*" on page 263.

Our Key Managerial Personnel (other than our Executive Directors) and Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of their business by our Company. For details, see *"Restated Consolidated Financial Information- Note- 46 - Related parties* disclosures" on page 339.

Further, our Key Managerial Personnel and Senior Management may be deemed to be interested to the extent of options granted to them under the ESOP Scheme. For details, see "*Capital Structure – Employee stock option scheme*" on page 114.

Changes in the Key Managerial Personnel and Senior Management in the last three years:

Other than the changes in our Executive Directors, as disclosed under "*– Changes to our Board in the last three years*" on page 264, the changes in our Key Managerial Personnel and Senior Management in the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of Change	Reason
S Prakash	June 10, 2025	Appointment as the Compliance Officer
Biswajit Mishra	March 7, 2025	Appointment as the Chief Financial Officer
S Prakash	January 18, 2025	Appointment as the Company Secretary

Name	Date of Change	Reason
G Vivek	January 11, 2025	Resignation as the company secretary due to personal reasons
Ramaswamy Subramanian	September 15, 2023	Resignation as the chief financial officer due to personal reasons

Payment of non-salary related benefits to officers of our Company

No amount or benefit has been paid or given to any officer of our Company, including Key Managerial Personnel or Senior Management within the preceding two years from the date of this Draft Red Herring Prospectus or is intended to be paid or given, as on the date of this Draft Red Herring Prospectus, other than normal remuneration or re-imbursements, and to the extent of benefits arising out of such shareholding in our Company, and other than as disclosed in "*Interest of Directors*" on page 263.

Employee stock options

For details about the employee stock option plan, see "*Capital Structure – Employee stock option scheme*" on page 114.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are:

1. Sathishkumar T; and
2. Anitha S

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 593,385,210 Equity Shares of face value of ₹2 each, representing 92.39% of the pre-Offer issued, subscribed, and paid-up Equity Share capital of our Company. For further details on the shareholding of our Promoters in our Company, see "*Capital Structure - Details of shareholding of our Promoters and members of the Promoter Group - Build-up of the Promoters shareholding in our Company*" on page 118.

Details of our Promoters

Sathishkumar T

Sathishkumar T, aged 51 years, is our Promoter and is also the Chairman and Managing Director of our Company.

Date of Birth: May 16, 1974

Address: No. 31/3,4, Indhra Nagar, Chithode, Erode, Tamil Nadu – 638 102, India

Permanent Account Number: APMPS6208R

For the complete profile of Sathishkumar T, along with details of his educational qualifications, experience in the business, position / posts held in the past, directorships in other entities, business and financial activities, other ventures and special achievements, as applicable, see "*Our Management – Brief profiles of our Directors*" on page 258.

As on date of this Draft Red Herring Prospectus, Sathishkumar T holds 262,942,695 Equity Shares, representing 40.94% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company.

Anitha S

Anitha S aged 47 years is our Promoter and is also a Whole-time Director of our Company.

Date of Birth: June 1, 1978

Address: No. 31/3,4, Indhra Nagar, Chithode, Erode, Tamil Nadu – 638 102, India

Permanent Account Number: ADZPA2235K

For the complete profile of Anitha S, along with details of her educational qualifications, experience in the business, position / posts held in the past, directorships in other entities, business and financial activities and other ventures, as applicable, see "*Our Management – Brief profiles of our Directors*" on page 258.

As on date of this Draft Red Herring Prospectus, Anitha S holds 330,442,515 Equity Shares, representing 51.45% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company.

Our Company confirms that the permanent account number, Aadhaar card number, driving license number, bank account number and the passport number of Sathishkumar T and Anitha S will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in control of our Company

There has been no change in control of our Company in the last five years preceding the date of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Other than as disclosed in "- *Promoter Group – Entities forming part of the Promoter Group*" and in the section titled "*Our Management – Other Directorships*" on page 282 and 257, our Promoters are not involved in any other ventures.

Interests of our Promoters

Our Promoters are interested in our Company (i) to the extent they are the promoters of our Company; (ii) to the extent they are the Directors of our Company, (iii) to the extent of their respective shareholding in our Company, the shareholding of their relatives who hold Equity Shares in our Company and the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives. Additionally, our Promoters may be interested in transactions entered into by our Company or our Subsidiary with them, their relatives or other entities (i) in which our Promoters hold shares, directly or indirectly or (ii) which are controlled by our Promoters. For details of shareholding of our Promoters in our Company, see "*Capital Structure – Details of Shareholding of our Promoters and members of the Promoter Group*" on page 117. For details of the interest of our Promoters as Directors of our Company and Subsidiary, see "*Our Management – Interest of Directors*" and "*Our Management – Terms of appointment of our Directors*" on page 263 and page 260, respectively.

Our Promoters may be deemed to be interested to the extent of remuneration, benefits and reimbursement of expenses payable to them as Directors on our Board. For further details, see *"Our Management – Payments or benefits to our Directors"* on page 262.

Our Promoters may be deemed to be interested to the extent of the rental income received by them in relation to the land leased by them to our Company for setting up of certain solar plants and chilling centres. For further details see *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures*" on page 339. However, there is no conflict of interest between our Company and our promoters as lessors of such properties.

Our Promoters may be deemed to be interested to the extent of unsecured loans provided by them to our Company. Further, our Promoters may be deemed to be interested in relation to the guarantees extended by them in relation to certain borrowings availed by our Company. For further details see *"Financial Indebtedness"*, *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* and "*History and Certain Corporate Matters – Details of guarantees given to third parties by the Promoters participating in the Offer for Sale*" on page 375, 339 and 253.

Pursuant to a trademark assignment deed dated July 15, 2025, our Promoter, Sathishkumar T, has assigned all rights, title and interest, along with the associated goodwill, held by him in certain trademarks to our Company for a consideration of ₹88.60 million. For further details, see "*Risk Factors - We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. An inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows. Further, one of our trademarks " " has been hypothecated as security for financing arrangements availed from certain lenders. Enforcement of such security by lenders in the event of default may have an adverse effect on our brand image, reputation and financial results.* " on page 49.

Further, pursuant to a share purchase agreement dated March 29, 2025, our Promoters have agreed to sell and transfer the equity shares held by them in Asal Food Products Private Limited to our Company for a consideration of ₹71.25 million. For further details, see "*History and Certain Corporate Matters – Details of material acquisitions or divestments of business undertaking in the last 10 years*" on page 250.

Except as disclosed above and as stated in the *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on page 339, our Company has not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to our Promoters in respect of the contracts, agreements or arrangements which are proposed to be made with it.

No sum has been paid or agreed to be paid by our Company, to our Promoters or to such firm or company in cash or shares wherein our Promoters are interested as members, or promoters or otherwise as an inducement by any person for services rendered by the Promoters or by such firm or company in connection with the promotion or formation of our Company.

Interest in property, land, construction of building or supply of machinery

Except as disclosed above, our Promoters do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building and supply of machinery.

Payment or benefit to Promoters or Promoter Group

Except as disclosed herein and as stated in *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on page 339, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (other than our Promoters) are as follows:

Name of Promoter	Name of relative	Relationship
Sathishkumar T	Jayanthi S	Sister
	TS Shanjay	Son
	TS Nitin	Son
	C Shanmugasundaram	Spouse's father
	S Manoranjitham	Spouse's mother
	Shivakumar C S	Spouse's brother
	S Rathepriya	Spouse's sister
Anitha S	C Shanmugasundaram	Father
	S Manoranjitham	Mother
	Shivakumar C S	Brother
	S Rathepriya	Sister
	TS Shanjay	Son
	TS Nitin	Son
	Jayanthi S	Spouse's sister

Entities forming part of our Promoter Group

The entities which are members of our Promoter Group are as follows:

1. Magiva Technologies Private Limited;
2. Taurus Family Private Trust; and
3. Aquarius Family Private Trust

DIVIDEND POLICY

The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association, the applicable laws including the Companies Act read with the rules notified thereunder and SEBI Listing Regulations and the dividend distribution policy of our Company may be reviewed and amended periodically by our Board in accordance with the same. The dividend distribution policy of our Company was approved and adopted by our Board by way of its resolution on July 15, 2025 ("**Dividend Policy**").

In terms of the Dividend Policy, the dividend pay-out shall be determined by our Board after taking into account a number of factors, including but not limited to (i) internal factors and financial parameters such as operating cash flow of our Company, net profit earned during the financial year, accumulated reserves including retained earnings, working capital requirements, expansion/ diversification of business by our Company, debt repayment schedules, new projects, ongoing projects including expansion, renovation; and (ii) external factors such as tax and regulatory change, significant change in the business or technological environment resulting in our Company making significant investments to effect the necessary changes to its business model.

In addition, our Company's ability to pay dividends in the future may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents or arrangements, our Company is currently availing or may enter into finance our fund requirements for our business activities from time to time.

Our Company has not declared or paid any dividends on equity shares in any of the three Fiscals preceding the date of this Draft Red Herring Prospectus and in the current Fiscal and until the date of filing of this Draft Red Herring Prospectus.

There is no guarantee that any dividends will be declared or paid in the future. See, "*Risk Factors – Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.*" on page 84.

SECTION VI: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

(*Remainder of this page is intentionally left blank*)

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

To,

The Board of Directors
Milky Mist Dairy Food Limited,
(formerly known as Milky Mist Dairy Food Private Limited)
SF No. 43/ 1,2,3 Pattakaranpalayam,
Revenue Village, Perundurai-TK,
Erode-638 057

Dear Sirs,

1. We have examined the attached **Restated Consolidated Financial Information** of **Milky Mist Dairy Food Limited** (formerly known as Milky Mist Dairy Food Private Limited) (the "Company") and **its subsidiary** (the Company and its subsidiary together referred to as the **"Group"**), comprising the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income) for the year ended 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Consolidated Statement of Changes in Equity for the financial years ended 31 March 2025, 31 March 2024 and 31 March 2023 and the Restated Consolidated Statement of Cash Flows, the summary of material accounting Policies, and other explanatory notes (collectively, the **"Restated Consolidated Financial Information"**), as approved by the Board of Directors of the Company at their meeting held on 15 July 2025 for the purpose of inclusion in the Draft Red Herring Prospectus (the "DRHP") prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 2 each of the Company comprising a fresh issue of equity and an offer for sale of equity shares held by the selling shareholder (the "Proposed Offer"), prepared in terms of the requirements of:

    a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act"), as amended (along with the rules framed therein);
    b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
    c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

Management's Responsibility for the Restated Consolidated Financial Information

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India ("NSE") (hereafter referred as "Stock Exchanges") and Registrar of Companies, Tamil Nadu at Coimbatore in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 1.02 to the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the Group's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditor's Responsibility on the Restated Consolidated Financial Information

3. We have examined such Restated Consolidated Financial Information taking into consideration:
    a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 5 March 2025 in connection with the Proposed Offer;
    b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
    c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
    d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist the company in meeting their responsibilities in relation to the compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Proposed Offer.

Restated Consolidated Information:

4. These Restated Consolidated Financial Information have been compiled by the management from:
    a. Audited Consolidated IND AS Financial Statements for the year ended 31 March 2025 prepared in accordance with Indian Accounting Standard (Ind AS), as prescribed under section 133 of the Act read with companies (IND AS) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the board of Directors at their meeting held on 10 June 2025.

b. Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the years ended 31 March 2024 and 31 March 2023 prepared on the basis as described in Note 1.02 to the Restated Consolidated Financial Information. Such audited Special Purpose Consolidated Ind AS financial statements of the Group have been prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, relevant guidance note and other accounting principles generally accepted in India, which were approved by the Board of directors at their meeting held on 15 July 2025.

5. For the purpose of our examination, we have relied on:
   a) The Auditors report issued by us dated 10 June 2025 on the Consolidated Ind AS Financial Statements of the Group as at and for the year ended 31 March 2025.
   b) The Special Purpose Auditors' reports issued by us on the Special Purpose Consolidated IND AS Financial Statements of the Group as at and for the year ended 2024 and year ended 2023 as referred in Paragraph 4 above,

   The auditor's report on the Consolidated Financial Statements (i.e. Consolidated Ind AS Financial Statements for the year ended 31 March 2025 and Special Purpose Consolidated Ind AS Financial Statements 31 March 2024 and 31 March 2023) of the Group includes the following emphasis of matter.

Emphasis of Matter Paragraph for the year ended 31 March 2025

Emphasis of matter – Business Combination

We draw attention to Note 51 of the Consolidated IND AS Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Products Private limited pursuant to share purchase agreement dated 29 March 2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter.

Emphasis of Matter Paragraph for the year ended 31 March 2024

Emphasis of matter – Basis of Preparation and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1.02 of the Special Purpose Consolidated Ind AS Financial Statements, which describes the basis of its preparation.

The Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Holding Company's management solely for the preparation of the Restated Consolidated Financial Information for the years ended 31 March 2025 ,31 March 2024 and 31 March 2023 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (as amended), in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, the Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Emphasis of matter – Business Combination

We draw attention to Note 49 of the Special Purpose Consolidated Ind AS Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Products Private limited pursuant to share purchase agreement dated 29 March 2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter.

Emphasis of Matter Paragraph for the year ended 31 March 2023.

Emphasis of matter – Basis of Preparation and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1.02 of the Special Purpose Consolidated Ind AS Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Holding Company's management solely for the preparation of the restated Consolidated Financial Information for the years ended 31 March 2025 ,31 March 2024 and 31 March 2023 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (as amended), in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, the Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any other purpose.

Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Emphasis of matter – Business Combination

We draw attention to Note 49 of the Special Purpose Consolidated Ind AS Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Products Private limited pursuant to share purchase agreement dated 29 March 2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2024 and 31 March 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended 31 March 2025;

   b) does not require any adjustments for any modification as there is no modification in the underlying reports. However, there are qualifications / adverse remarks in 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 and reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) which do not require any corrective adjustments in the Restated Consolidated Financial Information and have been disclosed in Note no. 52 Part:B to the Restated Consolidated Financial Information; and

   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Consolidated Ind AS Financial Statements and audited consolidated IND AS Financial Statements mentioned in paragraph 5 above.

8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Restriction on Use

10. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI, Stock Exchanges in connection with the Proposed Offer. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Faithfully,

For **VKS Aiyer & Co**
Chartered Accountants
Firm Registration No. 000066S

Kaushik Sidartha
Membership No: 217964
UDIN: 25217964BMJLAH4467
Place: Perundurai
Date: 15 July 2025

Milky Mist Dairy Food Limited
(Formerly known as "Milky Mist Dairy Food Private Limited")
Restated Consolidated Statement of Assets & Liabilities
(Amount in million of INR unless otherwise stated)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
		₹ in million	₹ in million	₹ in million
I ASSETS				
A) Non-current assets				
(a) Property, plant and equipment	2	13,259.41	11,351.15	9,001.01
(b) Capital work-in-progress	3	2,427.91	951.44	1,473.50
(c) Investment property	4	15.81	15.89	15.97
(d) Right of use assets	5	54.58	46.86	56.16
(e) Goodwill	6	13.00	-	-
(f) Other Intangible assets	7	7.17	8.20	10.19
(g) Financial assets				
(i) Other financial assets	8	106.54	93.17	87.35
(h) Non-current tax assets	9	0.77	1.99	16.72
(i) Other non-current assets	10	1,432.35	238.15	201.20
Total non-current assets		**17,317.54**	**12,706.85**	**10,862.10**
B) Current assets				
(a) Inventories	11	2,621.16	2,086.85	1,057.98
(b) Financial assets				
(i) Trade receivables	12	1,022.31	818.36	702.77
(ii) Cash and cash equivalents	13	139.65	113.08	90.17
(iii) Bank balances other than (ii) above	14	69.15	48.11	37.05
(iv) Other financial assets	15	8.47	7.31	4.98
(c) Other current assets	16	327.62	282.00	139.15
Total current assets		**4,188.36**	**3,355.71**	**2,032.10**
TOTAL ASSETS		**21,505.90**	**16,062.56**	**12,894.20**
II EQUITY AND LIABILITIES				
A) EQUITY				
(a) Equity share capital	17	1,260.00	35.00	35.00
(b) Instruments entirely equity in nature	18	24.57	0.68	0.68
(c) Other equity	19	1,993.36	2,784.97	2,588.23
Total equity		**3,277.93**	**2,820.65**	**2,623.91**
B) LIABILITIES				
1) Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	20	10,320.57	7,198.21	6,182.33
(ia) Lease liability	21	39.31	32.87	42.57
(ii) Other financial liabilities	22	124.18	145.17	118.03
(b) Provisions	23	40.96	33.51	18.82
(c) Deferred tax liabilities (net)	24	1,180.75	929.91	785.00
(d) Other non-current liabilities	25	21.27	10.38	7.16
Total non-current liabilities		**11,727.04**	**8,350.05**	**7,153.91**

Milky Mist Dairy Food Limited
(Formerly known as "Milky Mist Dairy Food Private Limited")
Restated Consolidated Statement of Assets & Liabilities
(Amount in million of INR unless otherwise stated)

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
		₹ in million	₹ in million	₹ in million
2) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	26	3,443.19	3,169.02	1,798.31
(ia) Lease liability	27	16.87	16.38	14.46
(ii) Trade payables	28			
a) Total outstanding dues to micro and small enterprises		31.06	9.96	6.64
b) Total outstanding dues to other than micro and small enterprises		913.01	440.66	279.34
(iii) Other financial liabilities	29	1,967.73	1,161.07	923.31
(b) Other current liabilities	30	62.98	78.16	82.64
(c) Provisions	31	21.89	16.61	11.68
(d) Current Tax Liabilities (Net)	32	44.20	-	-
Total current liabilities		**6,500.93**	**4,891.86**	**3,116.38**
Total liabilities		**18,227.97**	**13,241.91**	**10,270.29**
TOTAL EQUITY AND LIABILITIES		**21,505.90**	**16,062.56**	**12,894.20**

Summary Statement of Material Accounting Policies and Notes to Restated Consolidated Financial Information form an integral part of Restated Consolidated Financial Information.

As per our report of even date attached
For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No 000066S

For and on behalf of the Board of Directors of Milky Mist Dairy Food Limited

Sathishkumar T
Chairman and Managing Director
DIN: 02926325

Anitha S
Whole Time Director
DIN: 02926355

Kaushik Sidartha
Partner
Membership No:217964

Dr K Rathnam
Whole-time Director and Chief Executive Officer
DIN: 06887651

Biswajit Mishra
Chief Financial Officer

S Prakash
Company Secretary & Compliance Officer
FCS No: A22495

Place: Perundurai
Date: 15-07-2025

Place: Perundurai
Date: 15-07-2025

Milky Mist Dairy Food Limited
(Formerly known as "Milky Mist Dairy Food Private Limited")
Restated Statement of Consolidated Profit and Loss
(Amount in million of INR unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March 2025 ₹ in million	For the year ended 31st March 2024 ₹ in million	For the year ended 31st March 2023 ₹ in million
I	Revenue from operations	33	23,495.03	18,216.09	13,941.75
II	Other income	34	52.90	52.46	47.79
III	**Total income (I + II)**		**23,547.93**	**18,268.55**	**13,989.54**
IV	**EXPENSES**				
	(a) Cost of materials consumed	35	15,444.57	12,802.43	9,163.21
	(b) Purchase of stock-in-trade	36	510.19	490.33	497.34
	(c) Changes in inventories of finished goods/Work in progress/stock-in-trade	37	(421.59)	(761.67)	(241.58)
	(d) Employee benefits expense	38	1,447.88	1,157.71	824.76
	(e) Finance costs	39	863.37	722.23	574.58
	(f) Depreciation and amortisation expenses	40	1,364.64	1,074.22	804.65
	(g) Other expenses	41	3,463.42	2,356.45	1,731.87
	Total expenses (IV)		**22,672.48**	**17,841.70**	**13,354.83**
V	**Profit before tax (III - IV)**		**875.45**	**426.85**	**634.71**
VI	**Tax Expense**				
	Current Tax		162.11	88.15	120.88
	Deferred tax		252.72	143.65	251.65
	Earlier years		(0.12)	0.61	(10.12)
	Total tax expense		**414.71**	**232.41**	**362.41**
VII	**Profit for the year (V + VI)**		**460.74**	**194.44**	**272.30**
VIII	**Other comprehensive income/(loss)**				
	Items that will not be reclassified to P&L				
	-Remeasurement of post-employment benefit obligations		(5.33)	3.55	(0.03)
	-Income Tax relating to items that will not be reclassified to P&L		1.86	(1.25)	0.01
			(3.47)	**2.30**	**(0.02)**
IX	**Total comprehensive income for the year (VII + VIII)**		**457.27**	**196.74**	**272.28**
X	**Earnings per equity share (Face value ₹ 2/- each)**	42			
	(1) Basic (in ₹)		**0.73**	**0.31**	**0.43**
	(2) Diluted (in ₹)		**0.72**	**0.30**	**0.42**

Summary Statement of Material Accounting Policies and Notes to Restated Consolidated Financial Information form an integral part of Restated Consolidated Financial Information.

As per our report of even date attached
For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No 000066S

Kaushik Sidartha
Partner
Membership No:217964

Place: Perundurai
Date: 15-07-2025

For and on behalf of the Board of Directors of Milky Mist Dairy Food Limited

Sathishkumar T
Chairman and Managing Director
DIN: 02926325

Anitha S
Whole Time Director
DIN: 02926355

Dr K Rathnam
Whole-time Director and Chief Executive Officer
DIN: 06887651

Biswajit Mishra
Chief Financial Officer

S Prakash
Company Secretary & Compliance Officer
FCS No: A22495

Place: Perundurai
Date: 15-07-2025

Milky Mist Dairy Food Limited
(Formerly known as "Milky Mist Dairy Food Private Limited")
Restated Statement of Consolidated Changes in Equity
(Amount in million of INR unless otherwise stated)

A. Equity Share Capital **₹ in million**

Particulars	No of shares	Amount
Issued and Subscribed Capital		
Balance at 1st April 2022 (3,50,000 Equity shares of ₹ 10/- each)	35,00,000	35.00
(+) Issue of shares during the year	-	-
Balance at 31st March 2023	35,00,000	35.00
(+) Issue of shares during the year	-	-
Balance at 31st March 2024	35,00,000	35.00
(+) Issue of shares during the year	-	-
(+) Shares issued during the year on account of stock split	1,40,00,000	-
(+) Shares issued during the year on account of bonus issue	61,25,00,000	1,225.00
Balance at 31st March 2025 (63,00,00,000 Equity shares of ₹ 2/- each)	**63,00,00,000**	**1,260.00**
(Refer Note No.42)		

B. Instruments entirely equity in nature

Particulars	No of shares	Amount
Issued and Subscribed Capital		
Balance at 1st April 2022 (68,250 shares of ₹ 10 each)	68,250	0.68
(+) Issue of shares during the year	-	-
Balance at 31st March 2023	68,250	0.68
(+) Issue of shares during the year	-	-
Balance at 31st March 2024	68,250	0.68
(+) Issue of shares during the year	-	-
(+) Shares issued during the year on account of stock split	2,73,000	-
(+) Shares issued during the year on account of bonus issue	1,19,43,750	23.89
Balance at 31st March 2025 (1,22,85,000 Shares of ₹ 2 each)	**1,22,85,000**	**24.57**
(Refer Note No.42)		

Other Equity

Particulars	Items of other comprehensive Income				Items of other comprehensive Income	Total Other Equity
	General Reserve	Securities Premium	Retained Earnings	Common control Adjustment deficit account	Remeasurement of post employment defined benefit obligations	
Balance as at 1st April, 2022	5.17	194.24	2,170.51	(56.25)	2.28	2,315.95
Profit/(loss) for the year 2022-2023	-	-	272.30	-	-	272.30
Other Comprehensive Income for the year	-	-	-	-	(0.02)	(0.02)
Ind AS Adjustment	-	-	-	-	-	-
Balance as at 31st March, 2023	**5.17**	**194.24**	**2,442.81**	**(56.25)**	**2.26**	**2,588.23**
Balance as at 1st April, 2023	**5.17**	**194.24**	**2,442.81**	**(56.25)**	**2.26**	**2,588.23**
Profit/(loss) for the year 2023-2024	-	-	194.44	-	-	194.44
Other Comprehensive Income for the year	-	-	-	-	2.30	2.30
Balance as at 31st March, 2024	**5.17**	**194.24**	**2,637.25**	**(56.25)**	**4.56**	**2,784.97**
Changes in accounting policy/ prior period errors	-	-	-		-	-
Restated balance as at 31st March, 2024	**5.17**	**194.24**	**2,637.25**	**(56.25)**	**4.56**	**2,784.97**
Utilisation on issue of bonus shares	(5.17)	(194.24)	(1,049.48)	-	-	(1,248.89)
Profit/(loss) for the year 2024-2025	-	-	460.74	-	-	460.74
Other Comprehensive Income for the year	-	-	-	-	(3.47)	(3.47)
Balance as at 31st March, 2025	**-**	**-**	**2,048.51**	**(56.25)**	**1.10**	**1,993.36**

Summary Statement of Material Accounting Policies and Notes to Restated Consolidated Financial Information form an integral part of Restated Consolidated Financial Information.

As per our report of even date attached
For VKS Aiyer & Co.
Chartered Accountants
ICAI Firm Registration No. 000066S

For and on behalf of the Board of Directors of Milky Mist Dairy Food Limited

Sathishkumar T
Chairman and Managing Director
DIN: 02926325

Anitha S
Whole Time Director
DIN: 02926355

Dr K Rathnam
Whole-time Director and Chief Executive Officer
DIN: 06887651

Biswajit Mishra
Chief Financial Officer

Kaushik Sidartha
Partner
Membership No:217964

S Prakash
Company Secretary & Compliance Officer
FCS No: A22495

Place: Perundurai
Date: 15-07-2025

Place: Perundurai
Date: 15-07-2025

Milky Mist Dairy Food Limited
(Formerly known as "Milky Mist Dairy Food Private Limited")
Restated Statement of Consolidated Cash Flows
(Amount in million of INR unless otherwise stated)

₹ in million

Particulars	For the year ended 31st March 2025		For the year ended 31st March 2024		For the year ended 31st March 2023	
Cash flows from operating activities						
Net profit before taxation		875.45		426.85		634.71
Adjustments for:						
Depreciation on Assets other than Right of Use Assets	1,344.83		1,056.25		790.23	
Depreciation on Right of Use Assets	19.81		17.97		14.42	
Finance cost	1,047.14		851.57		574.58	
Profit on sale of assets (Net)	(0.17)		-		(3.12)	
Loss on Scrapping of Asset	-		-		3.04	
Rental Income From Investment Property	(2.12)		(1.46)		(1.32)	
Liability written back	(2.33)		(25.41)		(15.89)	
(Gain)/Loss on Foreign Currency Transactions	4.24		(7.14)		-	
Provision for Expected Credit Loss	34.56		38.28		22.57	
Interest income	(10.59)	2,435.37	(7.17)	1,922.89	(6.22)	1,378.29
Operating profit before working capital changes		**3,310.82**		**2,349.74**		**2,013.00**
Adjustments for Working Capital Changes:						
- (Increase)/Decrease in Inventories	(534.31)		(1,028.87)		(356.21)	
- (Increase)/Decrease in Trade Receivables	(238.51)		(146.73)		(92.24)	
- Increase/(Decrease) in Trade Payables	491.55		190.05		75.95	
- (Increase)/Decrease in Other Assets	(107.12)		(169.82)		(51.67)	
- Increase/(decrease) in Other Liabilities	386.91	(1.48)	282.51	(872.86)	306.58	(117.59)
Cash generated from operations		**3,309.34**		**1,476.88**		**1,895.41**
Income tax refunded/(paid)		(160.77)		(74.03)		(144.98)
Net cash from operating activities - (A)		**3,148.57**		**1,402.85**		**1,750.43**
Cash flows from investing activities						
Purchase of Property, Plant and Equipment (PPE), including CWIP, intangibles under development and Capital advance.	(5,951.10)		(2,919.22)		(3,915.55)	
Adjustment for capital creditors & proceeds from sale of assets	486.64		11.78		229.55	
Rental Income From Investment Property	2.12		1.46		1.32	
Interest received	9.00		6.27		5.71	
Net cash from investing activities - (B)		**(5,453.34)**		**(2,899.71)**		**(3,678.97)**

Milky Mist Dairy Food Limited
(Formerly known as "Milky Mist Dairy Food Private Limited")
Restated Statement of Consolidated Cash Flows
(Amount in million of INR unless otherwise stated)

₹ in million

Particulars	For the year ended 31st March 2025		For the year ended 31st March 2024		For the year ended 31st March 2023	
Cash flows from financing activities						
Proceeds from long term borrowings	3,024.58		1,521.25		2,440.73	
Lease Liability Repayment	(22.91)		(20.31)		(16.16)	
Proceeds from/(Repayment of) current borrowings (net)	370.81		864.32		124.23	
Interest paid	(1,041.14)		(845.49)		(568.73)	
Net cash from financing activities - (C)		**2,331.34**		**1,519.77**		**1,980.07**
Net increase in cash and cash equivalents (A+B+C)		**26.57**		**22.91**		**51.53**
Cash and bank balances at the beginning of the year		**113.08**		**90.17**		**38.64**
Cash and cash equivalents at the end of the year (Refer note no.13)		**139.65**		**113.08**		**90.17**

Changes in Liability arising from financing activities, disclosing changes arising from Cash and Non-Cash Flow:

Particulars	Non Current Borrowings (including current maturities)	Current Borrowings	Lease Liability
As at 31-03-2025			
Opening Balance as at 1st April, 2024	8,553.98	1,813.27	49.26
Cash Flows (Net) - Proceeds / (Repayment)	3,024.58	370.81	(22.91)
Termination of lease	-	-	(3.79)
Addition during the year - Impact on account of Ind AS 116	-	-	33.63
Exchange Fluctuation (Gain) / Loss on Re-statement	-	-	-
Unwinding of Interest on Financial Instrument	1.14	-	-
Closing Balance as at 31st March 2025	**11,579.70**	**2,184.08**	**56.19**
As at 31-03-2024			
Opening Balance as at 1st April, 2023	7,031.68	948.95	57.03
Cash Flows (Net) - Proceeds / (Repayment)	1,521.25	864.32	(20.31)
Addition during the year - Impact on account of Ind AS 116	-	-	12.54
Exchange Fluctuation (Gain) / Loss on Re-statement	-	-	-
Unwinding of Interest on Financial Instrument	1.05	-	
Closing Balance as at 31st March 2024	**8,553.98**	**1,813.27**	**49.26**

Milky Mist Dairy Food Limited
(Formerly known as "Milky Mist Dairy Food Private Limited")
Restated Statement of Consolidated Cash Flows
(Amount in million of INR unless otherwise stated)

Particulars	Non Current Borrowings (including current maturities)	Current Borrowings	Lease Liability
As at 31-03-2023			
Opening Balance as at 1st April, 2022	4,589.99	824.73	35.77
Cash Flows (Net) - Proceeds / (Repayment)	2,440.73	124.23	(16.16)
Addition during the year - Impact on account of Ind AS 116	-	-	37.42
Exchange Fluctuation (Gain) / Loss on Re-statement	-	-	-
Unwinding of Interest on Financial Instrument	0.96	-	-
Closing Balance as at 31st March 2023	**7,031.68**	**948.96**	**57.03**

Summary Statement of Material Accounting Policies and Notes to Restated Consolidated Financial Information form an integral part of Restated Consolidated Financial Information.

As per our report of even date attached
For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No 000066S

Kaushik Sidartha
Partner
Membership No:217964

For and on behalf of the Board of Directors of Milky Mist Dairy Food Limited

Sathishkumar T
Chairman and Managing Director
DIN: 02926325

Anitha S
Whole Time Director
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Whole-time Director and Chief Executive Officer
DIN: 06887651

Biswajit Mishra
Chief Financial Officer

S Prakash
Company Secretary & Compliance Officer
FCS No: A22495

Place: Perundurai
Date: 15-07-2025

Place: Perundurai
Date: 15-07-2025

1.01 Corporate Information:

Milky Mist Dairy Food Limited (Formerly known as Milky Mist Dairy Food Private Limited (MMDFPL)) was a private limited company domiciled in Erode, India incorporated on 10 July, 2014 under the provisions of Companies Act, 2013('the Act') . The Company is engaged in the business of procurement of milk, undertakes processing of milk and manufacture of various value-added products namely paneer, cheese, curd, butter, ghee, fresh cream, milk powder, flavoured milk, lassi, etc. which are marketed under its brand name “Milky Mist”. The registered office of the Company is situated at SF. No. 43/1-4, Pattakaranpalayam, Perundurai, Erode, Tamilnadu – 638057.

Milky Mist Dairy Food Limited (Formerly known as Milky Mist Dairy Food Private Limited) was a standalone entity and did not have any subsidiaries until 28 March 2025. Pursuant to common control transactions entered into on 29 March 2025, MMDFPL acquired its subsidiary "Asal Food Products Private Limited" and became the holding company. Asal Food Products Private Limited is engaged in the business of food processing & manufacturing and trading of Food products. Refer Note no. 51(a) for further details.

MMDFPL was converted into a public limited company w.e.f 26 May 2025. Consequent to the conversion, the name of the Company has been changed to “Milky Mist Dairy Food Limited” ('MMDFL' or 'the Company'). The Company and its wholly owned subsidiary included in these Restated Consolidated Financial Information are together referred to as 'the Group'.

1.02 Basis of preparation and presentation and Summary of Material accounting policy information

The Restated Consolidated Financial Information of the Group comprise the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2025, 31 March 2024 and 31 March 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash flows for the years ended 31 March 2025, 31 March 2024 and 31 March 2023, and the Basis of Preparation and Material Accounting Policies along with Other Explanatory Notes (together referred to as ‘Restated Consolidated Financial Information’). These Restated Consolidated Financial Information have been prepared by the Group as a going concern on the basis of relevant Ind AS that are effective as at and for the year ended 31 March 2025. These Restated Consolidated Financial Information has been approved by the Board of Directors and authorised for issue on 15 July, 2025.

These Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') in connection with its proposed Initial Public Offering of equity shares of face value of Rs. 2 each of the Company comprising of a fresh issue of the equity shares of the company ("Fresh Issue") and an Offer for Sale of equity shares by the existing shareholders of the company (the "Offer For Sale"), and together with the Fresh Issue (the "Offer"). The Restated Consolidated Financial Information has been prepared by the Company in terms of the requirements of :

(i) Section 26 of Part I of Chapter III of the Act, as amended (along with the rules framed therein);

(ii) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by SEBI on 11 September 2018 in pursuance of the Securities and Exchange Board of India Act, 1992;

(iii) Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended (the "Guidance Note")

These Restated Consolidated Financial Information have been compiled by the management of the Company from the audited consolidated financial statements of the Group as at and for the year ended 31 March 2025 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 10th June 2025.

The Restated Consolidated Financial Information of the Group as at and for the year ended 31 March 2024 and 31 March 2023 has been compiled based on the Audited Special Purpose IND AS Consolidated financial statements which have been approved by the Board of Directors at their meeting held on 15 July, 2025 and 15 July, 2025 .

Until financial year ended March 31, 2024, the Company prepared only Standalone Financial Statements. During the period ended March 31, 2025, the Company acquired controlling stake in its subsidiary, which were under common control (Refer Note 51(a) for further details) and is preparing Consolidated Financial Statements for the first time for the year ended March 31, 2025.

The restated consolidated financial information of the Group as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 have been prepared after consolidating the entity acquired vide common control transactions (Refer note 51(a) for further details) in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements.Thus, in light of the above, the Company prepared the Special Purpose Ind AS Consolidated Financial Statements for the years ended March 31, 2024 and March 31, 2023

The Special Purpose Ind As Consolidated Financial Statements as stated above have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in Offer Document in relation to the proposed Initial Public Offer (IPO). Hence the special purpose Ind AS Consolidated Financial Statements are not suitable for any other purpose.

1.03 Basis of Measurement:

These Restated Consolidated Financial Information have been prepared under the historical cost basis except for the following items, which are measured on an alternative basis on each reporting date:

• financial assets are measured either at fair value or at amortised cost depending on the classification;

• employee defined benefit assets/(liabilities) are recognised as the net total of the fair value of plan assets, adjusted for actuarial gains/(losses) and the present value of the defined benefit obligation;

• long-term borrowings are measured at amortised cost using the effective interest rate method; and

• right-of-use the assets are recognised at the present value of lease payments that are not paid at that date. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs, incurred, if any.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group has consistently applied the following accounting policies throughout the periods presented in these Restated Consolidated Financial Information.

1.04 Basis of Consolidation:

The Group determines the basis of control in line with the requirements of Ind AS 110- Consolidated Financial Statements. The Restated Consolidated Financial Information comprise the financial statements of the Company and its subsidiary as disclosed in Note 1.

Subsidiaries:

Subsidiaries are all entities (including special purpose entities) that are controlled by the holding Company. Control exists when the holding Company is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. The financial statements of subsidiaries are included in these Restated consolidated financial information from the date that control commences until the date that control ceases. The Group re-assesses whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the holding Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the Restated consolidated financial information at the acquisition date.

(b) Offset (eliminate) the carrying amount of the holding’s investment in each of subsidiaries and the holding’s portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory , are eliminated in full).

Intragroup losses may indicate an impairment that requires recognition in the Restated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the holding of the Group.

The financial statements of the entity used for consolidation are drawn up to the same reporting date.

1.05 Business combinations accounting for common control transactions:

Common control business combination refers to a business combination involving entities in which all the combining entities are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method.

The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities. The financial information in the Restated Consolidated Financial Information in respect of prior periods have been restated as if the business combination had occurred from the beginning of the earliest period presented in these Restated Consolidated Financial Information, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information has been restated only from that date.

The difference, if any, between the purchase consideration paid either in the form of share capital or cash or other assets and the amount of net assets of the entities acquired is transferred to capital reserve in case of credit balance and common control adjustment deficit account in case of debit balance and presented separately from other reserves within equity. The nature and purpose of such reserve in disclosed in the notes.

1.06 Functional and presentation currency

These Restated consolidated financial information are presented in Indian Rupees (₹), which is also the Group’s functional currency. All amounts have been rounded-off to the nearest million, unless otherwise indicated.

1.07 Use of estimates and judgements

The preparation of Financial Statements is in conformity with Indian Accounting Standards which require the management of the Company to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon 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 period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Application of accounting policies that require significant accounting estimates involving complex and subjective judgments and the use of assumptions in these Financial Statements have been disclosed separately under the heading “Significant accounting Judgements, estimates and assumption”.

1.08 Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Group has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities into current and non-current. Accordingly, current assets do not include elements which are not expected to be realised within 12 months and current liabilities do not include items where the Group does not have an unconditional right to defer settlement beyond a period of 12 months, the period of 12 months being reckoned from the reporting date.

(Amount in million of INR unless otherwise stated)

Summary of Material Accounting Policy Information

Material accounting policy information This note provides a summary of the material accounting policies adopted in the preparation of these Restated Consolidated Financial Information.

1.09 Property, Plant and Equipment

Property, Plant and Equipment (PPE), being fixed assets are tangible items that are held for use in the production or supply of goods or services, or for administrative purposes and are expected to be used for more than a period of twelve months.
Freehold land is carried at cost. All other items of Property, Plant and Equipment (PPE) are measured at cost, less accumulated depreciation and accumulated impairment losses, if any. Financing costs (if any) relating to acquisition of assets which take substantial period of time to get ready for intended use are also included to the extent they relate to the period up to such assets are ready for their intended use.

Initial cost of an item of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its location and working condition necessary for it to be capable of operating in the manner intended by the Management and estimated costs of dismantling and removing the item and restoring the site on which it is located.
Items such as spare parts, stand-by equipment and servicing equipment are capitalized when they meet the definition of Property, Plant and Equipment.
If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.
The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain/ loss arising from derecognition of an item of PPE is included in the statement of Profit & Loss. The gain or loss arising from the derecognition of an item of PPE would be the difference between the net disposal proceeds, if any, and the carrying amount of the item.
Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance/life.
All other expenses on existing PPE, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under ‘Capital work-in-progress’.

Depreciation: Depreciation on PPE are provided under Straight line method by the holding company and written down value method by the subsidiary company as per the useful lives and manner prescribed under Schedule II to the Companies Act, 2013
The Management believes that the estimated useful lives as per the provisions of Schedule II to the Companies Act, 2013, wherever adopted, are realistic and reflect fair approximation of the period over which the assets are likely to be used. Depreciation on assets is provided using the straight-line method by the holding company and written down value method by the subsidiary company based on rates specified in Schedule II to the Companies Act, 2013 or on estimated useful lives of assets estimated by the management.

Leasehold Improvements thereon are amortised over the primary period of lease or Estimated Useful Life whichever is lower.

S.No	Asset Category	Estimated Useful Life (Years)	Useful Life as per Schedule II of Companies Act, 2013
1	Building		
	- Factory	30 Years	30 Years
	- Other than Factory	60 Years	60 Years
2	Improvements to Leasehold Building	Term of Lease or Estimated Useful Life whichever is lower	
3	Plant and Equipments		
	- Power Generation Plant	22 Years	22 Years
	- Plant & Machinery	10 Years on double shift basis/15 years	10 Years on double shift basis/15 Years
	- Crates	3 Years	15 Years
4	Electrical Equipment	10 Years	10 Years
5	Computer	3 Years	3 Years
6	Computer Server	6 Years	6 Years
7	Furniture & Fixtures	10 Years	10 Years
8	Office Equipment	5 Years	5 Years
9	Vehicles		
	- Two Wheeler	10 Years	10 Years
	- Four Wheelers	8 Years/10 Years	8 Years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, if there has been a significant

1.10 Investment Property

Investment Property acquired by the group is a land or building, held to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business.
Investment properties, are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The building components of Investment properties (if any) are depreciated using the straight-line method over their estimated useful lives.

1.11 Intangible Assets and Amortisation

Intangible assets acquired separately by the group are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Computer software licenses are capitalised on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalised and amortised along with the related fixed asset.

Intangible assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

All the Intangible assets are amortised over a period of 6 years.

Gains or losses arising from de-recognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amounts of the assets and are recognised in the Consolidated statement of Profit and Loss when the assets are derecognised.

1.12 Lease

As a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Group has substantially all of the economic benefits from the use of the asset throughout the period of the lease and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Company as a lessor

Assets subject to operating leases are included in PPE. Lease income on an operating lease is recognised in the statement of profit and loss on a straight line basis over the term of the relevant lease except to the extent that the lease payments are structured to compensate for the expected inflationary cost. Costs including depreciation are recognised as an expense in the statement of profit and loss.

1.13 Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw material and packing Material: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Finished goods and work in progress: cost includes cost of direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

Stores and Spares: Cost is determined on weighted average basis.

Due allowance is estimated and made by the Management for slow moving/non-moving items of inventory, where ever necessary, based on the technical assessment and such allowances are adjusted against the closing inventory value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

1.14 Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand, demand deposits and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

1.15 Government Grants and Export Benefits

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will complied with. When the grant or subsidy relates to revenue, it is recognised as income or is adjusted against the related cost on a systematic basis in profit or loss over the periods necessary to match them with the related costs, which they are intended to compensate.

Where Grant relates to specific fixed assets they are presented in the Balance sheet by showing such grant as deduction from the carrying amount of asset concerned.

1.16 Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contract embodying the related financial instruments.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables and current accounts that do not contain a significant financing component are measured at transaction price

Subsequent measurement

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Liabilities

Initial recognition and Subsequent measurement:

Financial liabilities are initially measured at fair value, net of transaction costs .The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Trade and other payables:

These amounts represent liabilities for goods or services provided to the Company which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortized cost unless designated as fair value through profit and loss at the inception.

Fair value measurement

The Group measures financial instruments at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level Input that is significant to the fair value measurement as a whole) at the end of each reporting period.

1.17 Foreign Currencies

Foreign currency transactions

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.

In preparing the Restated consolidated financial information of the Group, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are restated at the rates prevailing at that date.

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Group are recognized as income or expense in the Restated Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

1.18 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is measured based on at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of customer return, various discounts, rebates, schemes offered by the group as a part of the contract. The Group recognises revenue when it transfers control of product or service to a customer.

Revenues and costs relating to sales contracts are recognised as the related goods are delivered, and titles have passed, at which time all the following conditions are satisfied :-
- the group has transferred to the buyer the control over the goods;
- the group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company ; and
- the costs incurred or to be incurred in respect of the transactions can be measured reliably.

The Group accounts for discounts and schemes related pricing incentives to customers as a reduction of revenue based on the rateable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive.

Other Operating Revenues comprise of income from ancillary activities incidental to the operations of the Company and is recognised when the right to receive the income is established as per the terms of the contract.

Interest Income:

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset or shorter period, where appropriate to the gross carrying amount of the financial asset or to the amortized cost of a financial asset.
When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss. The expected cash flows are reassessed on a yearly basis and changes, if any, are accounted prospectively.

1.19 Employee Benefits

Retirement benefit costs and termination benefits:
(i) Defined Contribution Plan: A defined contribution plan is a post-employment benefit plan under which the group pays specified contributions to a separate entity. The group makes specified monthly contributions towards Provident Fund and Employee State Insurance. The group contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service. Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.
(ii) Defined Benefit Plan: The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.
Past service cost is recognised in profit or loss in the period of a plan amendment.
Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:
a) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
b) net interest expense or income; and
c) re-measurement
The group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expenses'. Curtailment gains and losses are accounted for as past service costs.
The retirement benefit obligation recognised in the statement of financial position represents the actual deficit or surplus in the Company's defined benefit plans. The group presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary and also considering whether the holding company will contribute this amount to the gratuity fund within the next twelve months.
A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.
Short-term and other long-term employee benefits:
A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.
Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the group in respect of services provided by employees up to the reporting date.

1.20 Borrowing Costs

Borrowing cost includes interest expense as per Effective Interest Rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.
Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.21 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, and share split that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

1.22 Taxation

Income tax expense represents the sum of the current tax and deferred tax.

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in other comprehensive income/equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided, using the balance sheet method, on all deductible temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes and on carry forward of unused tax credits and unused tax loss. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized outside profit or loss is recognised outside profit or loss (either in other comprehensive income or equity).

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets (including Minimum Alternate Tax credit available) is reviewed at each reporting date. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

1.23 Provisions

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

1.24 Significant accounting Judgements, Estimates and Assumptions

In the course of applying the policies outlined in all notes as above, the Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies:

a) Useful Lives of Property, Plant and Equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

b) Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

c) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

d) Allowances for Uncollected accounts receivable and advances

Trade receivables do not carry interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

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2 Property Plant and equipment

₹ in million

Description of Assets	Freehold Land	Leasehold Improvements	Buildings	Plant and Machinery	Office Equipment	Furniture & Fittings	Vehicles	Computers	Electrical Installations & Fittings	Total
I Cost										
Balance as at April 01,2022	1,233.65	15.35	1,141.21	5,780.07	13.14	33.11	555.78	44.76	218.33	**9,035.40**
Additions during the year	11.28	6.22	702.42	2,318.68	5.67	6.28	129.26	10.23	14.87	3,204.91
Withdrawn during the year	-	3.69	-	6.36	-	-	2.33	-	0.47	12.85
Balance as at March 31,2023	**1,244.93**	**17.88**	**1,843.63**	**8,092.39**	**18.81**	**39.39**	**682.71**	**54.99**	**232.73**	**12,227.46**
Additions during the year	14.05	-	406.30	2,663.70	2.27	1.77	260.86	4.94	50.73	3,404.62
Withdrawn during the year	-	-	-	0.30	-	-	-	-	-	0.30
Balance as at March 31,2024	**1,258.98**	**17.88**	**2,249.93**	**10,755.79**	**21.08**	**41.16**	**943.57**	**59.93**	**283.46**	**15,631.78**
Additions during the year	48.12	13.14	340.69	2,512.16	1.89	6.13	288.44	7.13	48.65	**3,266.35**
Withdrawn during the year	-	-	-	26.96	0.10	0.02	13.52	0.05	0.00	**40.65**
Balance as at March 31,2025	**1,307.10**	**31.02**	**2,590.62**	**13,240.99**	**22.87**	**47.27**	**1,218.49**	**67.01**	**332.11**	**18,857.48**
II Accumulated depreciation										
Balance as at April 01,2022	-	0.62	118.75	1,937.83	6.38	16.91	260.09	36.76	68.56	**2,445.90**
Depreciation for the year	-	2.68	47.24	634.09	2.03	2.93	71.36	7.02	20.83	**788.18**
Withdrawn during the year	-	0.65	-	4.93	-	-	2.05	-	-	**7.63**
Balance as at March 31,2023	**-**	**2.65**	**165.99**	**2,566.99**	**8.41**	**19.84**	**329.40**	**43.78**	**89.39**	**3,226.45**
Depreciation for the year	-	3.36	67.33	863.00	2.79	2.69	85.06	7.13	22.82	**1,054.18**
Withdrawn during the year	-	-	-	-	-	-	-	-	-	**-**
Balance as at March 31,2024	**-**	**6.01**	**233.32**	**3,429.99**	**11.20**	**22.53**	**414.46**	**50.91**	**112.21**	**4,280.63**
Depreciation for the year	-	4.37	82.54	1,106.12	3.19	3.06	107.13	7.01	29.22	**1,342.64**
Withdrawn during the year	-	-	-	16.16	0.10	0.01	8.89	0.04	0.00	**25.20**
Balance as at March 31,2025	**-**	**10.38**	**315.86**	**4,519.95**	**14.29**	**25.58**	**512.70**	**57.88**	**141.43**	**5,598.07**
III Net Carrying Value (I-II)										
Balance as at April 01,2022	1,233.65	14.73	1,022.46	3,842.24	6.76	16.20	295.69	8.00	149.77	6,589.50
Balance as at March 31,2023	1,244.93	15.23	1,677.64	5,525.40	10.40	19.55	353.31	11.21	143.34	9,001.01
Balance as at March 31,2024	1,258.98	11.87	2,016.61	7,325.80	9.88	18.63	529.11	9.02	171.25	11,351.15
Balance as at March 31,2025	**1,307.10**	**20.64**	**2,274.76**	**8,721.04**	**8.58**	**21.69**	**705.79**	**9.13**	**190.68**	**13,259.41**

(i) The group has elected to measure land at its fair value as on the date of transition. In respect of other items of PPE the group has measured them on retrospective basis by applying the guidance under IND AS 101 as on the date of transition.- Refer Note no 1.09 of Material Accounting Policies

(ii) Certain Property , Plant , and equipment have been given as security against borrowings availed by the company (Refer Note 20 and 26)

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The Reconciliation of PPE as per Ind AS on the Date of Transition

Particulars	Gross Block (At Cost)	Accumulated Depreciation/ Amortization	Net Block as per Previous GAAP (As at 1st April 2023)	Ind AS adjustment	Gross block as per Ind AS
Property, Plant and Equipment					
Freehold Land	263.97	-	263.97	980.96	1,244.93
Leasehold Improvements	17.87	(2.64)	15.23	-	15.23
Building	1,849.83	(166.52)	1,683.31	(5.67)	1,677.64
Plant and Machinery	8,092.73	(2,564.09)	5,528.64	(3.24)	5,525.40
Office Equipment	56.71	(27.71)	29.00	(18.60)	10.40
Furniture & Fittings	-	-	-	19.55	19.55
Vehicles	674.87	(325.07)	349.80	3.51	353.31
Computers	54.76	(43.61)	11.15	0.06	11.21
Electrical Installations & Fittings	232.73	(89.39)	143.34	(0.00)	143.34
Livestock	0.30	-	0.30	(0.30)	-
Total	**11,243.76**	**(3,219.03)**	**8,024.74**	**976.27**	**9,001.01**
Investment Property					
Land	-	-	-	2.32	2.32
Total	-	-	-	2.32	2.32
Grand Total	**11,243.76**	**(3,219.03)**	**8,024.74**	**978.59**	**9,003.33**

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3 Capital work in progress

₹ in million

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
At the beginning of the year	951.44	1,473.50	690.22
At the end of the year	2,427.91	951.44	1,473.50

Capital work-in-progress (CWIP) ageing as on 31-03-2025:

₹ in million

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 years	2 -3 years	More than 3 years	
Projects in progress	659.72	1,768.19			**2,427.91**
Projects temporarily suspended	-	-	-	-	-

Following table represents Capital Work-in-progress projects which have exceeded their original budgeted cost and /or planned time of completion:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 years	2 -3 years	More than 3 years	
Projects in progress	-	167.92	-	-	**167.92**
Projects temporarily suspended	-	-	-	-	-

Capital work-in-progress (CWIP) ageing as on 31-03-2024:

₹ in million

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 years	2 -3 years	More than 3 years	
Projects in progress	917.45	33.99			**951.44**
Projects temporarily suspended	-	-	-	-	-

Following table represents Capital Work-in-progress projects which have exceeded their original budgeted cost and /or planned time of completion:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 years	2 -3 years	More than 3 years	
Projects in progress	133.51	-	-	-	**133.51**
Projects temporarily suspended	-	-	-	-	-

Capital work-in-progress (CWIP) ageing as on 31-03-2023:

₹ in million

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 years	2 -3 years	More than 3 years	
Projects in progress	1,453.59	19.91	-	-	**1,473.50**
Projects temporarily suspended	-	-	-	-	-

Following table represents Capital Work-in-progress projects which have exceeded their original budgeted cost and /or planned time of completion:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 -2 years	2 -3 years	More than 3 years	
Projects in progress	400.40	-	-	-	**400.40**
Projects temporarily suspended	-	-	-	-	-

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4 Investment Property ₹ in million

Particulars	Land	Buildings	Total
I Cost			
Balance as at April 01,2022	**14.12**	**2.32**	**16.44**
Additions during the year	-	-	-
Withdrawn during the year	-	-	-
Balance as at March 31,2023	**14.12**	**2.32**	**16.44**
Additions during the year	-	-	-
Withdrawn during the year	-	-	-
Balance as at March 31,2024	**14.12**	**2.32**	**16.44**
Additions during the year		-	-
Withdrawn during the year		-	-
Balance as at March 31,2025	**14.12**	**2.32**	**16.44**
II Accumulated depreciation			
Balance as at April 01,2022	**-**	**0.39**	**0.39**
Depreciation for the year	-	0.08	0.08
Withdrawn during the year	-	-	-
Balance as at March 31,2023	-	**0.47**	**0.47**
Depreciation for the year	-	0.08	0.08
Withdrawn during the year	-	-	-
Balance as at March 31,2024	**-**	**0.55**	**0.55**
Depreciation for the year		0.08	0.08
Withdrawn during the year		-	-
Balance as at March 31,2025	**-**	**0.63**	**0.63**
III Net Carrying Value (I-II)			
Balance as at April 01,2022	14.12	1.93	16.05
Balance as at March 31,2023	14.12	1.85	15.97
Balance as at March 31,2024	14.12	1.77	15.89
Balance as at March 31,2025	**14.12**	**1.69**	**15.81**

The Company has identified Lands at Palakkad, Kerala and Hyderabad, Telangana and Building at Mangalore, Karnataka to be in the nature of investment property.
The methodology used is Level 3 as per IND AS 113.
Amount recognised in Statement of Profit and Loss for investment properties:

Particulars	2024-25	2023-24	2022-23
Rental Income	1.61	1.38	1.32
Direct operating expenses arising from investment property that generated rental income during the year :		-	
Depreciation for the year	(0.08)	(0.08)	(0.08)
Profit / (Loss) from Investment Property	**1.53**	**1.30**	**1.24**

The title deeds of immovable property are held in the name of the company.
(i) For the purpose of IND AS transition, the company has adopted the cost model for measuring investment property.
(ii) Fair value of Land and building held as investment property - Rs.77.15 million .Fair Value done by a registered valuer as defined under rule 2 of Register Valuer and Valuation Rules 2017.
Refer Note no 1.10 of Material Accounting Policies

Reconciliation of Investment property as on date of transition

Particulars	Net Block as per Previous GAAP (As at 1st April 2023)	Ind AS Reclassification	Net block as per Ind AS
Investment Property			
Land	-	14.12	14.12
Building	-	1.85	1.85
Total	**-**	**15.97**	**15.97**

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5 Right of Use Assets ₹ in million

	Particulars	Land	Buildings	Total
I	**Cost**			
	Balance as at April 1,2022	-	44.95	44.95
	Additions during the year	-	35.35	35.35
	Withdrawn during the year	-	-	-
	Balance as at March 31,2023	**-**	**80.30**	**80.30**
	Additions during the year	-	8.67	8.67
	Withdrawn during the year	-	-	-
	Balance as at March 31,2024	**-**	**88.97**	**88.97**
	Additions during the year	20.96	11.71	32.67
	Withdrawn during the year		8.35	8.35
	Balance as at March 31,2025	**20.96**	**92.33**	**113.29**
II	**Accumulated depreciation**			
	Balance as at April 1,2022		9.72	9.72
	Depreciation for the year		14.42	14.42
	Withdrawn during the year		-	-
	Balance as at March 31,2023		**24.14**	**24.14**
	Depreciation for the year		17.97	17.97
	Withdrawn during the year		-	-
	Balance as at March 31,2024	**-**	**42.11**	**42.11**
	Depreciation for the year	0.30	19.51	19.81
	Withdrawn during the year		3.21	3.21
	Balance as at March 31,2025	**0.30**	**58.41**	**58.71**
III	**Net Carrying Value (I-II)**			
	Balance as at April 1,2022	-	35.23	35.23
	Balance as at March 31,2023	-	56.16	56.16
	Balance as at March 31,2024	-	46.86	46.86
	Balance as at March 31,2025	**20.66**	**33.92**	**54.58**

Refer note no 1.12 of material accounting policy.

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6 Goodwill ₹ in million

	Particulars	Goodwill	Total
I	**Cost**		
	Balance as at April 1,2022	-	-
	Additions during the year	-	-
	Withdrawn during the year	-	-
	Balance as at March 31,2023	**-**	**-**
	Additions during the year	-	-
	Withdrawn during the year	-	-
	Balance as at March 31,2024	**-**	**-**
	Additions during the year*	13.00	13.00
	Withdrawn during the year	-	-
	Balance as at March 31,2025	**13.00**	**13.00**
II	**Accumulated Depreciation**		
	Balance as at April 1,2022	-	-
	Amortisation for the year	-	-
	Withdrawn during the year	-	-
	Balance as at March 31,2023	**-**	**-**
	Amortisation for the year	-	-
	Withdrawn during the year	-	-
	Balance as at March 31,2024	**-**	**-**
	Amortisation for the year	-	-
	Withdrawn during the year	-	-
	Balance as at March 31,2025	**-**	**-**
III	**Net Carrying Value (I-II)**		
	Balance as at April 1,2022	-	-
	Balance as at March 31,2023	-	-
	Balance as at March 31,2024	-	-
	Balance as at March 31,2025	**13.00**	**13.00**

*Addition during the year represents the excess of amount paid over asset purchases in respect of acquisition of business (Refer note no 51(b))

7 Other Intangible Assets

₹ in million

Particulars	Intangibles	Total
I Cost		
Balance as at April 01,2022	12.19	12.19
Additions during the year	0.88	0.88
Withdrawn during the year	-	-
Balance as at March 31,2023	**13.07**	**13.07**
Additions during the year	-	-
Withdrawn during the year	-	-
Balance as at March 31,2024	**13.07**	**13.07**
Additions during the year	1.08	**1.08**
Withdrawn during the year		-
Balance as at March 31,2025	**14.15**	**14.15**
II Accumulated depreciation		
Balance as at April 01,2022	0.91	0.91
Amortisation for the year	1.97	1.97
Withdrawn during the year	-	-
Balance as at March 31,2023	**2.88**	**2.88**
Amortisation for the year	1.99	**1.99**
Withdrawn during the year	-	-
Balance as at March 31,2024	**4.87**	**4.87**
Amortisation for the year	2.11	**2.11**
Withdrawn during the year		-
Balance as at March 31,2025	**6.98**	**6.98**
III Net Carrying Value (I-II)		
Balance as at April 01,2022	11.28	11.28
Balance as at March 31,2023	10.19	10.19
Balance as at March 31,2024	8.20	8.20
Balance as at March 31,2025	**7.17**	**7.17**

(i) The Group has measured Intangible Assets on retrospective basis by applying the guidance under IND AS 101 as on the date of transition. Refer Note no 1.11 of Material Accounting Policies

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NON- CURRENT ASSETS

8 Other financial assets

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Unsecured, Considered Good			
Rental and lease deposits	26.97	19.25	14.90
Security Deposits	70.10	34.43	56.05
Earmarked Balances			
Term Deposits (having maturity of more than 12 months)*	9.47	39.49	16.40
Unsecured Deposits, Considered Doubtful			
Deposits	0.88	0.88	0.88
Less : Allowance for doubtful deposits	(0.88)	(0.88)	(0.88)
Total	**106.54**	**93.17**	**87.35**

* Deposits with banks are earmarked as margin money for letter of guarantees issued.

9 Non-current tax assets

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Advance payment of taxes (Net)	0.77	1.99	16.72
	0.77	**1.99**	**16.72**

10 Other Non-current assets

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
a) Capital Advances	1,428.85	234.65	197.70
b) Deposits with sales tax authorities	3.50	3.50	3.50
Total	**1,432.35**	**238.15**	**201.20**

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CURRENT ASSETS

11 Inventories

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
a) Raw Materials	431.37	394.71	211.57
i) Material in transit	38.34	27.47	-
b) Stock-in-trade	5.52	13.74	12.46
c) Work-in-progress	258.73	141.22	35.73
d) Finished Goods	1,666.56	1,354.26	699.36
e) Stores and Spares	220.64	155.45	98.86
Total	**2,621.16**	**2,086.85**	**1,057.98**

Refer Note No 1.13 of material accounting policies
Inventories have been given as security for the borrowings availed by the Company. Refer Note.26
Inventories as 31st March 2025 is net off Provision for / (Reversal) of Non/Slow Moving Inventory of ₹ 4.80 million
Amount of write down of Inventories recognised as an Expense - ₹ 4.94 million (31st March 2024 - ₹ 9.70 million, 31st March 2023 - ₹ 7.88 miilion)

Cost of Inventory Recognised as an Expense

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Cost of Materials Consumed	15,444.57	12,802.43	9,163.21
Cost of Traded Goods Sold	518.41	489.05	499.97
Stores and Spares	24.68	31.74	25.03
Total	**15,987.66**	**13,323.22**	**9,688.21**

Financial Assets

12 Trade Receivables

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Unsecured			
a) Trade Receivables considered good	1,038.28	833.54	716.72
b) Trade Receivables which have significant increase in credit risk	138.55	104.78	67.73
c) Credit impairment	-	-	-
	1,176.83	938.32	784.45
Less: Allowances for Expected Credit Loss	(154.52)	(119.96)	(81.68)
Total	**1,022.31**	**818.36**	**702.77**

Trade Receivables have been given as security for the borrowings availed by the Company. Refer Note.26
Trade Receivables are non interest bearing and generally on credit terms in the range of 15-60 days
The Company's Exposure to credit and currency risk and loss allowances related to Trade Receivables are disclosed in Note.48

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Trade receivable - Ageing Schedule as at 31st March 2025

Particulars	Outstanding for following periods					As at 31st March 2025
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables						
- Considered good	815.51	218.14	1.24	0.66	1.88	1,037.43
- which have significant increase in credit risk	-	-	0.25	116.16	3.26	119.67
- Credit Impaired	-	-	-	-	-	-
(ii) Disputed trade receivables						-
- Considered good	-	-	-	-	-	-
- which have significant increase in credit risk	0.27	-	-	19.46	-	19.73
- Credit Impaired	-	-	-	-	-	-
Total	**815.78**	**218.14**	**1.49**	**136.28**	**5.14**	**1,176.83**
Less: Allowances for Expected Credit Loss						(154.52)
Total	**815.78**	**218.14**	**1.49**	**136.28**	**5.14**	**1,022.31**

Trade receivable - Ageing Schedule as at 31st March 2024

Particulars	Outstanding for following periods					As at 31st March 2024
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables						
- Considered good	800.91	31.34	0.28	0.61	0.40	833.54
- which have significant increase in credit risk	-	-	37.84	27.62	18.92	84.38
- Credit Impaired	-	-	-	-	-	-
(ii) Disputed trade receivables						-
- Considered good	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	10.38	4.89	5.13	20.40
- Credit Impaired	-	-	-	-	-	-
Total	**800.91**	**31.34**	**48.50**	**33.12**	**24.45**	**938.32**
Less: Allowances for Expected Credit Loss						(119.96)
Total	**800.91**	**31.34**	**48.50**	**33.12**	**24.45**	**818.36**

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Trade receivable - Ageing Schedule as at 31st March 2023

Particulars	Outstanding for following periods					As at 31st March 2023
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables						
- Considered good	677.17	35.42	4.13	-	-	716.72
- which have significant increase in credit risk	-	-	31.59	9.37	11.19	52.15
- Credit Impaired						
(ii) Disputed trade receivables						-
- Considered good	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	5.95	9.63	-	15.58
- Credit Impaired						
Total	**677.17**	**35.42**	**41.67**	**19.00**	**11.19**	**784.45**
Less: Allowances for Expected Credit Loss	-	-	-	-	-	(81.68)
Total	**677.17**	**35.42**	**41.67**	**19.00**	**11.19**	**702.77**

Movement in the Allowances for Expected Credit Loss	**As at 31st March 2025**	**As at 31st March 2024**	**As at 31st March 2023**
	₹ in million	**₹ in million**	**₹ in million**
Balance at the beginning of the period	119.96	81.68	59.11
Expected Credit Loss Provided / (Reversal)	34.56	38.28	22.57
Balance at the end of the period	**154.52**	**119.96**	**81.68**

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13 Cash and cash equivalents

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
a) Balances with Bank			
- In Current Accounts	138.53	111.63	84.79
- In Deposits with Maturity less than 3 months	-	-	-
b) Cheques on hand	0.03	-	4.43
c) Cash on hand	1.09	1.45	0.95
Total	**139.65**	**113.08**	**90.17**

Refer Note No 1.14 of Material accounting policies.

14 Bank balances other than above

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
a. Earmarked balances			
- in margin account*	69.14	48.11	36.27
- In Unspent CSR amount	0.01	0.00	0.78
Total	**69.15**	**48.11**	**37.05**

* Deposits amounting to ₹ 69.14 million(31.03.2024: ₹ 48.11 million; 31.03.2023: ₹ 36.27 million) have been kept as margin money for letter of guarantees issued.

15 Other financial assets

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Unsecured, considered good			
a) Export incentive receivable	4.84	2.34	0.34
b) Interest accrued	3.63	0.75	0.42
c) Electricity deposit	-	4.22	4.22
Total	**8.47**	**7.31**	**4.98**

16 Other current assets

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
a) Advance to suppliers	71.52	47.83	25.68
b) Advance for Expenses	0.00	0.00	0.24
c) GST Credit Receivable	173.89	183.77	70.62
d) Prepaid expenses*	73.07	42.37	36.45
e) Employee Advances	2.24	1.13	6.16
f) Balance with Government Authorities	6.90	6.90	-
Total	**327.62**	**282.00**	**139.15**

* Prepaid expenses as at 31 st March 2025 includes an amount of ₹ 35.35 million incurred towards Initial Public Offer (IPO).

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17 Equity Share Capital

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
	₹ in million	₹ in million	₹ in million
Authorised Share Capital			
85,00,00,000 Equity shares of ₹ 2/- each	1,700.00	50.00	50.00
(31-03-2024 and 01-04-2023 - 50,00,000 Equity Shares of ₹ 10 each)			
Issued , Subscribed and Paid up share capital			
63,00,00,000 Equity shares of ₹ 2/- each	1,260.00	35.00	35.00
(31-03-2024 and 01-04-2023 - 35,00,000 Equity Shares of ₹ 10 each)			
Total	**1,260.00**	**35.00**	**35.00**

a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31st March 2025		As at 31st March 2024		As at 31st March 2023	
	No.of.Shares	Amount (In million)	No.of.Shares	Amount (In million)	No.of.Shares	Amount (In million)
a. Shares outstanding at the beginning of the year	35,00,000	35.00	35,00,000	35.00	35,00,000	35.00
b. Shares issued during the year	-	-	-	-	-	-
c. Shares issued during the year on account of stock split	1,40,00,000	-				
d. Shares issued during the year on account of bonus issue	61,25,00,000	1,225.00				
e. Shares bought back during the year	-	-	-	-	-	-
f. Shares outstanding at the end of the year	**63,00,00,000**	**1,260.00**	**35,00,000**	**35.00**	**35,00,000**	**35.00**

b. Terms and Conditions:

Voting

- The shareholders are entitled to one vote for each share held by them.

Dividend

- The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Liquidation

- In the event of liquidation of the Company, the holders of the equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. the distribution will be in proportion to the number of equity Shares held by the shareholders.

c. Shares held by Holding Company or Ultimate Holding Company - Nil

d. Details of Shareholders' holding more than 5% shares in the Company :

Particulars	As at 31st March 2025		As at 31st March 2024		As at 31st March 2023	
	No.of.Shares	Percentage	No.of.Shares	Percentage	No.of.Shares	Percentage
- Sathishkumar T	27,89,99,820	44.29%	15,50,000	44.29%	15,50,000	44.29%
- Anitha S	34,64,99,640	55.00%	19,25,000	55.00%	19,25,000	55.00%
	62,54,99,460	**99.29%**	**34,75,000**	**99.29%**	**34,75,000**	**99.29%**

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e. Promoter and Promoter group Shareholding :
For the year 2024-25

Particulars	As at 31st March 2025		As at 31st March 2024		Change during the year (A-B) / (B)*
	Number (A)	Percentage (%)	Number (B)	Percentage (%)	
- Sathishkumar T	27,89,99,820	44.29%	15,50,000	44.29%	17899.99%
- Anitha S	34,64,99,640	55.00%	19,25,000	55.00%	17899.98%
- T S Shanjay	22,50,000	0.36%	12,500	0.36%	17900.00%
- T S Nitin	22,50,000	0.36%	12,500	0.36%	17900.00%
- Shivakumar C S	180	0.00%	-	0.00%	NA
- Rathepriya	180	0.00%	-	0.00%	NA
	62,99,99,820	**100.00%**	**35,00,000**	**100.00%**	

*The percentage change has been computed with reference to number of shares at the beginning of the year. The increase is on account of stock split and bonus issue during the year and there is no increase in percentage of shareholding per se.

For the year 2023-24

Particulars	As at 31st March 2024		As at 31st March 2023		Change during the year (A-B) / (B)
	Number (A)	Percentage (%)	Number (B)	Percentage (%)	
- Sathishkumar T	15,50,000	44.29%	15,50,000	44.29%	0.00%
- Anitha S	19,25,000	55.00%	19,25,000	55.00%	0.00%
- T S Shanjay	12,500	0.36%	12,500	0.36%	0.00%
- T S Nitin	12,500	0.36%	12,500	0.36%	0.00%
	35,00,000	**100.00%**	**35,00,000**	**100.00%**	

f. The Company has subdivided its equity shares of face value of ₹ 10 each into face value of ₹ 2 each, vide the resolution passed in its Extraordinary General Meeting held on 14th March 2025. Further, the Company has also issued 35 bonus shares of ₹ 2 each for every 1 share held for equity shares vide resolution dated passed in its Extraordinary General Meeting held on 14th March 2025.
g.There were no shares bought back during the period of 5 years immediately preceding the balance sheet date

18 Instruments entirely equity in nature

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
	₹ in million	₹ in million	₹ in million
Authorised Share Capital			
2,50,00,000 Preference shares of ₹ 2/- each (31-03-2024 and 31-03-2023 - 1,00,000 Preference Shares of ₹ 10 each)	50.00	1.00	1.00
Issued , Subscribed and Paid up share capital			
1,22,85,000, 0.01% Compulsorily Convertible Preference Shares (CCPS) of ₹ 2 each (31-03-2024 and 31-03-2023 - 68,250 CCPS of ₹ 10 each)	24.57	0.68	0.68
Total	**24.57**	**0.68**	**0.68**

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a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31st March 2025		As at 31st March 2024		As at 31st March 2023	
	No.of.Shares	Amount (In million)	No.of.Shares	Amount (In million)	No.of.Shares	Amount (In million)
a. Shares outstanding at the beginning of the year	68,250	0.68	68,250	0.68	68,250	0.68
b. Shares issued during the year	-	-	-	-	-	-
c. Shares issued during the year on account of stock split	2,73,000	-	-	-	-	-
d. Shares issued during the year on account of bonus issue	1,19,43,750	23.89	-	-	-	-
e. Shares bought back during the year	-	-	-	-	-	-
f. Shares outstanding at the end of the year	**1,22,85,000**	**24.57**	**68,250**	**0.68**	**68,250**	**0.68**

b. Terms/ Rights attached

- Pursuant to the equity shareholders' approval obtained on July 15, 2020, the Company issued 68,250 CCPS of face value ₹ 10 each at a premium of ₹ 2,846, carrying a coupon rate of 0.01% per annum ('p.a.') and having a term of 36 months from the date of allotment to Grand Anicut Fund - I.
- The CCPS shall be converted into equity shares upon the earlier of:
  (a) In connection with the listing of Company's securities - Immediately prior to the filing of an offer document (or equivalent document, by whatever name called) with the competent authority or such later date as may be permitted under applicable law at the relevant time, and
  (b) The date which is one day prior to 3 years from the date of allotment of the CCPS.

- The preference shareholders are entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the Company (including the holders of equity shares).

- The preference shareholders have preference on the distribution of dividend.

There were no shares bought back during the period of 5 years immediately preceding the balance sheet date

c. Shares held by Holding Company or Ultimate Holding Company - Nil

d. The Company has subdivided its preference shares of face value of ₹ 10 each into face value of ₹ 2 each, vide the resolution passed in its Extraordinary General Meeting held on 14th March 2025. Further, the Company has also issued 35 bonus shares of ₹ 2 each for every 1 share held for preference shares vide resolution dated passed in its Extraordinary General Meeting held on 14th March 2025.

e. Details of Preference Shareholders' holding more than 5% shares in the Company :

Particulars	As at 31st March 2025		As at 31st March 2024		As at 31st March 2023	
	No.of.Shares	Percentage	No.of.Shares	Percentage	No.of.Shares	Percentage
- Grand Anicut Fund - I	-	-	52,786	77.34%	68,250	100.00%
- Anicut Equity Continuum Fund	58,61,520	47.71%	-	-	-	-
-Pratithi Growth Fund I	10,70,460	8.71%	-	0.00%	-	0.00%
- Oriental Carbon and Chemicals Limited	7,49,340	6.10%	4,163	6.10%	-	0.00%
- Venkatesh Ramarathinam	7,49,340	6.10%	4,163	6.10%	-	0.00%
	84,30,660	**68.63%**	**61,112**	**89.54%**	**68,250**	**100.00%**

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19 Other Equity

Particulars	General Reserve	Securities Premium	Retained earnings*	Common Control Adjustment Deficit Account	Other Comprehensive Income	Total
	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million
Opening balance as at 1st April 2022	**5.17**	**194.24**	**2,170.51**	**(56.25)**	**2.28**	**2,315.95**
Add: Profit during the year		-	272.30	-		272.30
Add: Additions during the year					(0.02)	(0.02)
Closing balance at the end of 31st March 2023	**5.17**	**194.24**	**2,442.81**	**(56.25)**	**2.26**	**2,588.23**
Add: Profit during the year			194.44			194.44
Add: Additions during the year					2.30	2.30
Closing balance at the end of 31st March 2024	**5.17**	**194.24**	**2,637.25**	**(56.25)**	**4.56**	**2,784.97**
Less: Utilisation on issue of bonus shares	(5.17)	(194.24)	(1,049.48)	-	-	(1,248.89)
Add: Profit during the year	-	-	460.74	-	(3.47)	457.28
Add: Additions during the year	-	-	-	-	(0.00)	(0.00)
Closing balance at the end of 31st March 2025	**-**	**-**	**2,048.51**	**(56.25)**	**1.10**	**1,993.36**

*Retained Earnings include an amount of Rs. 850.20 million (Net of taxes) on account of Fair Valuation of Land as on the date of transition to Ind As. This amount is not available for distribution of dividend.

Nature & purpose of reserves

a) General Reserve

The reserve arises on transfer portion of the net profit pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

b) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.

c) Retained earnings

Retained earnings are the profits that the Group has earned till date, less any dividends or other distribution to the shareholders.

d) Common control adjustment deficit account

Common control adjustment deficit account represents excess of consideration paid over the book value of the net assets and reserves taken-over in a common control business combination after adjusting the opening reserves of the combined entity. (Refer note no. 51(a))

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20 Borrowings

Particulars	Non Current portion			Current portion		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million	₹ in million
Secured Loans						
Term loans						
From banks	9,899.50	6,971.41	6,029.83	1,123.50	1,237.74	768.56
Less: Unamortized Upfront Fees on borrowings	(109.68)	(62.32)	(61.01)	(7.39)	(5.42)	(14.14)
	9,789.82	6,909.09	5,968.82	1,116.11	1,232.32	754.42
Vehicle Loans						
From banks	579.32	310.02	225.44	192.47	151.66	114.14
Less: Unmatured Financial Charges - Banks	(62.20)	(33.39)	(23.38)	(49.46)	(28.22)	(19.82)
	517.12	276.63	202.06	143.01	123.44	94.32
From others	-	-	-	-	-	0.62
Unsecured Loans						
Loan from Directors	13.63	12.49	11.45	-	-	-
Total	**10,320.57**	**7,198.21**	**6,182.33**	**1,259.12**	**1,355.76**	**849.36**

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Term loans from banks:

(i) Repayment terms:

Terms of loans	Bank	Security details	31st March 2025	31st March 2024	31st March 2023
Repayable in 21 monthly instalments aggregating to ₹ 168.00 million. The interest is payable on monthly basis.	Indian Bank	Note 1	168.00	264.00	360.00
Repayable in 41 monthly instalments aggregating to ₹ 4,18.99 million. The interest is payable on monthly basis.	Indian Bank	Note 1	418.99	545.44	655.79
Repayable in 24 monthly instalments aggregating to ₹ 4,58.35 million. The interest is payable on monthly basis.	Indian Bank	Note 1	458.35	615.50	628.60
Repayable in 120 monthly instalments aggregating to ₹ 9,99.13 million commencing from April 2025. The interest is payable on monthly basis.	Indian Bank	Note 1	999.13	999.13	528.62
Repayable in 120 monthly instalments aggregating to ₹ 4,36.44 million commencing from June 2026. The interest is payable on monthly basis.	Indian Bank	Note 1	436.44	-	-
-	Indian Bank	Note 1	0.00	109.98	219.99
Repayable in 23 monthly instalments aggregating to ₹ 1,34.52 million. The interest is payable on monthly basis.	Indian Overseas Bank	Note 1	134.52	230.52	324.02
Repayable in 44 monthly instalments aggregating to ₹ 6,92.28 million. The interest is payable on monthly basis.	Indian Overseas Bank	Note 1	692.28	871.37	1,031.75
Repayable in 36 monthly instalments aggregating to ₹ 376.28 million. The interest is payable on monthly basis.	Indian Overseas Bank	Note 2	376.28	501.70	501.70
Repayable in 120 monthly instalments aggregating to ₹ 368.49 million commencing from August 2026. The interest is payable on monthly basis.	Indian Overseas Bank	Note 7	368.49	-	-

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Terms of loans	Bank	Security details	31st March 2025	31st March 2024	31st March 2023
Repayable in 23 monthly instalments aggregating to ₹ 82.80 million. The interest is payable on monthly basis.	Union Bank	Note 1	82.80	126.00	169.20
Repayable in 17 monthly instalments aggregating to ₹ 57.93 million. The interest is payable on monthly basis.	Union Bank	Note 2	57.93	80.89	100.82
Repayable in 32 monthly instalments aggregating to ₹ 37.33 million. The interest is payable on monthly basis.	Union Bank	Note 2	37.33	51.33	56.00
Repayable in 120 monthly instalments aggregating to ₹ 2,08.17 million commencing from October 2026. The interest is payable on monthly basis.	Union Bank	Note 9	208.17	-	-
Repayable in 78 monthly instalments aggregating to ₹ 13.52 million. The interest is payable on monthly basis.	Union Bank	Note 3	13.52	-	-
Repayable in 75 monthly instalments aggregating to ₹ 25.64 million. The interest is payable on monthly basis.	Union Bank	Note 3	25.64	-	-
Repayable in 76 monthly instalments aggregating to ₹ 11.86 million. The interest is payable on monthly basis.	Union Bank	Note 3	11.86	-	-
Repayable in 79 monthly instalments aggregating to ₹ 48.77 million. The interest is payable on monthly basis.	Union Bank	Note 3	48.77	-	-
Repayable in 81 monthly instalments aggregating to ₹ 130.00 million commencing from May 2025. The interest is payable on monthly basis.	Union Bank	Note 3	130.00	-	-
-	Union Bank	Note 3	-	69.58	-

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Terms of loans	Bank	Security details	31st March 2025	31st March 2024	31st March 2023
-	Union Bank	Note 3	-	72.36	-
-	Union Bank	Note 1	-	-	1.63
-	Union Bank	Note 1	-	-	3.41
-	Union Bank	Note 1	-	-	0.30
-	UCO Bank	Note 3	-	28.02	44.60
-	UCO Bank	Note 4	-	-	10.02
Repayable in 25 monthly instalments aggregating to ₹ 23.73 million.The interest is payable on monthly basis.	The Federal Bank Ltd	Note 5	23.73	37.74	51.73
Repayable in 27 monthly instalments aggregating to ₹ 108.00 million. The interest is payable on monthly basis.	The Federal Bank Ltd	Note 6	108.00	156.00	204.00
Repayable in 72 monthly instalments aggregating to ₹ 435.57 million commencing from May 2025.The interest is payable on monthly basis.	The Federal Bank Ltd	Note 8	435.57	-	-

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Terms of loans	Bank	Security details	31st March 2025	31st March 2024	31st March 2023
Repayable in 117 monthly instalments aggregating to ₹ 15,87.50 million .The interest is payable on monthly basis.	State Bank of India	Note 7	1,587.50	1,599.58	906.21
Repayable in 120 monthly instalments aggregating to ₹ 1,148.63 million commencing from August 2026.The interest is payable on monthly basis.	State Bank of India	Note 7	1,148.63	-	-
Repayable in 120 monthly instalments aggregating to ₹ 849.92 million commencing from April 2026.The interest is payable on monthly basis.	Bank of Maharashtra	Note 1	849.92	-	-
Repayable in 40 quarterly instalments aggregating to ₹ 364.69 million commencing from September 2026.The interest is payable on monthly basis.	Yes Bank	Note 1	364.69	-	-
Repayable in 115 monthly instalments aggregating to ₹ 1,826.88 million.The interest is payable on monthly basis.	RBL Bank Limited	Note 7	1,826.87	1,850.00	1,000.00
Repayable in 19 monthly instalments aggregating to ₹ 9.59 million. The interest is payable on monthly basis.	Federal Bank	Note 10	9.59	-	-
			11,023.00	**8,209.15**	**6,798.39**

The Effective rate of interest of the above loans are range from 8.76% to 13.00%

Vehicle Loans from Bank

Vehicle loan from banks and financial institutions of ₹ 660.14 million (March 31, 2024 : ₹ 400.07 million) carries interest @ 6.51% to 9.30 % p.a. The loans are repayable in 42 to 60 monthly instalments starting from the respective date of finance. The loan is secured by specific assets financed (vehicle).

(ii) Security details:

Note 1: The loans are secured by pari passu first charge on properties owned by the Company(present and future), hypothecation of other fixed assets of the Company (except vehicles financed by HDFC Bank Ltd, Kotak Mahindra Bank Ltd and other financial institutions, Windmill/Biogas project financed by UCO Bank Ltd and Solar Loan financed by Federal Bank Ltd) and second pari passu charge on current assets of the Company.

Note 2: Secured by second charge with the existing credit facilities in terms of cash flows and entire current assets with charge on the assets financed.

Note 3: Secured by hypothecation of machineries purchased out of the term loan.

Note 4: Primarily secured by hypothecation of plant and machinery purchased out of the bank finance and collaterally secured by second charge on one number of Gamesa windmill 2MW capacity of INR 132.5 million and windmill land to an extent of 3.98 acres situated at SF No.253/1, Naampatti village, Kayathar, Tuticorin.

Note 5: Primarily secured by hypothecation of 2 MW of Solar Power plant at Periyapuliyur Village, Bhavani Taluk, Erode District and collaterally secured by (i) Equitable mortgage of agricultural land admeasuring 5.71 acres in R.S.No.732/2, 733/4, Periyapuliyur Village, Bhavani Taluk, Erode District, in the name of Sathishkumar T(Chairman and Managing Director) and (ii) Equitable mortgage of agricultural land admeasuring 14.66 acres in R.S.No.20/58 and others in Kavilipalayam Village, Erode District, in the name of Sathishkumar T(Chairman and Managing Director).

Note 6: Primarily secured by hypothecation of 7 MW of Solar Power plant at Kavilipalayam Village, Pujai Puliyampatti, Sathyamanalam Taluk, Erode District and collaterally secured by (i) Equitable mortgage of agricultural land admeasuring 5.71 acres in R.S.No.732/2, 733/4, Periyapuliyur Village, Bhavani Taluk, Erode District, in the name of Sathishkumar T(Chairman and Managing Director) and (ii) Equitable mortgage of agricultural land admeasuring 14.66 acres in R.S.No.20/58 and others in Kavilipalayam Village, Erode District, in the name of Sathishkumar T(Chairman and Managing Director).

Note 7: The loans are secured by pari passu first charge over immovable and movable fixed assets(Present and future) of the Company excluding Windmill, 9MW Solar Power Plant and Bio Gas Plant (which has been charged to respective term loan lenders) and excluding vehicles financed by other lenders and second pari passu charge on the current assets of the Company.

Note 8:Primarily Secured by hypothecation of 20 MW of Solar Power plant at arasanoor, Sivaganga District, Tamilnadu and collaterally secured by (i) Equitable mortgage of 60 Acres of Solar Land in the name of Sathishkumar T(Chairman and Managing Director), (ii) Equitable mortgage of agricultural land admeasuring 5.71 acres in R.S.No.732/2, 733/4, Periyapuliyur Village, Bhavani Taluk, Erode District, in the name of Sathishkumar T(Chairman and Managing Director)) and (iii) Equitable mortgage of agricultural land admeasuring 19.55 acres in R.S.No.20/58 and others in Kavilipalayam Village, Erode District, in the name of Sathishkumar T(Chairman and Managing Director).

Note 9: The loans are secured by pari passu first charge over Plant and Equipment and other immovable assets of the Company and first pari passu charge on the current assets of the Company.
The term loan facilities are further secured by 'the "Milky Mist" brand name and personal properties of the directors and guaranteed by personal guarantee of Promoter Directors.

Note 10: Term Loans are secured by Hypothecation of various machinery being purchased out of the loan and repayable in 19 Instalments carrying an interest rate of 13%

Unsecured Loans

Unsecured Loan from director is repayable in 6 years and is Interest free. These have been fair valued by applying an weighted average borrowing rate of 9.14 % per annum

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21 Lease Liability

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Lease Liability - Non Current	39.31	32.87	42.57
Total	**39.31**	**32.87**	**42.57**

Refer Note No. 1.12 of Material Accounting Policies and Note No. 53 for movement and maturities of Lease Liability

22 Other Financial liabilities

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
- Purchase consideration payable for business acquisition (Refer Note 51(a))	-	71.25	71.25
- Dealers deposit	124.18	73.92	46.78
Total	**124.18**	**145.17**	**118.03**

23 Provisions

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Provision for Employee benefits			
- Gratuity (Refer note no. 50)	25.99	16.40	13.12
- Leave Encashment	14.97	17.11	5.70
Total	**40.96**	**33.51**	**18.82**

24 Deferred tax liabilities (Net)

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Deferred Tax Liabilities :			
-On PPE and intangible assets	1,341.38	1,099.31	898.00
-On Unamortised Processing Fees	41.00	23.77	26.44
[A]	**1,382.38**	**1,123.08**	**924.44**
Deferred tax assets :			
- On disallowances under the income tax act	56.50	41.74	28.68
'- On Unused Tax Losses and benefits	37.92	42.89	14.59
- On Lease Liability	1.39	1.22	0.79
- On Employee benefit Expense	33.31	28.68	17.52
-On Others	0.67	6.80	6.02
[B]	**129.79**	**121.33**	**67.60**
Net deferred tax liability/(asset) - (A-B)	**1,252.59**	**1,001.75**	**856.84**
Less : MAT credit	(71.84)	(71.84)	(71.84)
Total	**1,180.75**	**929.91**	**785.00**

Refer note no. 43 for tax expense reconciliation & MAT Credit entitlement

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25 Other non-current liabilities

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Security Deposits	20.44	8.47	4.17
Deferred interest income	0.83	1.91	2.99
Total	**21.27**	**10.38**	**7.16**

26 Borrowings

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Secured			
a) Current maturities of long-term borrowings (Ref. Note No. 20)	1,259.12	1,355.76	849.36
b) Working capital loans from bank	2,184.02	1,810.71	918.14
Unsecured			
a) Loan from Directors	0.05	2.55	30.81
Total	**3,443.19**	**3,169.02**	**1,798.31**

- Working capital loan from banks are secured by
(i) Pari passu first charge on all the current assets of the Company
(ii) Hypothecation of 2 MW of Solar Power plant at Periyapuliyur Village, Bhavani Taluk, Erode District
(iii) Hypothecation of 7 MW of Solar Power plant at Kavilipalayam Village, Pujai Puliyampatti, Sathyamangalam Taluk, Erode District
(iv) Equitable mortgage of agricultural land admeasuring 5.71 acres in R.S.No.732/2, 733/4, Periyapuliyur Village, Bhavani Taluk, Erode District, in the name of Sathishkumar T(Chairman and Managing Director)
(v) Equitable mortgage of agricultural land admeasuring 19.55 acres in R.S.No.20/58 and others in Kavilipalayam Village, Erode District, in the name of Sathishkumar T(Chairman and Managing Director) and collaterally secured by "Milky Mist" brand name of the Company and personal properties of the directors. The working capital facility is repayable on demand and carries interest in the range of 8.00% p.a. to 10.30% p.a.
- Unsecured loan from directors are non-interest bearing and are repayable on demand.

27 Lease liability

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Lease Liability - Current	16.87	16.38	14.46
Total	**16.87**	**16.38**	**14.46**

Refer Note No. 1.12 of Material Accounting Policies and Note No. 53 for movement and maturities of Lease Liability

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28 Trade Payables

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Trade Payables			
a) Total outstanding dues of micro and small enterprises	31.06	9.96	6.64
b) Total outstanding dues of creditors other than micro and small enterprises	913.01	440.66	279.34
Total	**944.07**	**450.62**	**285.98**

The information in relation to dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company. The company has issued letters seeking confirmation from suppliers regarding registration under the " Micro, Small and Medium Enterprises Development Act, 2006"

Ageing as at 31st March 2025

Particulars	Outstanding for the following period				
	MSME	Others	Disputed dues - MSME	Disputed dues - Others	Total
Less than 1 year	31.25	911.41	-	-	942.66
1 -2 years	-	1.41	-	-	1.41
2 -3 years	-	-	-	-	-
More than 3 years	-	-	-	-	-
Total	**31.25**	**912.82**	**-**	**-**	**944.07**

Ageing as at 31st March 2024

Particulars	Outstanding for the following period				
	MSME	Others	Disputed dues - MSME	Disputed dues - Others	Total
Less than 1 year	9.96	440.41	-	-	450.37
1 -2 years	-	0.25	-	-	0.25
2 -3 years	-	-	-	-	-
More than 3 years	-	-	-	-	-
Total	**9.96**	**440.66**	**-**	**-**	**450.62**

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Ageing as at 31st March 2023

Particulars	Outstanding for the following period				
	MSME	Others	Disputed dues - MSME	Disputed dues - Others	Total
Less than 1 year	6.64	278.96	-	-	285.60
1 -2 years	-	0.38	-	-	0.38
2 -3 years	-	-	-	-	-
More than 3 years	-	-	-	-	-
Total	**6.64**	**279.34**	**-**	**-**	**285.98**

- The above ageing have been presented on First-in-First out based on settlement of invoices.

29 Other Financial Liabilities

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
a) Employees Benefits Payable	89.62	82.18	60.92
b) Directors remuneration payable	33.50	26.07	-
c) Provision for CSR	0.00	0.00	5.20
d) Interest Accrued but not due on Borrowings	35.24	33.20	15.97
e) Creditors for capital goods	849.31	378.28	366.50
f) Purchase consideration payable for business acquisition (Refer Note 51(a))	71.25	-	-
g) Other Payables*	888.81	641.34	474.72
Total	**1,967.73**	**1,161.07**	**923.31**

*Other Payables includes Provision for expenses & creditors for expenses.

30 Other current liabilities

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
a) Statutory Dues payable	33.08	59.56	73.52
b) Contract Liabilities	28.82	17.41	7.97
d) Deferred interest income	1.08	1.08	1.09
c) Others	-	0.11	0.06
Total	**62.98**	**78.16**	**82.64**

31 Provisions

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Provision for Employee benefits			
a) Gratuity (Refer note no. 50)	20.01	14.11	10.89
b) Leave Encashment	1.88	2.50	0.79
Total	**21.89**	**16.61**	**11.68**

32 Current Tax Liabilities (Net)

Particulars	As at 31st March 2025 ₹ in million	As at 31st March 2024 ₹ in million	As at 31st March 2023 ₹ in million
Provision for Income Tax (Net of advance tax)	44.20	-	-
Total	**44.20**	-	-

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33 Revenue from operations

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
Sale of products			
- Sale of manufactured goods	22,755.97	17,554.16	13,298.45
- Sale of traded goods	572.53	526.67	574.98
Total - A	**23,328.50**	**18,080.83**	**13,873.43**
Other operating revenue			
- Freight recovery	162.53	132.65	65.59
- Export incentive	4.00	2.61	2.73
Total - B	**166.53**	**135.26**	**68.32**
Grand Total (A+B)	**23,495.03**	**18,216.09**	**13,941.75**

Reconciliation of Revenue recognised in Statement of Profit and Loss Account with Contracted Price

Revenue from contract with customers as per Contract Price	25,700.48	19,955.44	14,456.76
Less: Trade Discounts, Claims etc.,	(2,371.98)	(1,874.61)	(583.33)
Revenue from Contract with Customers as per Statement of Profit & Loss	**23,328.50**	**18,080.83**	**13,873.43**

Disaggregation of Revenue

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
A. Export Sales	741.49	481.94	304.70
B. Domestic Sales	22,587.01	17,598.89	13,568.73
Total	**23,328.50**	**18,080.83**	**13,873.43**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
Contract Balances			
Trade receivable	1,022.31	818.36	702.77
Contract assets - Unbilled revenue		-	-
Contract liability - Advance from customer	28.82	17.41	7.97

Contract assets are revenue earned but remain unbilled at the end of the year. Contract liabilities are amount received for which performance obligation are yet to be satisfied.

An amount of ₹ 17.41 million included in the contract liability as at 31st March 2024 has been recognised as revenue during the year ended 31st March 2025 (31st March 2024 ₹ 7.97 million, 31st March 2023 ₹13.28 million)

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34 Other income

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
Interest income	9.00	6.27	5.71
Interest on Income Tax Refund	-	0.93	-
Net gain on foreign currency transaction	-	7.14	-
Profit on sale of assets (Net)	0.17	-	0.08
Rental income	2.12	1.46	1.32
Liability written back	2.33	25.41	15.89
Excess provision reversed	3.25	-	-
Interest Income on Financial Instruments	1.59	0.90	0.52
Miscellaneous income	34.44	10.35	24.27
Total	**52.90**	**52.46**	**47.79**

35 Cost of Materials consumed

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
Materials Consumed	15,444.57	12,802.43	9,163.21
	15,444.57	**12,802.43**	**9,163.21**
Material consumed comprises:			
Raw milk	11,007.41	9,833.72	7,011.69
Additives and other consumables	3,041.20	1,931.66	1,462.60
Packing material	1,395.96	1,037.05	688.92
Total	**15,444.57**	**12,802.43**	**9,163.21**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2023
	% in Consumption	₹ in million	% in Consumption	₹ in million	% in Consumption	₹ in million
Imports	0.52%	79.93	0.58%	74.02	0.34%	30.92
Indigenous	99.48%	15,364.64	99.42%	12,728.41	99.66%	9,132.29
Total	**100.00%**	**15,444.57**	**100.00%**	**12,802.43**	**100.00%**	**9,163.21**

36 Purchase of Stock-in-trade

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
Cattle Feed	349.34	334.23	248.03
Milk products	7.43	24.23	133.59
Non-milk products	153.42	131.87	115.72
Total	**510.19**	**490.33**	**497.34**

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37 Changes in inventories of finished goods/Work in progress/stock-in-trade

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
Inventories at the end of the year:			
Finished goods	1,672.08	1,368.00	711.82
Work-in-progress	258.73	141.22	35.73
Total	**1,930.81**	**1,509.22**	**747.55**
Inventories at the beginning of the year:			
Finished goods	1,368.00	711.82	466.71
Work-in-progress	141.22	35.73	39.26
Total	**1,509.22**	**747.55**	**505.97**
Net Increase / (Decrease) in inventories of finished goods and Work in progress	**(421.59)**	**(761.67)**	**(241.58)**

38 Employee benefits expense

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
Salaries,wages and bonus	1,381.76	1,104.20	783.37
Contribution to provident and other funds	29.57	25.78	19.04
Gratuity (Refer note no.50)	16.52	11.63	8.60
Staff welfare expenses	20.03	16.10	13.75
Total	**1,447.88**	**1,157.71**	**824.76**

39 Finance Cost

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
a) Interest Expense	1,014.65	813.01	551.77
Less: Interest Subvention received	(183.77)	(129.34)	0.00
	830.88	**683.67**	**551.77**
b) Interest on Lease Liability	4.86	5.04	4.89
c) Other Borrowing Cost	27.63	33.52	17.92
Total	**863.37**	**722.23**	**574.58**

40 Depreciation and amortisation expenses

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
a) Depreciation on Property, Plant & Equipment (Refer Note 2)	1,342.64	1,054.18	788.18
b) Depreciation on Investment Properties (Refer Note 4)	0.08	0.08	0.08
c) Depreciation on Right of Use Assets (Refer Note 5)	19.81	17.97	14.42
d) Amortisation of Intangible assets (Refer Note 7)	2.11	1.99	1.97
Total	**1,364.64**	**1,074.22**	**804.65**

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41 Other Expenses

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
Consumption of stores and spares	24.68	31.74	25.03
Power and fuel (net off self generation)	501.23	402.26	245.84
Water charges	28.96	28.05	18.26
Rent	12.97	9.17	8.84
Rates & taxes	64.95	24.05	56.57
Insurance expenses	40.55	30.20	26.98
Logistics expenses	814.97	654.88	502.62
Repairs & Maintenance			
- Building	19.08	17.19	14.37
- Machinery	262.90	201.16	130.51
- Vehicle	69.09	62.66	58.25
- Others	27.70	23.90	19.83
Milk chilling and Processing charges	32.03	41.70	31.14
Selling and Distribution Expenses	1,219.63	520.28	332.08
Security charges	14.75	13.73	15.38
Travelling and conveyance	138.55	121.70	101.46
Professional & consultancy charges	72.52	64.01	55.94
Auditor's remuneration (Refer note no.41(A))	5.34	4.15	3.66
Provision for Expected Credit Loss	34.56	38.28	22.57
Bad Debts	1.31	1.95	-
Exchange Fluctuation (Net)	4.24	-	15.92
CSR expenses	10.55	10.24	7.52
Miscellaneous expenses	62.86	55.15	39.10
Total	**3,463.42**	**2,356.45**	**1,731.87**

41(A) Auditor's Remuneration

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
	₹ in million	₹ in million	₹ in million
(a) For statutory audit	2.90	2.64	2.47
(b) For Consolidation	0.50	-	-
(c) For GST audit	-	-	-
(c) For Tax Audit & Services	1.60	1.35	0.95
(d) For Certification & Others	0.30	0.13	0.20
(e) For reimbursement of expenses	0.04	0.04	0.04
Total	**5.34**	**4.15**	**3.66**

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42 Earnings per Share

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders - (A)	460.74	194.44	272.30
Weighted average number of equity shares outstanding for Basic EPS - (B)	63,00,00,000	63,00,00,000	63,00,00,000
Weighted average number of equity shares outstanding for Diluted EPS -(C)	64,22,85,000	64,22,85,000	64,22,85,000
Face value per equity share (in ₹)	2	2	2
Basic earnings per share (in ₹)** - (A/B)	0.73	0.31	0.43
Diluted earnings per share (in ₹)** - (A/C)	0.72	0.30	0.42
Weighted average number equity shares used as the denominator (B)			
Opening balance of number of equity shares of Face Value of ₹10 each	35,00,000	35,00,000	35,00,000
Number of equity shares after sub division of Shares (Face value from ₹10 to ₹2) (a)	1,75,00,000	1,75,00,000	1,75,00,000
Number of equity shares under bonus issue (35 bonus shares for each equity share) (b)*	61,25,00,000	61,25,00,000	61,25,00,000
Weighted average number of equity shares used as the denominator in calculating basic earnings per share (a+b)	63,00,00,000	63,00,00,000	63,00,00,000
Diluted earnings per share			
Weighted average number of shares used as the denominator (C)			
Opening balance	35,68,250	35,68,250	35,68,250
Number of shares after shares sub division (Face value from ₹10 to ₹2) (a)	1,78,41,250	1,78,41,250	1,78,41,250
Number of shares under bonus issue (35 bonus shares for each equity share) (b)*	62,44,43,750	62,44,43,750	62,44,43,750
Weighted average number of shares used as the denominator in calculating basic earnings per share (a+b)	64,22,85,000	64,22,85,000	64,22,85,000

*The earnings per share reflects the impact of bonus shares issuance in the ratio of 35:1 i.e. 35 bonus shares for each equity share.

**Adjusted for bonus shares and sub-division of shares from beginning of previous financial year i.e., 01 April 2022, in accordance with Ind AS 33.

Stock Split & Issue of Bonus shares

On March 14, 2025, the shareholders of the Company have approved a stock split from a face value of ₹ 10 each to ₹ 2 each for both the class of shares. Further the shareholders have approved the issue of 35:1 bonus shares on fully paid shares having face value of ₹ 2 per share through capitalisation of reserves of the company amounting to Rs.1,248.89 million. The shares have been allotted on March 17,2025 .The impact of the stock split and bonus shares has been considered retrospectively for the purpose of calculation of basic and diluted earnings per share for all periods presented in accordance with IND AS 33 .The reconciliation of Pre and Post stock split / bonus issue of shares is given below:

Particulars	Equity Shares	0.01% Compulsorily Convertible Preference Shares	Total
Weighted average number of shares	35,00,000	68,250	35,68,250
Total shares pre sub division of shares (A)	35,00,000	68,250	35,68,250
Number of shares under shares sub divided (B)	1,40,00,000	2,73,000	1,42,73,000
Total shares pre bonus issue [C=(A+B)]	1,75,00,000	3,41,250	1,78,41,250
Number of shares under bonus issue (35 bonus shares for each share held)	61,25,00,000	1,19,43,750	62,44,43,750
Total shares post stock split / bonus issue	63,00,00,000	1,22,85,000	64,22,85,000

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43 Tax expense **₹ in million**

The Holding Company has paid income tax as per Section 115JB of the Income-tax Act,1961 for measurement of its income tax expense and accordingly continued to recognise its income tax expense at the prescribed domestic effective tax rate of 34.944%.

The Subsidiary (Asal Food Products Private Limited) has paid income tax as per Section 115BAA of the Income Tax Act, 1961 for measurement of its income tax expense and accordingly continued to recognise its income tax expense at the prescribed domestic effective tax rate of 25.17%.

The major components of income tax expense and the reconciliation between expected tax expense based on the domestic effective tax rate and the reported tax expense in the statement of profit and loss is as follows:

(a) Tax expenses recognised in Statement of Profit and Loss

Particulars	2024-25	2023-24	2022-23
Current Tax			
Current tax on profit for the year	162.11	88.15	120.88
Charge/ (Credit) in respect of current tax for earlier years	(0.12)	0.61	(10.12)
TOTAL (A)	161.99	88.76	110.76
Deferred Tax			
Origination / reversal of temporary differences	247.74	171.95	266.24
Effect of recognition/(reversal) of deferred tax on tax losses	4.98	(28.30)	(14.59)
TOTAL (B)	252.72	143.65	251.65
Total Tax expense recognized in Statement of P&L - (A)+(B)	**414.71**	**232.41**	**362.41**

(b) Tax expenses recognised in other comprehensive income

Particulars	2024-25	2023-24	2022-23
Items that will not be reclassified to P&L			
Remeasurements of the defined benefit plans	(1.86)	1.25	(0.01)
Net fair value gain on investments in equity instruments at FVTOCI	-	-	-
Total Tax expense recognized in other comprehensive income	**(1.86)**	**1.25**	**(0.01)**

(c)The reconciliation of estimated income tax expense at tax rate to income tax expense reported in Statement of Profit and Loss is as follows:

Particulars	2024-25	2023-24	2022-23
Profit / (Loss) before tax	875.45	426.85	634.71
Tax at the Indian tax rate of holding company	34.944%	34.944%	34.944%
Tax at the Indian tax rate of subsidiary	25.170%	25.170%	27.820%
Expected income tax expense at statutory tax rate	302.77	147.60	220.83
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:			
Expenses not deductible in determining taxable profits	28.50	18.72	34.14
Effect of non recognition of MAT credit (Refer Note)	82.75	82.48	116.12
Effect of recognition of deferred tax on tax losses	4.98	(28.30)	(14.59)
Disallowances and reversals - net	(4.17)	11.30	16.03
Charge/ (Credit) in respect of current tax for earlier years	(0.12)	0.61	(10.12)
Tax expense for the year	**414.71**	**232.41**	**362.41**

Note:

The above workings are based on provisional computation of tax expenses and are subject to finalisation of tax audit/ filing of tax returns.

MAT Credit availment:

The management is contemplating to migrate to the new tax regime u/s 115BAA wherein the Company would be paying a lower tax rate of 25.16% as against 34.94%. Considering the uncertainty in utilization of MAT credit on account of the above, MAT credit of ₹ 82.75 million (Previous Year :₹ 82.48 million) has not been recognized during the year. The cumulative amount of MAT credit which has not been recognised up to 31-03-2025 is ₹ 281.35 million. (Previous Year : ₹ 198.60 million)

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d) Significant Components of deferred tax assets / liabilities and their movements

Particular	Deferred Tax Assets/ (Liabilities) as on 01.04.2024	Recognised in profit or loss	Recognised in OCI	Deferred Tax Assets/ (Liabilities) as on 31.03.2025
Deferred tax asset/(liabilities)				
- On PPE and intangible assets	(1,099.31)	(242.08)	-	(1,341.38)
- On Unamortised processing fees	(23.77)	(17.23)	-	(41.00)
- On disallowances under the income tax act	41.74	14.76	-	56.50
- On Unused Tax Losses and benefits	42.89	(4.98)	-	37.92
- On lease liability	1.22	0.17	-	1.39
- On employee benefit expense	28.68	2.76	1.86	33.31
- On others	6.80	(6.13)	-	0.67
Net Deferred tax asset/(liabilities)	**(1,001.75)**	**(252.71)**	**1.86**	**(1,252.59)**
MAT Credit	71.84	-	-	71.84
	(929.91)	**(252.71)**	**1.86**	**(1,180.75)**

Particulars	Deferred Tax Assets/ (Liabilities) as on 01.04.2023	Recognised in profit or loss	Recognised in OCI	Deferred Tax Assets/ (Liabilities) as on 31.03.2024
Deferred tax asset/(liabilities)				
- On PPE and intangible assets	(898.00)	(201.31)	-	(1,099.31)
- On Unamortised processing fees	(26.44)	2.67	-	(23.77)
- On disallowances under the income tax act	28.68	13.06	-	41.74
- On Unused Tax Losses and benefits	14.59	28.30	-	42.89
- On lease liability	0.79	0.45	-	1.22
- On employee benefit expense	17.53	12.40	(1.25)	28.68
- On others	6.02	0.78	-	6.80
Net Deferred tax asset/(liabilities)	**(856.83)**	**(143.65)**	**(1.24)**	**(1,001.74)**
MAT Credit	71.84	-	-	71.84
	(785.00)	**(143.65)**	**(1.24)**	**(929.91)**

Particulars	Deferred Tax Assets/ (Liabilities) as on 01.04.2022	Retained Earnings	Recognised in profit or loss	Recognised in OCI	Deferred Tax Assets/ (Liabilities) as on 31.03.2023
Deferred tax asset/(liabilities)					
- On PPE and intangible assets	(478.37)	(144.89)	(274.75)	-	(898.00)
- On Unamortised processing fees	(19.77)	-	(6.67)	-	(26.44)
- On disallowances under the income tax act	-	-	28.68	-	28.68
- On Unused Tax Losses and benefits	-	-	14.59	-	14.59
- On lease liability	0.26	-	0.53	-	0.79
- On employee benefit expense	13.83	-	3.68	0.01	17.53
- On others	23.74	-	(17.72)	-	6.02
Net Deferred tax asset/(liabilities)	**(460.31)**	**(144.89)**	**(251.68)**	**0.01**	**(856.84)**
MAT Credit	**71.84**	**-**	**-**	**-**	**71.84**
	(388.47)	**(144.89)**	**(251.68)**	**0.01**	**(785.00)**

(Amount in million of INR unless otherwise stated)

44 Contingent Liabilities and Commitments:

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
(a) Contingent liabilities:			
- Guarantees given by banks on behalf of the Holding Company	87.75	105.09	98.60
- Dividend on compulsorily convertible preference shares		-	-
- Obligation with respect to Export Promotion Capital Goods (EPCG) licenses:			
Quantum of duty saved	1,806.00	1,255.56	1,133.54
- Disputed statutory liabilities not provided for (Refer note below)	256.24	161.79	-
- Disputed other liabilities not provided for	20.20	20.20	-
(b) Commitments:			
- Estimated amount of contracts remaining to be executed on capital account	2,960.54	1,830.47	1,077.00

Note:
1. During the Financial year 2023-24, the Holding Company has received a consolidated GST demand for an amount of ₹ 161.79 million (excluding penalty and interest) for the period July 2017 to March 2021. The demand includes an amount of ₹ 99.31 million for which the company has claimed input credit on capital goods forming part of Property, Plant & Equipment's. The company has disputed these demand and had filed a writ petition before the Madras High Court. A interim stay has been obtained on all further proceedings until the matter is heard. In the opinion of the management, no provision is considered necessary for the above demand. Necessary provisions/ adjustments to the Property, Plant and Equipment would be made, if necessary and differential depreciation would be charged as and when the matter is finally settled.

2. During the Financial year 2024-25, the company has received a GST demand for an amount of ₹ 44.04 million (excluding penalty and interest) for excess claim of Input tax credit for the period April 2019 to March 2020. The company has disputed these demand and had filed an appeal before the Appellate authority, Hyderabad, Telangana.

3. During the Financial year 2024-25, the company has received a GST demand for an amount of ₹ 50.41million (excluding penalty and interest). The demand related to short payment of GST due to wrong classification of goods, short payment of GST under RCM, irregular availment of input tax credit & non-reversal of ITC on exempted supplies for the period April 2021 to March 2022.

45 Segment information

The Holding Company's business activities are mainly related to processing of milk and manufacturing of milk related products, which are primarily assessed as a single reportable operating segment in accordance with Ind AS 108 - "Segment Reporting" by the management.

₹ in million

46 Related parties disclosures

In accordance with Ind AS-24 “Related Party Disclosures” of the Companies (Accounts) Rules 2015, as amended time to time and the Companies Act, 2013, the names of related parties along with aggregate amount of transactions and year end balances with them are given as follows:

Key Managerial Personnel

Sathishkumar T- Chairman and Managing Director

Anitha S - Whole-time Director

Dr K Rathnam - Whole-time Director and Chief Executive Officer

Biswajit Mishra - Chief Financial Officer (appointed w.e.f March 07, 2025)

R Subramanian - CFO (resigned w.e.f September 15, 2023)

Vivek G - Company Secretary (resigned w.e.f January 11, 2025)

S Prakash - Company Secretary and Compliance Officer (appointed w.e.f January 18, 2025)

Radha Venkatakrishnan - Independent Director (appointed w.e.f March 8, 2025)

Mallika S Janakiraman - Independent Director (appointed w.e.f March 13, 2025)

Relatives of Key Managerial Personnel

Shivakumar C S - Deputy general manager (Information Technology)

T S Shanjay (Management Executive) (w.e.f May 02, 2024)

Others (Enterprise over which relative of key management personnel are able to exercise significant influence)

Magiva Technologies Private Limited

Milky Mist Dairy Food Limited
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Notes to the Restated Consolidated Financial Information
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₹ in million

Related Party Transaction

The following transactions were carried out with related parties during the year in the ordinary course of business:

Nature of transaction	Related Parties	Nature of parties	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Transactions during the year					
Remuneration paid	Sathishkumar T	KMP	162.50	136.25	97.50
	Anitha S	KMP	39.00	35.50	32.50
	Dr K Rathnam	KMP	22.22	21.45	19.50
	Biswajit Mishra	KMP	1.49	-	-
	R Subramanian	KMP	-	2.48	3.89
	Vivek G	KMP	0.90	1.06	0.45
	S Prakash	KMP	1.68	-	-
Director's Sitting fees	Radha Venkatakrishnan	KMP	0.15	-	-
	Mallika S Janakiraman	KMP	0.10	-	-
Purchase of equity shares (Acquisition of Subsidiary)	Sathishkumar T	KMP	64.13	-	-
	Anitha S	KMP	7.12	-	-
Remuneration paid	Shivakumar C S	KMP Relative	2.71	2.46	1.97
	T S Shanjay	KMP Relative	0.58	-	-
Lease/Rental Expenses	Sathishkumar T	KMP	0.06	0.06	0.06
	T S Shanjay	KMP Relative	0.75	-	-
Loan received during the year	Sathishkumar T	KMP	-	-	20.00
	Anitha S	KMP	-	-	15.00
Loan repaid during the year	Sathishkumar T	KMP	2.50	15.97	13.09
	Anitha S	KMP	-	12.28	2.66
Professional services paid	Magiva Technologies Private Limited	Others	18.00	16.75	11.12
Vehicle maintenance paid	Magiva Technologies Private Limited	Others	4.20	6.22	2.15

(Amount in million of INR unless otherwise stated)
₹ in million

Closing balance at the end of the year

Nature of transaction	Related Parties	Nature of parties	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Remuneration Payable	Sathishkumar T	KMP	34.53	28.80	-
	Anitha S	KMP	6.72	5.02	-
	Dr K Rathnam	KMP	2.48	1.81	1.58
	Biswajit Mishra	KMP	0.78	-	-
	R Subramanian	KMP	-	-	0.50
	Vivek G	KMP	-	0.11	0.11
	S Prakash	KMP	0.37	-	-
	Shivakumar C S	KMP Relative	0.25	0.18	0.22
	T S Shanjay	KMP Relative	0.07	-	-
Amount Payable	Magiva Technologies Private Limited	Others	6.47	6.53	2.16
	T S Shanjay	KMP Relative	0.14	-	-
Lease Liability	T S Shanjay	KMP Relative	21.01	-	-
Purchase consideration Payable for Business acquisition (Acquisition of Subsidiary)	Sathishkumar T	KMP	64.13	-	
	Anitha S	KMP	7.12		
Loan from Directors	Sathishkumar T	KMP	11.93	13.43	28.49
	Anitha S	KMP	1.75	1.61	13.77

The Company has entered into lease arrangements with related party during the year against which Right-of-use Assets and Lease Liabilities has been recognised as required by IND AS 116. The lease liability at the year end is ₹ 21.01 million (Previous year - NIL).

The Directors have given certain properties as guarantees for the loan taken by company. Refer Note no. 20 & 26.

The remuneration to key management personnel does not include the provision made for Gratuity as they are determined on an actuarial basis for the company as a whole.

Milky Mist Dairy Food Limited
(Formerly known as "Milky Mist Dairy Food Private Limited")
Notes to the Restated Consolidated Financial Information **₹ in million**
(Amount in million of INR unless otherwise stated)

The following are the details of the transactions eliminated on consolidation as per Ind AS 24 read with ICDR Regulations

(i) Milky Mist Dairy Food Limited

Name of Related Party	Nature of Transations	2024-2025	2023-24	2022-23
Asal Food Products Private Limited	Sale of Products	20.97	12.41	3.70
Asal Food Products Private Limited	Purchase of Products	195.98	172.54	117.76
Asal Food Products Private Limited	Trade Payables	47.15	46.77	19.21
Asal Food Products Private Limited	Discount received	32.19	19.10	6.29
Asal Food Products Private Limited	Investment in Subsidiary	71.25	-	-

(ii) Asal Food Products Private Limited

Name of Related Party	Nature of Transations	2024-2025	2023-24	2022-23
Milky Mist Dairy Food Limited	Sale of Products	195.98	172.54	117.76
Milky Mist Dairy Food Limited	Purchase of Products	20.97	12.41	3.70
Milky Mist Dairy Food Limited	Trade Receivables	47.15	46.77	19.21
Milky Mist Dairy Food Limited	Discount allowed	32.19	19.10	6.29
Milky Mist Dairy Food Limited	Paid Up Share Capital	71.25	-	-

47 Financial instruments **₹ in million**

(i) The following table shows the carrying amounts and fair values of financial assets and financial liabilities

The carrying value of financial instruments by categories as at 31 March 2025 are as follows:

Particulars	Note Number	FVTPL	FVTOCI	Cost / Amortised cost	Total Carrying value	Total Fair value
Financial assets						
Trade receivables	12	-	-	1,022.31	1,022.31	1,022.31
Cash and cash equivalents	13	-	-	139.65	139.65	139.65
Bank balances other than above	14	-	-	69.15	69.15	69.15
Other Financial assets	8,15	-	-	115.01	115.01	115.01
Financial Liabilities						
Borrowings	20,26	-	-	13,763.76	13,763.76	13,763.76
Trade Payables	28	-	-	944.08	944.08	944.08
Lease Liabilities	21,27	-	-	56.18	56.18	56.18
Other financial liabilities	22,29	-	-	2,091.91	2,091.91	2,091.91

The carrying value of financial instruments by categories as at 31 March 2024 are as follows:

Particulars	Note Number	FVTPL	FVTOCI	Cost / Amortised cost	Total Carrying value	Total Fair value
Financial assets						
Trade receivables	12	-	-	818.36	818.36	818.36
Cash and cash equivalents	13	-	-	113.08	113.08	113.08
Bank balances other than above	14	-	-	48.11	48.11	48.11
Other Financial assets	8,15	-	-	100.48	100.48	100.48
Financial Liabilities						
Borrowings	20,26	-	-	10,367.23	10,367.23	10,367.23
Trade Payables	28	-	-	450.62	450.62	450.62
Lease Liabilities	21,27	-	-	49.26	49.26	49.26
Other financial liabilities	22,29	-	-	1,306.23	1,306.23	1,306.23

The carrying value of financial instruments by categories as at 31 March 2023 are as follows:

Particulars	Note Number	FVTPL	FVTOCI	Cost / Amortised cost	Total Carrying value	Total Fair value
Financial assets						
Trade receivables	12	-	-	702.77	702.77	702.77
Cash and cash equivalents	13	-	-	90.17	90.17	90.17
Bank balances other than above	14	-	-	37.05	37.05	37.05
Other Financial assets	8,15	-	-	92.34	92.34	92.34
Financial Liabilities						
Borrowings	20,26	-	-	7,980.64	7,980.64	7,980.64
Trade Payables	28	-	-	285.98	285.98	285.98
Lease Liabilities	21,27	-	-	57.03	57.03	57.03
Other financial liabilities	22,29	-	-	1,041.35	1,041.35	1,041.35

Notes to the Restated Consolidated Financial Information ₹ in million
(Amount in million of INR unless otherwise stated)

Financial instruments

i) Fair Value Hierarchy
Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three levels of a fair value hierarchy.
The three levels are defined based on the observability of significant inputs to the measurement, as follows:
Level 1 : Quoted prices (unadjusted) in active markets for financials instruments.
Level 2 : Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Unobservable inputs for the asset or liability.

ii. The carrying value of the financial instruments by categories and the value based on hierarchy as on 31st March, 2025, 31st March, 2024 and 31st March, 2023 were as follows:

Particulars	Note No.	Level	Carrying value 31 March 2025	Carrying value 31 March 2024	Carrying value 31 March 2023
Financial assets					
At Amortized Cost					
Trade receivables	12	3	1,022.31	818.36	702.77
Cash and cash equivalents	13	3	139.65	113.08	90.17
Bank balances other than Cash & Cash Equivalents	14	3	69.15	48.11	37.05
Other financial assets	8,15	3	115.01	100.48	92.34
Total assets			**1,346.12**	**1,080.03**	**922.33**
Financial liabilities					
Trade payables	28	3	944.08	450.62	285.98
Borrowings	20,26	3	13,763.76	10,367.23	7,980.64
Lease Liabilities	21,27	3	56.18	49.26	57.03
Other financial liabilities	22,29	3	2,091.91	1,306.23	1,041.35
Total liabilities			**16,855.93**	**12,173.34**	**9,365.00**

iii. The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

iv. There have been no transfers between Level 1, Level 2 & Level 3 during the period.

48 Financial instruments - Risk management

The Group's activities expose it to credit risk, liquidity risk and market risk. The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of financial risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis, Credit ratings
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts
Market risk – Interest rate risk	Borrowings at variable rates	Cash flow forecasting, Sensitivity analysis
Market risk – Financial Currency Risk	Adverse movements in the exchange rate between the Rupee and any relevant foreign currency	Internal Foreign Curreny Exposure and risk management policy

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk management

Credit risk rating

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk
B: Moderate credit risk
C: High credit risk

Asset group	Description of category	Provision for expected credit loss*
Low Credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	12 month expected credit loss / life time expected credit loss
Moderate Credit risk	Assets where the probability of default is considered moderate, where the capacity of the counter party to meet the obligations is not strong	12 month expected credit loss / life time expected credit loss
High Credit risk	Assets where there is a high probability of default	12 month expected credit loss / life time expected credit loss

* Life time expected credit loss (if required) is provided for trade receivables and for those financial assets where the credit risk has increased significantly, since the initial recognition.

Based on business environment in which the Group operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.
Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Any subsequent recoveries made are recognised in statement of profit and loss.

Classification of Financial assets among risk categories:
As at 31st March 2025

₹ in million

Credit rating	Particulars	Gross Carrying Amount	Expected Credit Losses	Carrying Amount net of Provision
Low credit risk	**Cash and cash equivalents, other bank balances, current investments, loans, trade receivables and other financial assets**	1,500.64	(154.52)	1,346.12
Moderate credit risk	Nil	-	-	-
High credit risk	Nil	-	-	-

As at 31st March 2024

Credit rating	Particulars	Gross Carrying Amount	Expected Credit Losses	Carrying Amount net of Provision
Low credit risk	Cash and cash equivalents, other bank balances, current investments, loans, trade receivables and other financial assets	1,199.99	(119.96)	1,080.03
Moderate credit risk	Nil	-	-	-
High credit risk	Nil	-	-	-

As at 31st March 2023

Credit rating	Particulars	Gross Carrying Amount	Expected Credit Losses	Carrying Amount net of Provision
Low credit risk	Cash and cash equivalents, other bank balances, current investments, loans, trade receivables and other financial assets	1,004.01	(81.68)	922.33
Moderate credit risk	Nil	-	-	-
High credit risk	Nil	-	-	-

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirement.

The processes and policies related to such risks are overseen by the Group's Board of Directors.

The table below provides details regarding the contractual maturities of significant financial liabilities As at 31st March 2025, 31st March 2024 and 31st March 2023

Particulars	Carrying Value	On Demand	Less than 1 year	1 to 5 years	more than 5 years	Total
As at 31st March 2025						
Borrowings	13,763.76	2,184.08	1,259.12	6,626.05	3,694.51	13,763.76
Lease Liabilities	56.18		16.87	17.69	21.62	56.18
Trade payables	944.08	-	944.08	-	-	944.08
Other financial liabilities	2,091.91	-	1,967.77	124.14	-	2,091.91
As at 31st March 2024						
Borrowings	10,367.23	1,813.27	1,355.76	4,688.59	2,509.61	10,367.23
Lease Liabilities	49.26	-	16.39	32.31	0.56	49.26
Trade payables	450.62	-	450.62	-	-	450.62
Other financial liabilities	1,306.23	-	1,306.23	-	-	1,306.23
As at 31st March 2023						
Borrowings	7,980.64	948.95	848.74	5,149.00	1,033.95	7,980.64
Lease Liabilities	57.03	-	14.46	39.95	2.62	57.03
Trade payables	285.98	-	285.98	-	-	285.98
Other financial liabilities	1,041.35	-	1,041.35	-	-	1,041.35

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Group's functional currency is Indian Rupees (INR). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency results in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency. In order to hedge exchange rate risk, the Group has a policy to hedge cash flows (either using natural hedge or an artificial hedge) upto a specific tenure using forward exchange contracts and hedges based on their Internal Foreign Curreny Exposure and risk management policy as approved by the management and in accordance with the applicable regulations where the Group operates.

The carrying amounts of the Group's monetary assets and monetary liabilities at the end of the reporting period are as follows:(expressed in units of respective foreign currency)

As at 31st March 2025

Particulars	USD	AED	EURO	AUD	GBP
Financial Assets	5,05,432.90	-	-	1,42,619.49	-
Financial Liabilities	85,481.15	80.50	20,42,432.29	5,400.00	2,600.00

As at 31st March 2024

Particulars	USD	AED	EURO	AUD	GBP
Financial Assets	5,94,454.49	-	-	-	-
Financial Liabilities	-	81.00	6,291.00	-	-

As at 31st March 2023

Particulars	USD	AED	EURO	AUD	GBP
Financial Assets	2,21,226.91	-	-	-	-
Financial Liabilities	-	-	10,87,264.00	-	-

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates and investments.

The overall exposure of Borrowings is as follows:

₹ in million

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Fixed Rate Borrowing	660.14	400.08	296.38
Variable Rate Borrowing	13,089.94	9,952.11	7,642.00

Sensitivity Analysis:

The following table demonstrates the sensitivity to a reasonably possible change (100 basis points) in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ in million

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Interest Sensitivity - Term Loan			
Interest Rates - Increase by 100 basis points	(94.84)	(75.93)	(55.02)
Interest Rates - Decrease by 100 basis points	94.84	75.93	55.02
Interest Sensitivity - Working Capital Loan			
Interest Rates - Increase by 100 basis points	(19.97)	(13.64)	(8.66)
Interest Rates - Decrease by 100 basis points	19.97	13.64	8.66

49 Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using gearing ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

₹ in million

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Borrowings	13,763.76	10,367.23	7,980.64
Less: Cash and cash equivalents	139.65	113.08	90.17
Less: Bank Balances other than Cash and Cash equivalents	69.15	48.11	37.05
Net debt (A)	**13,554.96**	**10,206.04**	**7,853.42**
Equity Share Capital	1,260.00	35.00	35.00
Instruments entirely equity in nature	24.57	0.68	0.68
Other equity	1,993.36	2,784.97	2,588.23
Total Equity (B)	**3,277.93**	**2,820.65**	**2,623.91**
Net Debt to Equity Ratio - (A)/(B)*100	413.52%	361.83%	299.30%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 , March 31, 2024 and 31st March 2023.

Notes to the Restated Consolidated Financial Information ₹ in million
(Amount in million of INR unless otherwise stated)

50 Employee Benefits

Refer accounting policy in Note 1.19

A. Defined contribution plans

The Company makes contributions towards provident fund, National Pension Scheme and employee's state insurance as a defined contribution retirement benefit fund for qualifying employees. The provident fund is operated by the regional provident fund commissioner. The National Pension Scheme is maintained by Pension Fund regulatory and Development Authority. The Employees state insurance is operated by the Employees State Insurance Corporation. Under these schemes, the Company is required to contribute a specific percentage of the payroll cost as per the statue.

The Company recognised the following contributions in the Statement of profit and loss

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Employer's Contribution to Provident Fund	28.08	23.79	17.02
Employer's Contribution to Employees State Insurance	1.49	1.99	2.02
Total	**29.57**	**25.78**	**19.04**

B. Defined benefit plans

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity, as defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested year of employment (i.e.) five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year based on which the Company contributes the ascertained liability to a Trust Fund set up with Life Insurance Corporation of India with whom the plan assets are maintained.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, salary risk and longevity risk.

Investment Risk: The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest Risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Longevity Risk: The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

a) Principal actuarial assumptions

The Holding Company provides for gratuity liability based on the actuarial valuation done by the independent actuary valuer and is funded. The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at as on balance sheet date.

Principal assumptions used for the purpose of actuarial valuations were as follows: (Holding Company)

Particulars	31st March 2025	31st March 2024	31st March 2023
Discount rate(s)	6.92%	7.23%	7.58%
Expected Return on Assets	7.23%	7.58%	7.49%
Salary escalation rate	8.00%	5.00%	5.00%
Attrition rate	5.00%	5.00%	5.00%
Mortality	Indian Assured Lives Mortality (2012-14) Ultimate		

The Subsidiary provides for gratuity liability based on the actuarial valuation done by the independent actuary valuer and is unfunded. The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at as on balance sheet date.

Principal assumptions used for the purpose of actuarial valuations were as follows: (Subsidiary company)

Particulars	31st March 2025	31st March 2024	31st March 2023
Discount rate(s)	6.84%	7.52%	7.52%
Expected Return on Assets	0.00%	0.00%	0.00%
Salary escalation rate	5.00%	5.00%	5.00%
Attrition rate	10.00%	10.00%	10.00%
Mortality	Indian Assured Lives Mortality (2012-14) Ultimate		

b) Amount recognised in the Statement of Profit and Loss in respect of these defined benefit plans are as follows:

Particulars	31st March 2025	31st March 2024	31st March 2023
Current Service Cost	14.54	9.87	7.29
Net Interest on Defined Benefit Obligation	1.98	1.76	1.31
Expenses recognised in the statement of profit and loss	**16.52**	**11.63**	**8.60**

c) Amount recognised in Other Comprehensive income for the year

Particulars	31st March 2025	31st March 2024	31st March 2023
Return on plan assets	0.03	0.02	0.03
Actuarial gains/losses arising from changes in demographic assumptions	0.00	-	-
Actuarial gains/losses arising from changes in financial assumptions	19.03	1.09	(0.18)
Actuarial gains/losses arising from experience adjustments	(13.73)	(4.66)	0.18
Amount recognised in OCI for the current period	**5.33**	**(3.55)**	**0.03**

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d) Movement in the present value of the defined benefit obligation are as follows

Particulars	31st March 2025	31st March 2024	31st March 2023
Defined benefit obligation as at the beginning of the year	33.72	27.26	19.60
Current service cost	14.54	9.87	7.29
Net Interest on Defined Benefit Obligation	2.39	2.00	1.43
Actuarial gains/losses arising from changes in demographic assumptions	0.00	-	-
Actuarial gains/losses arising from changes in financial assumptions	19.03	1.09	(0.18)
Actuarial gains/losses arising from experience adjustments	(13.73)	(4.66)	0.18
Benefits paid	(1.27)	(1.85)	(1.06)
Defined benefit obligation as at the end of the year	**54.68**	**33.71**	**27.26**

e) Change in fair value of plan assets

Particulars	31st March 2025	31st March 2024	31st March 2023
Fair value of plan assets as at the beginning of the year	3.21	3.25	-
Expected return on Plan Assets	0.42	0.24	0.12
Employer Contributions	6.35	1.46	3.16
Benefits paid	(1.27)	(1.72)	-
Actuarial Gain/(Loss) on Plan Assets	(0.04)	(0.02)	(0.03)
Fair value of plan assets as at the end of the year	**8.67**	**3.21**	**3.25**

f) Net Liability recognised in the Balance sheet

Particulars	31st March 2025	31st March 2024	31st March 2023
Defined benefit obligation	54.67	33.71	27.26
Fair value of plan assets	(8.67)	(3.21)	(3.25)
Amount recognised (Liability)	**46.00**	**30.50**	**24.01**
- Non Current	**25.99**	16.40	13.12
- Current	**20.01**	14.11	10.89

g) Sensitivity analysis

Below is the sensitivity analysis determined for significant actuarial assumption for the determination of defined benefit obligation and based on reasonably possible changes in the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant

Particulars	31st March 2025	31st March 2024	31st March 2023
Discount Rate			
Discount rate + 100 basis points	49.37	31.03	25.20
Discount rate - 100 basis points	61.00	36.86	29.66
Salary escalation rate + 1%	60.45	36.63	29.46
Salary escalation rate - 1%	49.73	31.20	25.36
Attrition rate + 1%	53.69	33.93	27.51
Attrition rate - 1%	55.78	33.44	26.96

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

h) The expected future contribution and estimated future benefit payments from the fund are as follows:

Particulars	31st March 2025
Year 1	2.49
Year 2	2.19
Year 3	1.84
Year 4	2.23
Year 5	2.04
Year 6 to 10	17.08
Above 10 Years	110.31

C) Compensated absences :

The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using Projected Unit Credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date.

51 a) Business combinations

Acquisition of 100% common stock of Asal Food Products Private Limited, India

During the year ended 31 March 2025, the Holding Company has acquired 100% common stock of Asal Food Products Private Limited ("Acquired Company") through a share purchase agreement dated 29.03.2025. Pursuant to the said acquisition, the Acquired Company became a wholly owned subsidiary of the Holding Company. The consideration to the selling shareholders has been agreed at ₹ 71.25 million and is reflected as purchase consideration payable for business acquisition at the end of the financial year. The Group has recognised an amount of ₹ 56.25 million in the Common control adjustment deficit account with respect to the aforesaid acquisition which is in excess of net assets and reserves taken over.The purchase consideration is payable in cash and is current in nature. As per the requirements of Appendix C of Ind AS 103 Business Combination, the Group is required to restate the prior periods as if the business combination had occurred from the beginning of the preceding period in the financial statements and if business combination had occurred after that date, the prior period information shall be restated only from that date. Accordingly, the Group has recorded purchase consideration payable in earlier periods. The Group has not fair valued the consideration in earlier periods as the restatement is a disclosure requirement under appendix C of Ind AS 103 Business Combination.

The acquisition referred to above, being a "common control" transaction, has been accounted as per 'Pooling of Interest' method as prescribed under Appendix C of Ind AS 103 – "Business Combination". In accordance with the requirements of para 9 (iii) of Appendix C to Ind AS 103, the consolidated financial statements of the Company in respect of the prior period have been restated as if acquisition had occurred from the beginning of the preceding period presented i.e., 01 April 2022 irrespective of the actual date of the combination, the impact of which is detailed below:

₹ in million

Particulars	As at 31st March 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2023
	Reported (As per Previous GAAP)	Restated (As per Ind AS)	Reported (As per Previous GAAP)	Restated (As per Ind AS)
Total Assets	113.70	117.59	73.05	83.27
Total Liability	113.70	117.59	73.05	83.27
Total Income	414.43	371.89	336.01	307.80
Total Expenses	394.17	353.15	321.74	293.09
Profit After Tax	14.85	13.54	9.82	11.46
Total Comprehensive Income	14.85	13.49	9.82	11.45
Cash Flows from Operating Activities	(4.48)	1.40	(0.15)	5.02
Cash Flows from Investing Activities	(7.45)	(7.45)	(3.62)	(3.62)
Cash Flows from Financing Activities	10.30	4.42	0.00	(5.17)

Common control adjustment deficit account on acquisition due to the excess of the net assets taken over against the amount paid by the Holding Company.

Particulars	Amount
Assets taken over (A)	155.43
Liabilities taken over (B)	96.54
Net assets taken over (C = A - B)	**58.89**
Reserves of Asal (D)	43.89
Issue of Cash to erstwhile owners (E)	71.25
Common control adjustment deficit account on acquisition (F = C - D - E)	(56.25)

b) Asset acquisition:

During the year the company has acquired certain identified manufacturing assets along with certain identified intangibles from Briyas Foods Private Limited for a consideration of Rs. 15.00 million. The difference between identified assets and the consideration paid amounting to Rs. 13.00 million has been recognised as Goodwill.

52 Part A: Statement of Adjustments to the Restated Consolidated Financial Information

i. Statement of Restatement Adjustments

The Group prepared its first Consolidated financial statements for the year ended 31 March, 2025 in accordance with Ind AS. The accounting policies have been applied consistently in preparing the financial statements for the year ended 31st March 2025, the comparative information presented in these Consolidated financial statements for the year ended 31st March 2024 and 31st March 2023. An explanation of how the transition from financial statements prepared in accordance with accounting standards notified under the Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) to Ind AS has affected the Group financial position, financial performance and cash flows is set-out in the following tables and notes.

ii. Ind AS exemptions and exceptions

Ind-AS 101, 'First-time Adoption of Indian Accounting Standards', allows first-time adopters certain exemptions and exceptions from the retrospective application of certain requirements under Ind-AS. The Group has accordingly applied the following exemptions and exceptions

Optional exemption:

a. Property, Plant and Equipment and Intangible Assets

Ind AS 101 'First-time Adoption of Indian Accounting Standards' permits a first-time adopter to elect to measure an item of property, plant and equipment at the date of transition to Ind AS at its fair value and use that fair value at that date. Accordingly, The group has elected to measure land at its fair value as on the date of transition. In respect of other items of PPE the group has measured them on retrospective basis by applying the guidance under IND AS 101 as on the date of transition.

b. Presentation of Compound Financial Instruments

Presentation requires an entity to split a compound financial instrument at inception into separate liability and equity components. If the liability component is no longer outstanding, retrospective application of Ind AS 32 involves separating two portions of equity. The first portion is in retained earnings and represents the cumulative interest accreted on the liability component. The other portion represents the original equity component. However, in accordance with this Ind AS, a first-time adopter need not separate these two portions if the liability component is no longer outstanding at the date of transition to Ind AS.

Mandatory Exceptions:

a. Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1st April, 2023 are consistent with the estimates as at the same date made in conformity with previous GAAP.

b. Classification and measurement of Financial assets and liabilities

The classification and measurement of financial assets will be made considering whether the conditions as per Ind AS 109, 'Financial Instruments' are met based on facts and circumstances existing at the date of transition. Financial assets can be measured using effective interest method by assessing its contractual cash flow characteristics only on the basis of facts and circumstances existing at the date of transition and if it is impracticable to assess elements of modified time value of money i.e. the use of effective interest method, fair value of financial asset at the date of transition shall be the new carrying amount of that asset. Measurement of Financial assets at amortised cost using effective interest rate method, wherever applicable, has been made retrospectively. The measurement exemption applies for financial liabilities as well. The carrying amount of the PPE as at the date of transition is reduced by the amount of processing cost (net of cumulative depreciation impact). The difference between the adjustments to the carrying amount of the loan and PPE, respectively should be recognised in retained earnings.

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Reconciliation between Indian GAAP and IND AS

IND AS 101 'First time adoption of Ind AS' requires an entity to reconcile equity, total comprehensive income & cash flow for prior years. The following table represents the reconciliation from Indian GAAP to IND AS

Balance Sheet as at 31st March, 2023

Particulars	Descriptive Notes	IGAAP as at 31st March, 2023	Reclassification	Ind AS adjustment/ Inter Company adjustment	Ind AS as at 31st March, 2023
ASSETS					
Non-Current Assets					
Property, plant and equipment	b,i,j	8,036.75	(15.97)	980.22	9,001.01
Capital work-in-progress	i,j	1,485.11	(0.00)	(11.60)	1,473.50
Investment Property	b	-	15.97	-	15.97
Right of Use Asset	c	-	(0.00)	56.16	56.16
Goodwill				-	-
Other intangible assets		10.19	-	-	10.19
Financial assets				-	-
Other financial assets	a,d	-	91.30	(3.95)	87.35
Non-current tax assets (net)	a	-	16.72	-	16.72
Other non-current assets	a	385.19	(183.99)	-	201.20
		9,917.24	**(75.97)**	**1,020.83**	**10,862.10**
Current Assets					
Inventories	h	1,048.25	(0.00)	9.73	1,057.98
Financial assets					
Trade receivables	e,h	762.50	(0.44)	(59.29)	702.77
Cash and cash equivalents	a	127.21	(37.04)	-	90.17
Bank balances other than above	a	-	37.05	-	37.05
Other current financial assets	a	-	4.98	-	4.98
Short Term Loans and Advances	a	9.10	(9.10)	-	-
Other current assets	a,h	135.43	3.72	-	139.15
		2,082.50	**(0.84)**	**(49.56)**	**2,032.10**
Total Assets		**11,999.74**	**(76.81)**	**971.27**	**12,894.20**
EQUITY AND LIABILITIES					
EQUITY					
Equity share capital	a	50.68	(0.68)	(15.00)	35.00
Instruments entirely equity in nature	a	-	0.68	-	0.68
Other equity		1,788.62	0.00	799.61	2,588.23
Total Equity		**1,839.30**	**0.00**	**784.61**	**2,623.91**
LIABILITIES					
Non-current liabilities					
Financial liabilities					
(i) Borrowings	a,j	6,278.60	(30.81)	(65.47)	6,182.33
(ii) Lease liability	c	-	-	42.57	42.57
(iii) Other financial liabilities	a	-	46.78	71.25	118.03
Provisions		18.47	-	0.35	18.82
Deferred tax liabilities (Net)	a,g	702.64	(71.85)	154.21	785.00
Other non-current liabilities	a	52.45	(46.83)	1.54	7.16
		7,052.16	**(102.71)**	**204.46**	**7,153.91**

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Current liabilities					
Financial liabilities					
Borrowings	a,j	1,781.64	30.81	(14.14)	1,798.31
Lease liabilities	c	-		14.46	14.46
Trade payables					
(A) Total outstanding dues of Micro Enterprises and Small enterprises		6.64		-	6.64
(B) Total outstanding dues of creditors other than Micro Enterprises and Small enterprises	a	302.72	(4.18)	(19.21)	279.34
Other current financial liabilities	a	-	923.31	-	923.31
Other current liabilities	a	1,001.11	(919.56)	1.09	82.64
Provisions		16.17	(4.50)	0.00	11.68
		3,108.28	**25.90**	**(17.80)**	**3,116.38**
Total Liabilities		**10,160.44**	**(76.81)**	**186.66**	**10,270.29**
Total Equity and Liabilities		**11,999.74**	**(76.81)**	**971.27**	**12,894.20**

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₹ in million

Balance Sheet as at 31st March 2024

Particulars	Descriptive Notes	IGAAP as at 31st March, 2024	Reclassification	Ind AS Adjustments	Ind AS as at 31st March, 2024
ASSETS					
Non-Current Assets					
Property, plant and equipment	b,i,j	10,410.12	(15.90)	956.93	11,351.15
Capital work-in-progress	i,j	951.34	(0.00)	0.09	951.44
Investment Property	b	-	15.89	-	15.89
Right of Use Asset	c	-	(0.01)	46.87	46.86
Goodwill					
Other intangible assets		8.20	0.00	-	8.20
Financial assets					
Other non-current financial assets	a,d	-	97.22	(4.05)	93.17
Long Term Loans and Advances	a	5.51	(5.51)		
Non-current tax assets	a	-	1.99	-	1.99
Other non-current assets	a	406.17	(168.02)	-	238.15
		11,781.35	**(74.34)**	**999.83**	**12,706.86**
Current Assets					
Inventories	h	2,071.28	(0.00)	15.57	2,086.85
Financial assets					
Trade receivables	e,h	906.61	(0.43)	(87.82)	818.36
Cash and cash equivalents	a	161.20	(48.12)	-	113.08
Bank balances other than above	a	-	48.11	-	48.11
Other current financial assets	a	-	7.31	-	7.31
Short Term Loans and Advances		17.00	(17.00)	-	-
Other current assets	a,h	275.44	6.57	-	282.00
		3,431.53	**(3.56)**	**(72.25)**	**3,355.71**
Total Assets		**15,212.88**	**(77.89)**	**927.59**	**16,062.57**
EQUITY AND LIABILITIES					
EQUITY					
Equity share capital	a	50.68	(0.68)	(15.00)	35.00
Instruments entirely equity in nature	a	-	0.68	-	0.68
Other equity		1,998.10	(0.00)	786.88	2,784.97
Total Equity		**2,048.78**	**(0.00)**	**771.88**	**2,820.65**
LIABILITIES					
Non-current liabilities					
Financial liabilities					
(i) Borrowings	a,j	7,262.07	2.78	(66.64)	7,198.21
(ii) Lease liability	c	-	-	32.87	32.87
(iii) Other financial liabilities	a	-	73.91	71.25	145.17
Provisions		32.86	-	0.65	33.51
Deferred tax liabilities (Net)	a,g	859.71	(71.84)	142.04	929.91
Other non-current liabilities	a	84.27	(74.35)	0.46	10.38
		8,238.91	**(69.49)**	**180.63**	**8,350.05**
Current liabilities					
Financial liabilities					
Borrowings	a,j	3,176.32	(2.80)	(4.50)	3,169.02
Lease liabilities	c	-	-	16.38	16.38
Trade payables					
(A) Total outstanding dues of Micro Enterprises and Small enterprises		9.96	-	-	9.96
(B) Total outstanding dues of creditors other than Micro Enterprises and Small enterprises	a	491.68	(4.25)	(46.77)	440.66
Other current financial liabilities	a	-	1,152.18	8.88	1,161.07
Other current liabilities	a	1,224.94	(1,147.86)	1.08	78.16
Provisions		22.29	(5.68)	0.00	16.61
		4,925.19	**(8.41)**	**(24.92)**	**4,891.86**
Total Liabilities		**13,164.10**	**(77.90)**	**155.71**	**13,241.91**
Total Equity and Liabilities		**15,212.88**	**(77.90)**	**927.59**	**16,062.56**

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Statement of Profit and Loss for the Year ended 31st March 2024

Particulars	Descriptive Notes	IGAAP for the year 2023-24	Reclassification	Ind AS Adjustments	Ind AS for the year 2023-24
Revenue					
Revenue from operations	h	19,421.72	(1,012.06)	(193.57)	18,216.09
Other income	d,h,i	64.76	0.00	(12.30)	52.46
Total Revenue		**19,486.48**	**(1,012.06)**	**(205.87)**	**18,268.55**
Expenses					
Cost of materials consumed	h	12,791.87	10.46	0.10	12,802.43
Purchases of stock-in-trade		646.83	28.45	(184.95)	490.33
Changes in inventories of work-in-progress and finished goods	h	(762.48)	6.75	(5.93)	(761.67)
Employee benefits expense	f	1,153.87	(0.00)	3.85	1,157.71
Finance costs	c,j	708.56	0.17	13.51	722.23
Depreciation and amortization expense	c,d,j	1,059.16	0.00	15.06	1,074.22
Other expenses	a,c,e	3,433.36	(1,057.88)	(19.03)	2,356.45
Total Expenses		**19,031.17**	**(1,012.05)**	**(177.40)**	**17,841.70**
Profit before tax		**455.31**	**(0.01)**	**(28.46)**	**426.85**
Income tax expense					
1) Current tax	g	88.15	-	-	88.15
2) Deferred tax	g	157.07	(0.00)	(13.42)	143.65
3) Provision for Tax earlier Years	g	0.61	-	-	0.61
Profit for the year		**209.48**	**(0.00)**	**(15.05)**	**194.44**
Other Comprehensive Income					
Items that will not be reclassified to profit or loss:					
- Remeasurement of post employment benefit obligations		-	-	3.55	3.55
Income Tax relating to items that will not be reclassified to P&L		-	(0.00)	(1.25)	(1.25)
Total Other Comprehensive Income for The Year		**-**	**(0.00)**	**2.30**	**2.30**
Total Comprehensive Income For The Year		**209.48**	**(0.00)**	**(12.74)**	**196.74**

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Effects of Ind AS Adoption on total equity

Particulars	Descriptive Notes	As at 31st March, 2024	As at 1st April, 2023
Equity under previous GAAP			
Equity shares Capital		35.00	35.00
0.01% Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each at a premium of ₹ 2,846		0.68	0.68
Retained Earnings		1,798.68	1,589.21
Securities Premium		194.24	194.24
General Reserve		5.17	5.17
Total Equity as per previous GAAP - A		**2,033.77**	**1,824.30**
(Add)/Less: Ind AS adjustments			
- Common control adjustment deficit account	**51**	(56.25)	(56.25)
- Adjustment due to application of Ind AS 115	h	(16.06)	(14.37)
- Amortization of processing fee as per Ind AS 109	j	67.73	75.15
- Changes in borrowing cost capitalised (net of depreciation) as per Ind AS 23	j	(6.97)	(7.36)
- Recognition of RoUA & Lease Liability- Ind AS 116	c	(6.44)	(4.82)
- Recognition of gratuity	f	(0.65)	(0.36)
- Interest Income on financial liabilities at amortize	c,d	3.46	2.38
- Interest Expense on financial liabilities at amortiz	c,d	(3.05)	(2.00)
- Prior period error in inventory and depreciation		(1.44)	(0.57)
- Allowances for expected credit loss	e	(15.18)	(13.95)
- Impact of changes due to Appendix B of Ind as 21	i	(31.31)	(19.11)
- Effect of Fair Valuation of Land	k	995.08	995.08
Tax impact on above adjustments	g	(142.04)	(154.21)
Total adjustments under Ind AS - B		**786.88**	**799.61**
Equity under Ind AS (A+B)		**2,820.65**	**2,623.91**

₹ in million

Effects of Ind AS Adoption on Total Comprehensive Income

Under previous GAAP, there was no concept of 'Other Comprehensive Income' (OCI). Under Ind AS, certain items of income and expenses needs to be recognised under the Other Comprehensive Income, such as remeasurement gains/losses of defined employee benefits, fair valuation gains/losses of financial assets designated through OCI, etc.

A reconciliation of the profit/loss as per previous GAAP, to profit/loss as per Ind AS has been presented below:

Particulars	Descriptive Notes	As at 31st March, 2024
Net income/(loss) under previous GAAP		**209.48**
- Adjustment due to application of Ind AS 115	h	(1.69)
- Amortization of processing fee as per Ind AS 109 for the FY 2023-24	j	(7.42)
- Changes in depreciation due to changes in capitalisation in borrowing cost capitalised as per Ind AS 23	j	0.39
- Allowances for expected credit loss as per Ind AS 109	e	(1.23)
- Interest Expense on Financial Instruments as per Ind AS 109	c,d	(1.05)
- Interest Income on Financial Instruments as per Ind AS 109	c,d	1.09
- ROU & Lease Liability Impact under Ind AS 116	c	(1.62)
- Remeasurement of actuarial gains / losses on Defined Benefit Obligations as per Ind AS 19	f	(3.85)
- Prior period error in inventory and depreciation		(0.88)
- Impact of changes due to Appendix B of Ind as 21	i	(12.21)
- Tax impact on above adjustments	g	13.42
Profit for the year under Ind AS		**194.44**
Remeasurement of defined benefit obligations	f	3.55
Tax impact on above adjustments	g	(1.25)
Total comprehensive income under Ind AS		**196.74**

Effects of Ind AS adoption on statement of Cash Flow

Particulars	Descriptive Notes	Previous GAAP	IND AS Adjustment	As per IND AS
Net cash inflow from operating activities		1,293.21	109.64	1,402.85
Net cash outflow from investing activities		(2,929.10)	29.39	(2,899.71)
Net cash inflow from financing activities		1,669.88	(150.11)	1,519.77
Net Increase/(Decrease) in cash and cash equivalents		**33.99**	**(11.08)**	**22.91**
Cash and bank balances as at the beginning of the year		**127.21**	**(37.04)**	**90.17**
Cash and cash equivalents as at the end of the year		**161.20**	**(48.12)**	**113.07**

₹ in million

Notes to reconciliation

a) Reclassifications under Ind AS

To comply with companies (Indian Accounting Standard) Rules, 2015, and conform to the requirement of Ind AS, certain amount balances have been regrouped/reclassified as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.

b) Investment Property

Under the previous GAAP, assets given under operating lease were presented as part of Property, Plant and Equipment. Under Ind AS, Investment Properties are required to be presented on the face of the Balance Sheet. There is no impact on the total equity or profit as a result of this adjustment.

c) Assets under Lease:

As per Ind AS 116, the Group is required to recognise right of use asset and depreciate over the period of lease and corresponding lease liability representing the obligation to make lease payments.

d) Financial Assets at Amortised cost :

Under previous GAAP, the security deposits (received and paid) were carried at nominal value. Ind AS requires these liabilities / assets to be measured at fair value and subsequently these liabilities / assets are measured at amortised cost. At the initial recognition, the Group has recognised the difference between deposit fair value and nominal value as, unearned interest income in case of rental advance received and prepaid interest expenses in case of rental advance paid, and same is being recognised as interest income / interest expenses on straight line basis over the lease period.

e) Provision for loss allowance for Trade receivables

As per Ind AS 109, the Group is required to apply expected credit loss model for recognising the allowances for doubtful debts. The group has re-estimated the provision for loss allowance for debtors using the expected credit loss model and has made adjustments in respect of the same.

f) Defined benefit liabilities

Under IND AS, Remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined liability, are recognized in other comprehensive income instead of profit or loss in previous GAAP.

g) Tax impact on adjustments :

Retained earnings and statement of profit and loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

h) Revenue :

Under previous GAAP, revenue is recognised, when risk and rewards are transferred to the customer. Under Ind AS 115, Revenue Recognition is dependent on a Five Step revenue recognition model, where revenue is recognised when control of the underlying goods is transferred to the customer subject to satisfaction of other performance obligations.

Also revenue is measured based on the amount of transaction price (net off variable consideration such as discounts & returns)

Consequent to the derecognition of revenue, the related expenses relating to the revenue, such as cost of goods, freight and selling expenses have been derecognised.

i) Foreign Exchange Transactions:

Under previous GAAP, purchases or sales made towards advances are recorded as at the transaction date. Any difference arising from the date of advance and subsequent settlement date are recorded as exchange differences.

As per IND AS 21, The initial recognition of related asset is the date of recognition of such non-monetary assets arising from payment of advance. If there are multiple payments in advance the entity shall determine a date of the transaction for each payment of advance consideration.

j) Borrowing Cost

Under previous GAAP, the transaction cost in respect of borrowings of term loans were charged off to the statement of profit and loss, except for those which met the capitalization criteria. Under IndAS, these transaction cost incurred are deducted from the carrying amount of these borrowings on initial recognition. These costs are recognized in a statement of profit and loss over the tenure of the borrowings as interest expense by applying the effective interest rate method.

k) Fair Valuation for Property, Plant and Equipment

The company has elected to measure items of Property, Plant & Equipment as on the date of transition at its Fair value. Accordingly, the company has elected to measure land at its fair value. In respect of other items of Property, Plant & Equipment, the company has measured them on retrospective basis as on the date of transition.

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52 Part B: Statement of Non Adjusting items to the Restated Consolidated Financial Information

(I) Audit qualifications

There are no qualifications in auditor's report on the General Purpose Consolidated Financial Statement for the year ended 31 March 2025 and Special Purpose Consolidated Financial Statements for the year ended 31 March 2024 and 31 March 2023 .

(II) Emphasis of matter paragraph

(a) The auditor's report on the General Purpose Consolidated Financial Statements for the year ended 31 March 2025 of the Group includes the following emphasis of matter paragraph.

Emphasis of matter – Business Combination

We draw attention to Note 51 to the accompanying Consolidated Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Product Private limited pursuant to share purchase agreement dated 29-03-2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter.

(b) The auditor's report on the Special Purpose Consolidated Ind AS Financial Statements for the year ended 31 March 2024 of the Group includes the following emphasis of matter paragraph.

Emphasis of matter - Basis of Preparation and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1.02 to the accompanying Special Purpose Consolidated Ind AS Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Holding Company's management solely for the preparation of the restated Consolidated Financial Information for the years ended 31 March 2025 ,31 March 2024 and 31 March 2023 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (as amended), in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Emphasis of matter – Business Combination

We draw attention to Note 49 to the accompanying Special Purpose Consolidated Ind AS Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Product Private limited pursuant to share purchase agreement dated 29-03-2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter.

(c) The auditor's report on the Special Purpose Consolidated Ind AS Financial Statements for the year ended 31 March 2023 of the Group includes the following emphasis of matter paragraph.

Emphasis of matter - Basis of Preparation and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1.02 to the accompanying Special Purpose Consolidated Ind AS Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Holding Company's management solely for the preparation of the restated Consolidated Financial Information for the years ended 31 March 2025 ,31 March 2024 and 31 March 2023 to be included in the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (as amended), in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Emphasis of matter – Business Combination

We draw attention to Note 49 to the accompanying Special Purpose Consolidated Ind AS Financial Statements which describes that during the year ended 31 March 2025, the Holding Company has acquired Asal Food Product Private limited pursuant to share purchase agreement dated 29-03-2025. The Holding Company has given accounting effect to such business combination transaction in accordance with Appendix C of Ind AS 103, Business Combinations and accordingly, the Financial Information in respect of prior periods have been restated. Our opinion is not modified in respect of this matter.

(III) Negative Observation in Companies (Auditor's Report) Order, 2020 (CARO 2020) (Annexure to Auditors' Report on the Standalone financial statements of the Company), which do not require any corrective adjustments in the Standalone Financial Statements of the Holding Company

For the year ended 31 March 2025:

a) Clause (i) (b) of CARO 2020 Order

Property, Plant and Equipment have been physically verified by the Management during the year except coolers and freezers held at third party location with dealers/ distributors, which were physically verified on test check basis. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. The company is in the process of reconciling the physically verified assets with the books of accounts and hence we are unable to comment on material discrepancies noticed on such physical verification. In the opinion of the management, the discrepancies, if any on reconciliation, would not be material.

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b) Clause (ii) (b) of CARO 2020 Order

The Company has been sanctioned working capital limits in excess of INR 50 Million, in aggregate, from banks on the basis of security of current assets. There is no material deviations between the quarterly return or statements filed by the Company with such banks or financial institutions and the unaudited books of accounts of the company of the respective quarters except for the following:

For the quarter ended	Nature of current asset / liability	Details of discrepancies Amount (₹ in million)			Remarks (including subsequent rectification, if any)
		As per quarterly returns and statement	As per books of account	Difference	
31.03.2025	Inventory	2,383.16	2,608.17	(225.02)	The difference is on account of reversal of revenue and other audit adjustment entries. The company has subsequently submitted the revised stock statement to bank.

c) Clause (XX)(a) of CARO 2020 Order

In respect of unspent CSR pertaining the financial year 2020-21, the company is yet to transfer an amount of ₹ 3,711 to a fund specified in Schedule VII of the Companies Act.

For the year ended 31 March, 2024:
Nil

For the year ended 31 March, 2023:
a) Clause (ii) (b) of CARO 2020 Order

The Company has been sanctioned a working capital limit in excess of INR 50 million by a bank on the basis of security of current assets. Pursuant to the terms of the sanction letter (revised), the Company was required to furnish a statement only effective for quarter ended 31 March 2023. The statement filed by the Company for the said quarter and variance thereof from the information available in the books of account, subject to audit, is detailed below:

Name of the Bank	Working Capital Sanctioned	Particulars	Quarter/Period Ended	Information Disclosed	Information as per Books of Accounts	Difference	Remarks (including subsequent rectification, if any)
Indian Bank Indian Overseas Bank Union Bank	420.50 390.00 189.50	Inventory	Jun-22	713.77	958.20	(244.43)	Nil
Indian Bank Indian Overseas Bank Union Bank	420.50 390.00 189.50	Inventory	Sep-22	909.97	881.89	28.08	
Indian Bank Indian Overseas Bank Union Bank	420.50 390.00 189.50	Inventory	Dec-22	1,136.88	1,254.45	(117.57)	
Indian Bank Indian Overseas Bank Union Bank	420.50 390.00 189.50	Inventory	Mar-23	1,031.43	1,040.44	(9.01)	

b) Clause (XX)(b) of CARO 2020 Order

In respect of ongoing project, the Company has received the unspent amount of ₹ 4.43 million from the monitoring agency in respect of financial year 2020-21 during the year end. These were deposited in the unspent Corporate Social Responsibility (CSR) account with a delay of 30 days.

(IV) Audit Comments in Companies (Auditor's Report) Order, 2020 (CARO 2020) (Annexure to Auditors' Report on the Standalone financial statements of the Company), which do not require any corrective adjustments in the Financial Statements of the Subsidiary Company
For the Year ended 31 March 2025
a) Clause (i)(b) of CARO 2020 Order

Property, Plant and Equipment have been physically verified by the Management during the year. The company is in the process of reconciling the same with the books of account and hence we are unable to comment on material discrepancies noticed on such physical verification.

b) Clause (ii)(a) of CARO 2020 Order

The inventories has been physically verified by the management at the year end which has been considered in the financial statements. In the absence of inventory records, we are unable to comment on the discrepancies noticed on physical verification between the physical stocks and book stocks.

For the Year ended 31 March 2024
Nil
For the Year ended 31 March 2023
Nil

(V) Negative observations in the Standalone audit reports of the Holding Company and Subsidiary:

(i) Negative Observations of Holding Company:

a) Negative Observations for FY:2024-25

Our Audit report dated June10,2025 for the financial year ended March 31, 2025 included the following negative observation with respect to audit trail:

"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, 2021, in our opinion and to the best of our information and according to the explanations given to us:

(vi) The company has used an accounting software for maintaining its books of account 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 except for customer, vendor master and price master for which the audit trail (edit log) was implemented with effect from 14th of December and 12th September 2024 respectively and had operated from the period of its implementation."

b) Negative Observations for FY:2023-24

Our Audit report dated June 11, 2024 for the financial year ended March 31, 2024 included the following negative observation with respect to audit trail:

"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, 2021, in our opinion and to the best of our information and according to the explanations given to us:

(vi) Except for Finance/Accounting modules of the current system, the other modules used by the Company do not have the feature of recording audit trail (edit log) facility. Consequently, we are unable to comment on the audit trail feature of such non-financial/accounting modules and whether there were any instances of the audit trail being tampered with."

(ii) Negative Observations of Subsidiary Company:

a) Negative Observations for FY:2024-25

Our Audit report dated June 10, 2025 for the financial year ended March 31, 2025 included the following negative observation with respect to audit trail:

"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, 2021, in our opinion and to the best of our information and according to the explanations given to us:

(vi) The company has used an accounting software for maintaining its books of account which did not have a feature of recording audit trail (edit log) facility. Consequently, we are unable to comment on the audit trail feature of the said software and whether there were any instances of the audit trail feature been tampered with."

b) Negative Observations for FY:2023-24

Audit report dated July 24, 2024 for the financial year ended March 31, 2024 included the following negative observation with respect to audit trail:

"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, 2021, in our opinion and to the best of our information and according to the explanations given to us:

(iv) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules,20214 is applicable from 1st April 2023. Based on our examination which included test checks and information given to us, the Company has used accounting software for maintaining its books of accounts, which did not have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software. In our review, we noted that the Company is in the process of implementing an audit trail in its accounting software."

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53 Leases

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Movement of Lease Liability			
Opening balance	49.26	57.03	35.77
Additions during the year	28.76	7.49	32.54
Add: Finance cost accrued during the year	4.86	5.04	4.89
Less: Payment of lease liabilities	22.91	20.31	16.13
Less: Termination of Leases	3.79	-	-
Closing balance	**56.18**	**49.25**	**57.03**
- Current	16.87	16.38	14.46
- Non Current	39.31	32.87	42.57
Details of contractual maturities of lease liabilities (Undiscounted basis) :			
Less than one year	21.22	20.14	19.00
One to five years	27.10	36.22	46.50
More than five years	56.72	0.57	2.79
Amount recognised in the Statement of Profit and Loss			
Amortisation of Right of Use Assets	19.81	17.97	14.42
Interest Expense on Lease Liabilities	4.86	5.04	4.89
Expense relating to Short Term Lease Liabilities/ Leases of Low value assets	12.97	9.17	8.84

Effective Interest rate for the Lease Liabilities of holding company is 9.49% and for subsidiary company is 9.14%

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54 Disclosure as required under Rule 16A of the Companies (Acceptance of Deposit Rules), 2014:

₹ in million

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
Amount received from directors during the year	-	-	35.00
Closing balance of amount received from directors	13.68	15.04	42.26

55 Corporate Social Responsibility (CSR) activities :

₹ in million

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
a) Gross amount required to be spent by the Holding Company during the year	10.55	10.24	7.52
b) Unspent amount pertaining to earlier years	0.00	5.20	8.77
c) Total amount required to be spent by the Holding Company - (a+b)	10.55	15.44	16.29
d) Amount spent during the year			
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i)	10.55	15.44	11.08
e) Balance amount to be spent / (Amount spent in excess) - (c-d)	0.00	0.00	5.21
f) Nature of CSR activities	Health care, Education project and Rural Development Project		
g) Details of related party			

* Balance amount to be spent represents unspent CSR of Financial year 2020-21 which is pending to be transferred to a fund specified in Schedule VII of the Companies Act.

56 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 :

₹ in million

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2023
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year included in:			
- Principal amount due to micro and small enterprises	31.06	9.96	6.64
- Interest due on above		-	-
	31.06	**9.96**	**6.64**
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 appointed day.	2.24	-	
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.	0.60	0.44	0.56
The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.96	2.60	2.16
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 for the purpose of disallowance as a deductible under Section 23 of the MSMED Act, 2006.		-	-

Note: The above information is furnished based on the confirmation received from the parties.

57 The Group is in the process of reconciling the amounts of taxable turnover, input tax eligible for credit and the output tax payable as per return and those recorded in books of account. Necessary adjustments, if any, would be made as and when it is reconciled. In the opinion of the management, the impact on account of differences would not be material.

58 Dividend

The Group has not proposed/paid any dividend during the year 2024-25,2023-24 or 2022-23

59 ADDITIONAL DISCLOSURE RELATING TO SCHEDULE III AMENDMENT OF COMPANIES ACT 2013

(i) **Details of Benami property**: The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) **Utilisation of borrowed funds and share premium:**

(A) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(B) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(iii) **Compliance with number of layers of companies:**
The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(iv) **Undisclosed income:** The Group has not any such transactions which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(v) **Details of crypto currency or virtual currency:** The Group has not traded or invested in Crypto currency or Virtual currency during the financial year.

(vi) **Valuation of Property, Plant and Equipment, intangible asset and investment property:** The Group has not revalued its Property, Plant and Equipment or Intangible Assets or both during the current or previous year.

(vii) **Struck off Companies:** The Group does not have any transactions with companies struck off.

(viii) **Wilful Defaulter: T**he Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(ix) **Details of Delay in filing of Charges / Satisfaction With Registrar Of Companies (ROC):** The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(x) **Loans to Related Parties and others:** The Group has not granted any loans or advances in the nature of loans to promoters, directors, KMP's and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person that :
a) are repayable on demand or
b) without specifying any terms or period of repayment.

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60 Additional Information Pursuant To Schedule III To The Companies Act, 2013 Of Entities Consolidated As Subsidiaries

For the Financial year 2024-25

S. No	Name of the entity	Net Assets		Share in Profit / (Loss)		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As a % of Consolidated Net Assets	₹ in million	As a % of Consolidated Profit / (Loss)	₹ in million	As a % of Consolidated OCI	₹ in million	As a % of consolidated TCI	₹ in million
	Parent								
1	Milky Mist Dairy Food Limited (Formerly known as Milky Mist Dairy Food Private Limited)	100.41%	3,291.37	94.98%	437.64	99.94%	(3.47)	94.95%	434.17
	Subsidiary								
2	Asal Food Products Private Limited	1.80%	58.89	4.89%	22.54	0.06%	(0.00)	4.93%	22.54
	Total before Intercompany Elimination / Adjustments	**102.21%**	**3,350.26**	**99.88%**	**460.18**	**100.00%**	**(3.47)**	**99.88%**	**456.71**
	Intercompany Elimination / Adjustments	(2.21%)	(72.34)	0.12%	0.56	-	-	0.12%	0.56
	TOTAL	**100.00%**	**3,277.92**	**100.00%**	**460.74**	**100.00%**	**(3.47)**	**100.00%**	**457.27**

For the Financial year 2023-24

S. No	Name of the entity	Net Assets		Share in Profit / (Loss)		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As a % of Consolidated Net Assets	₹ in million	As a % of Consolidated Profit / (Loss)	₹ in million	As a % of Consolidated OCI	₹ in million	As a % of Consolidated TCI	₹ in million
1	**Parent**								
	Milky Mist Dairy Food Limited (Formerly known as Milky Mist Dairy Food Private Limited)	101.30%	2,857.20	93.45%	181.69	102.11%	2.35	93.55%	184.04
2	**Subsidiary**								
	Asal Food Products Private Limited	1.29%	36.35	6.96%	13.54	(2.11%)	(0.05)	6.86%	13.49
	Total before Intercompany Elimination / Adjustments	**102.58%**	**2,893.55**	**100.41%**	**195.23**	**100.00%**	**2.30**	**100.40%**	**197.53**
	Intercompany Elimination / Adjustments	(2.58%)	(72.91)	(0.41%)	(0.80)	-	-	(0.40%)	(0.80)
	TOTAL	**100.00%**	**2,820.64**	**100.00%**	**194.43**	**100.00%**	**2.30**	**100.00%**	**196.73**

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For the Financial year 2022-23

S. No	Name of the entity	Net Assets		Share in Profit / (Loss)		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As a % of Consolidated Net Assets	₹ in million	As a % of Consolidated Profit / (Loss)	₹ in million	As a % of Consolidated OCI	₹ in million	As a % of Consolidated TCI	₹ in million
1	**Parent**								
	Milky Mist Dairy Food Limited (Formerly known as Milky Mist Dairy Food Private Limited)	101.88%	2,673.16	96.00%	261.41	36.65%	(0.01)	96.01%	261.40
2	**Subsidiary**								
	Asal Food Products Private Limited	0.87%	22.86	4.21%	11.46	63.35%	(0.01)	4.21%	11.45
	Total before Intercompany Elimination / Adjustments	**102.75%**	**2,696.02**	**100.21%**	**272.87**	**100.00%**	**(0.02)**	**100.21%**	**272.84**
	Intercompany Elimination / Adjustments	(2.75%)	(72.11)	(0.21%)	(0.57)	-	-	(0.21%)	(0.57)
	TOTAL	**100.00%**	**2,623.91**	**100.00%**	**272.29**	**100.00%**	**(0.02)**	**100.00%**	**272.27**

(Amount in million of INR unless otherwise stated)

61 Financial Ratios:

Ratio	2024-25	2023-24	2022-23	% Change - 24-25	% Change - 23-24	Reason for Variance (If change is more than 25%)
Current Ratio (in times)	0.64	0.69	0.65	(6.08%)	5.20%	Not Applicable
Debt Equity Ratio (in times)	4.20	3.68	3.04	14.24%	20.84%	Not Applicable
Debt Service Coverage Ratio	1.16	1.04	1.29	10.58%	(18.93%)	Not Applicable
Return on Equity Ratio (%)	15.11%	7.14%	10.95%	111.55%	(34.75%)	Profitability has increased as compared to Previous year.
Inventory Turnover Ratio (in times)	6.60	7.97	10.70	(17.20%)	(25.55%)	Not Applicable
Trade Receivables Turnover Ratio (in times)	25.53	23.95	20.87	6.59%	14.75%	Not Applicable
Trade Payables Turnover Ratio (in times)	22.27	34.02	36.80	(34.53%)	(7.54%)	Trade payable balance outstanding as on Balance sheet is significantly higher than Previous year.
Net Capital Turnover Ratio (in times)	(10.16)	(11.86)	(12.86)	(14.32%)	(7.78%)	Not Applicable
Net Profit ratio (%)	1.96%	1.07%	1.95%	83.72%	(45.35%)	Increase due to decrease in Cost of materials
Return on Capital Employed	9.54%	8.14%	10.62%	17.24%	(23.34%)	Not Applicable

Particulars	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities
Debt Equity Ratio	Total Debt	Shareholders' Equity
Debt Service Coverage Ratio	Earnings for debt service = Net Profit after taxes + Depreciation and Amortisation Expense + Interest	Debt Service = Interest + Lease Payments + Principal Repayments(Excluding Prepayments)
Return on Equity Ratio	Net Profit After Taxes - Preference Dividend	Average Shareholders' Equity
Inventory Turnover Ratio	Cost of Materials Consumed + Purchases of Stock-in-Trade + Changes in Inventories of finished goods and work-in-process	Average Inventory
Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivable
Trade Payables Turnover Ratio	Cost of Materials Consumed + Purchases of Stock-in-Trade + Changes in Inventories of finished goods and work-in-process	Average Trade Payables
Net Capital Turnover Ratio	Net Sales	Working Capital = Current Assets - Current Liabilities
Net Profit Margin %	Net Profit after Tax	Net Sales
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net worth +Total Debt + Deferred Tax liability

Figures have been rounded off to the nearest million. Previous Year's figures are reclassified / recasted wherever necessary to conform to the current year classification including those as required consequent to amendments in Schedule III.

As per our report of even date attached

For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No 000066S

Kaushik Sidartha
Partner
Membership No:217964

Place: Perundurai
Date: 15-07-2025

For and on behalf of the Board of Directors of Milky Mist Dairy Food Limited

Sathishkumar T
Chairman and Managing Director
DIN: 02926325

Anitha S
Whole Time Director
DIN: 02926355

Dr K Rathnam
Whole-time Director and Chief Executive Officer
DIN: 06887651

Biswajit Mishra
Chief Financial Officer

S Prakash
Company Secretary & Compliance Officer
FCS No: A22495

Place: Perundurai
Date: 15-07-2025

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from the Restated Consolidated Financial Information required to be disclosed under the SEBI ICDR Regulations and other non-GAAP measures are set forth below:

Particulars	As at/for the Fiscals ended March 31,		
	2025	2024	2023
Restated earnings per equity share (Face value of ₹2 each) - Basic EPS (in ₹)	0.73	0.31	0.43
Restated earnings per equity share (Face value of ₹2 each) – Diluted EPS (in ₹)	0.72	0.30	0.42
Net Worth (in ₹ million)	2,427.73	1,970.45	1,773.71
Return on Net Worth (in %)	18.98%	9.87%	15.35%
Net asset value per Equity Share (in ₹)	3.78	3.07	2.76
EBITDA (in ₹ million)	3,103.46	2,223.30	2,013.94
Return on Capital Employed (in %)	9.54%	8.14%	10.62%

Notes: The ratios based on Restated Consolidated Financial Information have been computed as below:

(1) *Basic earnings per share (₹) = Basic EPS is calculated by dividing profit for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during Fiscal 2025, 2024 and 2023 was 630.00 million*

(2) *Diluted earnings per share (₹) = Diluted EPS is calculated by dividing profit for the year by the weighted average number of equity shares adjusted for the effect of dilution. Weighted average number of equity shares adjusted for the effect of dilution are computed as a sum of weighted average number of equity shares outstanding during the year and effect of dilution due to compulsorily convertible preference shares. Weighted average number of equity shares adjusted for the effect of dilution during Fiscal 2025, 2024 and 2023 was 642.285 million.*

(3) *Net Worth means the aggregate value of paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Thus, Net Worth has been computed as total equity as at the end of the Fiscal less amount aggregating to ₹ 850.20 million pertaining to fair valuation of land as on the date of transition to Ind AS included in retained earnings but which is not available for distribution of dividend. Total equity is computed as the sum of Equity Share capital, instruments entirely equity in nature, and other equity.*

(4) *Return on Net Worth (%) is calculated as profit for the year divided by closing networth as at the end of the respective Fiscal.*

(5) *Net Asset Value per Equity Share is computed as Net Worth as of the end of the Fiscal divided by the weighted average outstanding equity shares considered for diluted EPS as at the end of the Fiscal.*

(6) *EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as the profit before tax for the fiscal plus depreciation and amortization expense and finance cost for the relevant fiscal.*

(7) *Return on Capital Employed is computed as EBIT as a percentage of Capital Employed as at the end of the fiscal. EBIT refers to earnings before interest and taxes and is computed as profit before tax for the fiscal plus finance costs for the relevant fiscal. Capital Employed is computed as the sum of total equity, total borrowings and deferred tax liabilities (net), as at the end of the fiscal.*

Non-GAAP Measures

Non-GAAP Measures presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation from Revenue from Operation to Gross Profit and Gross Profit Margin (%)

The table below reconciles revenue from operations to Gross Profit. Gross Profit is calculated by subtracting the aggregate of cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods, stock-in-trade and work-in-progress from revenue from operations for the relevant fiscal while Gross Profit Margin is calculated as Gross Profit as a percentage of revenue from operations for the relevant fiscal.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Revenue from operations (A)	23,495.03	18,216.09	13,941.75
Cost of materials consumed (B)	15,444.57	12,802.43	9,163.21
Purchase of stock-in-trade (C)	510.19	490.33	497.34
Changes in inventories of finished goods/Work-in-progress/stock-in-trade (D)	(421.59)	(761.67)	(241.58)
Gross Profit (E= A-B-C-D)	**7,961.86**	**5,684.99**	**4,522.78**
Gross Profit Margin (F= E/A)	**33.89%**	**31.21%**	**32.44%**

Reconciliation from Profit for the year to EBITDA and EBITDA Margin

EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as the profit before tax for the fiscal plus depreciation and amortization expense and finance cost for the relevant fiscal while EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Profit for the year (A)	460.74	194.44	272.30
Tax expense (B)	414.71	232.41	362.41
Depreciation & amortisation expenses (C)	1,364.64	1,074.22	804.65
Finance costs (D)	863.37	722.23	574.58
EBITDA (E = A+B+C+D)	**3,103.46**	**2,223.30**	**2,013.94**
Revenue from operations (F)	23,495.03	18,216.09	13,941.75
EBITDA Margin (%) (G = E / F)	**13.21%**	**12.21%**	**14.45%**

Reconciliation from Profit for the year to PAT Margin

The table below reconciles profit for the year to PAT Margin. PAT margin is calculated as profit for the fiscal as a percentage of revenue from operations for the relevant fiscal.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Profit for the year (A)	460.74	194.44	272.30
Revenue from operations (B)	23,495.03	18,216.09	13,941.75
PAT Margin (C=A/B)	**1.96%**	**1.07%**	**1.95%**

Reconciliation from Profit for the year to Return on Equity

The table below reconciles profit for the year to return on equity. Return on equity is calculated as profit for the year as a percentage of Average Equity. Average Equity is calculated as average of the total equity at the beginning and at the end of the relevant fiscal. Total Equity is computed as the sum of Equity Share Capital, Instruments entirely equity in nature, and other equity.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Profit for the year (A)	460.74	194.44	272.30
Equity share capital (B)	1,260.00	35.00	35.00
Instruments entirely equity in nature (C)	24.57	0.68	0.68
Other equity (D)	1,993.36	2,784.97	2,588.23
Closing Equity (E=B+C+D)	**3,277.93**	**2,820.65**	**2,623.91**
Opening Equity (F)	**2,820.65**	**2,623.91**	**2351.63**
Average Equity (G=(E+F)/2)	**3,049.29**	**2,722.28**	**2,487.77**
Return on Equity (H= A/G)	**15.11%**	**7.14%**	**10.95%**

Reconciliation from Profit before tax to Return on Capital Employed

The table below reconciles profit before tax to return on capital employed. RoCE is calculated as earnings before interest and taxes ("**EBIT**") as a percentage of Capital Employed as at the end of the fiscal. EBIT is computed as profit before tax for the fiscal plus finance costs for the relevant fiscal. Capital Employed is computed as the sum of Total Equity, total borrowings and deferred tax liabilities (net), as at the end of the fiscal.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Profit before tax (A)	875.45	426.85	634.71
Finance costs (B)	863.37	722.23	574.58
EBIT (C=A+B)	**1,738.82**	**1,149.08**	**1,209.29**
Deferred Tax Liability (D)	1,180.75	929.91	785.00
Short Term Borrowings (E)	3,443.19	3,169.03	1,798.31
Long Term Borrowings (F)	10,320.57	7,198.21	6,182.32
Total Equity (G)	3,277.93	2,820.65	2,623.91
Capital Employed (H=D+E+F+G)	**18,222.44**	**14,117.80**	**11,389.54**
Return on Capital Employed (I= C/H)	9.54%	8.14%	10.62%

Other financial information

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company as at and for the Fiscals ended March 31, 2025, March 31, 2024, and March 31, 2023, ("**Audited Financial Statements**") are available at https://www.milkymist.com/ipo.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of our Company or any entity in which our Shareholders have significant influence or any of its advisors, nor BRLMs or the Promoter Selling Shareholders, nor any of their respective employees, directors, affiliates, agents, or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures, read with the SEBI ICDR Regulations for the Fiscals ended March 31, 2025, March 31, 2024 and March 31, 2023, see *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on page 339.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2025, derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "*Management's Discussion and Analysis of Financial Position and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 386, 284 and 37, respectively.

(₹ in million, except ratios)

Particulars	As at March 31, 2025	As adjusted for the proposed Offer**
Borrowings		
Current borrowings	2,184.02	[●]
Non-current borrowings (including current maturity) (A)	11,579.74	[●]
Total borrowings (B)	**13,763.76**	[●]
Equity		
Equity share capital*	1,260.00	[●]
Instruments in the nature of equity	24.57	
Other equity	1,993.36	[●]
Total equity (C)	**3,277.93**	[●]
Total Capital (B+C)	17,041.69	
Ratio: Non-current borrowings (including current maturities of borrowings) (A) / Total equity (C)	**3.53**	[●]
Ratio: Total borrowings (B) / Total equity (C)	**4.20**	[●]

* *Subsequent to March 31, 2025 and pursuant to a resolution dated July 15, 2025 passed by the Board of Directors of the Company, 12,285,000 CCPS have been converted into 12,285,000 Equity Shares and the issued and paid-up Equity Share capital of the Company after conversion in the ratio 1:1 is ₹ 1,284.57 million.*

** *These amounts (as adjusted for the Offer) are not determinable at this stage pending the completion of the Book Building Process and hence have not been provided in the statement above. To be updated upon finalisation of the Offer Price.*

Notes:

1. *The above statement has been computed on the basis of the Restated Consolidated Financial Information as at and for the year ended March 31, 2025.*
2. *These terms shall carry the meaning as per Schedule III of the Companies Act, 2013, as amended.*

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiary avails loans and financing facilities in the ordinary course of business for, *inter alia*, meeting working capital requirements, capital expenditure and other business requirements.

Our Board is empowered to borrow money in accordance with Section 179, Section 180 of the Companies Act and our Articles of Association. For details of the borrowing powers of our Board, see "*Our Management – Borrowing Powers*" on page 263.

The details of the indebtedness of our Company and our Subsidiary as on May 31, 2025, is provided below:

(₹ in million)

Category of borrowing	Sanctioned amount#	Outstanding amount as on May 31, 2025#
Secured		
Fund based		
- Working capital loan	2,657.50	2,601.32
- Term loan	16,008.20	11,291.61
- Vehicle loan	943.99	641.57
Total secured fund based (A)	**19,609.69**	**14,534.50**
Non-fund based		
- Bank guarantee	87.75	87.75
Total secured non fund based (B)	**87.75**	**87.75**
Total secured (C) = (A) + (B)	**19,697.44**	**14,622.25**
Unsecured:		
Fund Based		
Loan from Directors	95.00	13.68
Total Unsecured fund based (D)	**95.00**	**13.68**
Total Borrowings (E = C+D)	**19,792.44**	**14,635.93**

#*As certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.*

(*Remainder of this page is intentionally left blank*)

Details of aggregate borrowings of our Company and our Subsidiary during the last three Fiscals are as follows:

(₹ in million)

Fiscal	Bank	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal	Total addition during the Fiscal	Amount repaid during the Fiscal	Closing balance as of the end of the Fiscal
Fiscal 2025	Indian Overseas Bank	Working capital loan	December 21, 2023 (Amended by memorandum of deposit of title deeds on August 13, 2024)	640.00	583.64	-	331.60	252.04
					-	384.00	-	384.00
	Indian Bank	Working capital loan	November 23, 2023	660.00	168.24	54.49	-	222.73
	Indian Bank	Working capital loan	November 23, 2023		-	403.11	-	403.11
	Indian Bank	Working capital loan	November 23, 2023		401.78	-	401.78	-
	Union Bank of India	Working capital loan	May 29, 2024	220.00	164.58	51.44	0.94	215.08
	RBL Bank Limited	Working capital loan	October 7, 2022 (Amended by memorandum of deposit of title deeds on August 13, 2024)	100.00	-	18.02	-	18.02
					-	60.00	-	60.00
					60.00	-	60.00	-
	State Bank of India	Working capital loan	October 16, 2023	380.00	44.93	95.35	-	140.28
					230.30	1.57	-	231.87
	The Federal Bank	Working capital demand loan	August 28, 2023 July 26, 2024	150.00	-	150.00	-	150.00
		Working capital demand loan			151.15	-	151.15	-
	The Federal Bank	Working capital demand loan	December 9, 2024	100.00	-	100.02	-	100.02
	The Federal Bank	Vehicle loan	February 21, 2025	5.09	0.00	5.09	0.12	4.97
	The Federal Bank	Vehicle loan	February 21, 2025	2.99	0.00	2.99	0.07	2.92
	The Federal Bank	Vehicle loan	October 15, 2024	38.30	0.00	38.30	2.64	35.66
	The Federal Bank	Vehicle loan	November 18, 2024	42.94	0.00	42.94	2.40	40.54
	The Federal Bank	Vehicle loan	January 6, 2025	86.28	0.00	86.28	2.47	83.81
	The Federal Bank	Vehicle loan	March 20, 2025	53.11	0.00	39.28	0.00	39.28

Fiscal	Bank	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal	Total addition during the Fiscal	Amount repaid during the Fiscal	Closing balance as of the end of the Fiscal
	HDFC Bank	Vehicle loan	-*	753.44	387.93	168.01	134.30	421.64
	Union Bank of India	Term loan	September 24, 2018	496.90	126.00	-	43.20	82.80
	Union Bank of India	Term loan	September 28, 2021	112.00	80.89	-	22.96	57.93
	Union Bank of India	Term loan	November 20, 2021	56.00	51.33	-	14.00	37.33
	Union Bank of India	Term loan	May 29, 2024	250.00	69.58	-	69.58	-
	Union Bank of India	Term loan			72.36	-	72.36	-
	Union Bank of India	Term loan			-	27.37	1.72	25.64
	Union Bank of India	Term loan			-	12.50	0.64	11.86
	Union Bank of India	Term loan			-	14.00	0.48	13.52
	Union Bank of India	Term loan			-	50.00	1.23	48.77
	Union Bank of India	Term loan			-	130.00	-	130.00
	The Federal Bank	Term loan	October 11, 2021	70.00	37.73	-	14.00	23.73
	The Federal Bank	Term loan	October 11, 2021	240.00	156.00	-	48.00	108.00
	The Federal Bank	Vehicle loan	May 26, 2022	12.20	7.31	-	2.96	4.35
	The Federal Bank	Vehicle loan	October 26, 2021	1.48	0.63	-	0.37	0.26
	The Federal Bank	Vehicle loan	June 1, 2024	13.50	-	13.50	1.69	11.81
	The Federal Bank	Vehicle loan	June 15, 2024	12.70	-	12.70	1.59	11.11
	Indian Overseas Bank	Term loan	January 19, 2017	600.00	230.52	-	96.00	134.52
	Indian Overseas Bank	Term loan	October 20, 2018	1,250.00	871.37	-	179.09	692.28
	Indian Overseas Bank	Term loan	March 9, 2022	501.70	501.70	-	125.42	376.28
	Indian Bank	Term loan	February 15, 2022	628.60	615.51	-	157.15	458.35
	Indian Bank	Term loan	September 19, 2018	850.00	545.44	-	126.46	418.99
	Indian Bank	Term loan	December 22, 2016	600.00	264.00	-	96.00	168.00

Fiscal	Bank	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal	Total addition during the Fiscal	Amount repaid during the Fiscal	Closing balance as of the end of the Fiscal
	Indian Bank	Term loan	March 30, 2020	550.00	109.98	-	109.98	-
	Indian Bank	Term loan	February 16, 2023	1,000.00	999.12	-	-	999.12
	Uco Bank	Term loan	December 27, 2018	99.00	28.02	-	28.02	-
	RBL Bank Limited	Term loan	October 7, 2022	1,850.00	1,850.00	-	23.13	1,826.88
	State Bank of India	Term loan	February 6, 2023	1,600.00	1,599.58	-	12.08	1,587.50
	Bank of Maharashtra	Term loan	June 11, 2024 (Amended by consortium meeting on June 11, 2024)	850.00	-	849.92	-	849.92
	State Bank of India	Term loan	May 16, 2024 (Amended on June 27, 2024)	1,200.00	-	1,148.63	-	1,148.63
	Indian Overseas Bank	Term loan	May 28, 2024 (Amended by consortium meeting on June 11, 2024)	900.00	-	368.49	-	368.49
	Union Bank of India	Term loan	May 29, 2024 (Amended by consortium meeting June 11, 2024)	470.00	-	208.17	-	208.17
	Yes Bank	Term loan	June 28, 2024	400.00	-	364.69	-	364.69
	Indian Bank	Term loan	May 30, 2024 (Amended by consortium meeting June 11, 2024)	730.00	-	436.44	-	436.44
	The Federal Bank	Term loan	July 26, 2024	740.00	-	435.57	-	435.57
	The Federal Bank	Working capital loan	July 27, 2023	7.50	6.10	0.77	-	6.87
	The Federal Bank	Vehicle loan	February 9, 2024	4.78	4.20	0.60	1.01	3.79
	The Federal Bank	Term loan	January 29, 2025	63.00	-	10.66	1.07	9.59
	Loan from directors	Loan from directors	November 26, 2020	20.00	12.49	1.14	-	13.63
	Loan from directors	Loan from directors	June 4, 2020	75.00	2.55	-	2.50	0.05
	Processing Fees-INDAS	Processing fees-INDAS	-	-	(67.73)	-	-	(117.08)
Fiscal 2024	The Federal Bank	Term loan	October 11, 2021	240.00	204.00	-	48.00	156.00
	The Federal Bank	Term loan	October 11, 2021	70.00	51.73	15.27	29.27	37.73

Fiscal	Bank	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal	Total addition during the Fiscal	Amount repaid during the Fiscal	Closing balance as of the end of the Fiscal
	Indian Bank	Term loan	September 19, 2018	850.00	655.79	-	110.35	545.44
	Indian Bank	Term loan	February 15, 2022	628.60	628.60	-	13.09	615.51
	Indian Bank	Term loan	February 16, 2023	1,000.00	528.62	470.51	-	999.12
	Indian Bank	Term loan	December 22, 2016	600.00	360.00	-	96.00	264.00
	Indian Bank	Term loan	March 30, 2020	550.00	219.99	-	110.00	109.98
	Indian Overseas Bank	Term loan	October 20, 2018	1,250.00	1,031.75	-	160.38	871.37
	Indian Overseas Bank	Term loan	March 9, 2022	501.70	501.70	-	-	501.70
	Indian Overseas Bank	Term loan	January 19, 2017	600.00	324.02	-	93.50	230.52
	RBL Bank Limited	Term loan	October 7, 2022	1,850.00	1,000.00	850.00	-	1,850.00
	State Bank of India	Term loan	February 6, 2023	1,600.00	906.21	704.23	10.87	1,599.58
	Union Bank of India	Term loan	September 24, 2018	496.90	169.20	-	43.20	126.00
	Union Bank of India	Term loan	September 28, 2021	112.00	100.82	-	19.93	80.89
	Union Bank of India	Term loan	November 20, 2021	56.00	56.00	-	4.67	51.33
	Union Bank of India	Term loan	May 29, 2024	250.00	-	71.54	1.96	69.58
	Union Bank of India	Term loan			-	73.71	1.35	72.36
	Union Bank of India	Term loan	September 24, 2018	496.90	1.63	-	1.63	-
	Union Bank of India	Term loan			3.41	-	3.41	-
	Union Bank of India	Term loan			0.30	-	0.30	-
	Uco Bank	Term loan	December 27, 2018	99.00	44.60	-	16.58	28.02
	Uco Bank	Term loan	February 20, 2021	27.50	10.03	-	10.03	-
	The Federal Bank	Working capital loan	August 28, 2023	150.00	-	151.15	-	151.15

Fiscal	Bank	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal	Total addition during the Fiscal	Amount repaid during the Fiscal	Closing balance as of the end of the Fiscal
	Indian Bank	Working capital loan	November 23, 2023	660.00	-	401.78	-	401.78
	Indian Bank	Working capital loan		-	382.78	2.48	217.02	168.24
	State Bank of India	Working capital loan	October 16, 2023	380.00	-	44.93	-	44.93
	State Bank of India	Working capital loan		-	-	230.30	-	230.30
	RBL Bank Limited	Working capital loan	October 7, 2022 (Amended by memorandum of deposit of title deeds on August 13, 2024)	100.00	-	60.00	-	60.00
	Union Bank of India	Working capital loan	May 29, 2024	220.00	164.53	0.72	0.67	164.58
	Indian Overseas Bank	Working capital loan	December 21, 2023 (Amended by memorandum of deposit of title deeds on August 13, 2024)	640.00	330.83	252.81	-	583.64
	HDFC Bank	Vehicle loan	-*	649.92	285.38	209.29	106.73	387.93
	The Federal Bank	Vehicle loan	May 26, 2022	12.20	10.01	-	2.70	7.31
	The Federal Bank	Vehicle loan	October 26, 2021	1.48	0.98	-	0.35	0.63
	Toyota Financial Services India Limited	Vehicle loan	December 28, 2018	2.32	0.62	-	0.62	-
	The Federal Bank	Working capital demand loan	February 3, 2022	40.00	40.00	-	40.00	-
	The Federal Bank	Working capital loan	July 27, 2023	7.50	-	6.10	-	6.10
	The Federal Bank	Vehicle loan	February 9, 2024	4.78	-	4.20	-	4.20
	Loan from directors	Loan from directors	November 26, 2020	20.00	11.45	1.05	-	12.49
	Loan from directors	Loan from directors	June 4, 2020	75.00	30.81	-	28.26	2.55
	Processing Fees-INDAS	Processing fees-INDAS	-	-	(75.15)	-	-	(67.73)
Fiscal 2023	The Federal Bank	Term loan	October 11, 2021	240.00	221.92	-	17.92	204.00
	The Federal Bank	Term loan	October 11, 2021	70.00	49.30	15.26	12.83	51.73
	Indian Bank	Term loan	September 19, 2018	850.00	740.58	-	84.78	655.79
	Indian Bank	Term loan	February 15, 2022	628.60	632.79	-	4.19	628.60

Fiscal	Bank	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal	Total addition during the Fiscal	Amount repaid during the Fiscal	Closing balance as of the end of the Fiscal
	Indian Bank	Term loan	February 16, 2023	1,000.00	-	528.62	-	528.62
	Indian Bank	Term loan	December 22, 2016	600.00	447.79	-	87.79	360.00
	Indian Bank	Term loan	March 30, 2020	550.00	332.76	-	112.77	219.99
	Indian Overseas Bank	Term loan	October 20, 2018	1,250.00	1,125.50	-	93.75	1,031.75
	Indian Overseas Bank	Term loan	March 9, 2022	501.70	0.50	501.20	-	501.70
	Indian Overseas Bank	Term loan	January 19, 2017	600.00	407.78	-	83.75	324.02
	RBL Bank Limited	Term loan	October 7, 2022	1,850.00	-	1,000.00	-	1,000.00
	State Bank of India	Term loan	February 6, 2023	1,600.00	-	906.21	-	906.21
	Union Bank of India	Term loan	September 24, 2018	496.90	206.21	-	37.01	169.20
	Union Bank of India	Term loan	September 28, 2021	112.00	112.00	-	11.18	100.82
	Union Bank of India	Term loan	November 20, 2021	56.00	56.00	-	-	56.00
	Union Bank of India	Term loan	September 24, 2018	496.90	4.41	-	2.79	1.63
	Union Bank of India	Term loan			17.07	-	13.66	3.41
	Union Bank of India	Term loan			1.19	-	0.89	0.30
	Union Bank of India	Term loan			6.71	-	6.71	-
	Uco Bank	Term loan	December 27, 2018	99.00	63.02	-	18.42	44.60
	Uco Bank	Term loan	February 20, 2021	27.50	22.15	-	12.13	10.03
	HDFC Bank	Vehicle loan	-*	542.72	185.31	100.07	-	285.38
	The Federal Bank	Vehicle loan	October 26, 2021	1.48	1.31	-	0.33	0.98
	The Federal Bank	Vehicle loan	May 26, 2022	12.20	-	10.01	-	10.01
	Toyota Financial Services India Limited	Vehicle loan	December 28, 2018	2.32	1.80	-	1.18	0.62

Fiscal	Bank	Nature of facility	Date of sanction	Sanctioned amount	Opening balance as of the beginning of the Fiscal	Total addition during the Fiscal	Amount repaid during the Fiscal	Closing balance as of the end of the Fiscal
	The Federal Bank	Working capital demand loan	February 3, 2022	40.00	40.00	-	40.00	-
					-	40.00	-	40.00
	Union Bank of India	Working capital loan	November 20, 2021	189.50	160.67	3.86	-	164.53
	Indian Bank	Working capital loan	October 28, 2021	420.50	305.06	77.72	-	382.78
	Indian Overseas Bank	Working capital loan	August 12, 2021	390.00	307.44	23.40	-	330.83
	Loan from directors	Loan from directors	June 4, 2020	75.00	11.56	19.25	-	30.81
	Loan from directors	Loan from directors	November 26, 2020	20.00	10.49	0.96	-	11.45
	Processing Fees-INDAS	Processing fees-INDAS	-	-	(56.59)	-	-	(75.15)

Note:

1. *This table has been certified by VKS Aiyer & Co., Chartered Accountants (FRN:000066S), pursuant to their certificate dated July 21, 2025.*
2. *This table does not include non-fund based borrowings (bank guarantees).*

** These items consist of various loans availed for the purchase of vehicles at various dates.*

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing agreements entered into by our Company.

1. ***Interest:*** Our financing arrangements typically have floating rates of interest linked to a base rate, as specified by respective lenders. The rate of interest for our term loans and working capital facilities typically ranges from 8.00% per annum to 13.00% per annum.

2. ***Penal interest***: The terms of certain facilities availed by our Company prescribe penalties for non-payment of certain obligations by us, *inter alia*, non-payment of interest or instalments, failure in creation or perfection of security within agreed timelines or any other breach of terms and conditions, as laid down in such facility documents or as may be stipulated by the concerned lender, as the case may be. The penalty for such non-compliance under the relevant financing documentation typically involves a flat penalty fee or penal interest between 2% to 4% per annum on the outstanding amount, as per the terms of the financing documentation.

3. ***Pre-payment penalty:*** The terms of the borrowings availed by us typically have pre-payment provisions, which allow for pre-payment of the outstanding amount on giving notice to the concerned lender. Certain borrowing arrangements availed by our Company are further subject to the payment of prepayment penalty, which typically ranges from 1% to 3% on the principal outstanding amount, in accordance with the relevant financing documentation or is at the discretion of the lender.

4. ***Validity/Tenor***: The working capital facilities availed by us are typically available for a period of 12 months, subject to periodic review by the relevant lender. The tenor of the term loans availed by us typically range from 48 months to 144 months with a moratorium period of 6 months to 24 months for certain borrowings. Further, the non-fund based facilities availed by us are typically valid for 12 months and are subjected to periodic renewal by the relevant lender.

5. ***Security:*** As of May 31, 2025, our borrowings are secured by way of *inter alia*:

   (a) *pari passu* charge on the entire movable fixed assets of our Company, both present and future, excluding vehicles financed by certain lenders;

   (b) *pari passu* charge on the entire current assets of our Company, both present and future;

   (c) *pari passu* charge on the immovable fixed assets of the company owned by our Company;

   (d) *pari passu* charge on the entire raw materials, stock-in-process, finished goods, stores, spares receivables and other current assets;

   (e) personal guarantees by our Promoters; and

   (f) pledge on the one of the trademarks "Milky Mist" registered in the name of our Promoters and subsequently assigned to our Company.

   Please note that the abovementioned list is indicative and there may be additional securities created under various borrowing arrangements by us.

6. ***Repayment:*** The working capital facilities availed by our Company are typically repayable on demand or on their respective due dates within the maximum tenure, in accordance with the relevant financing documentation. The term loans availed by us are typically repayable in structured quarterly instalments.

7. ***Key covenants:*** Certain of our borrowing arrangements provide for covenants restricting certain corporate actions, and we are required to take the prior approval of the relevant lender before undertaking such corporate actions, including but not limited to the following:

   (a) effecting any change in the composition or the management of our Company;

   (b) effecting any change in our shareholding or capital structure or constitution;

   (c) making any amendments in the Memorandum of Association or Articles of Association;

(d) sell, assign, mortgage or otherwise dispose of any assets charged by the lender;

(e) formulating any scheme of merger, de-merger, amalgamation, acquisition, compromise or reconstruction;

(f) prepayment of the whole or any part of the outstanding loan;

(g) undertaking any new project or expansion or modernization scheme or make any capital expenditure other than those estimated; and

(h) change or reduction in ownership of the Promoter in our Company.

8. ***Events of default:*** In terms of the financing arrangements entered into by our Company, the occurrence of any of the following, *inter alia*, constitutes an event of default:

(a) breach of covenants, representations, warranties, undertakings and conditions stipulated in the financing documentation;

(b) default in payment of interest, other charges or instalment amount due or repayment of principal amounts;

(c) failure in business, commission of an act of bankruptcy, general assignment for the benefit of the creditors;

(d) any change of ownership, control and/or management of our Company;

(e) material adverse change affecting the profits or business of our Company;

(f) utilisation of the facilities or any part thereof for purposes other than as sanctioned by the lender;

(g) failure to comply with financial covenants;

(h) any information given in connection with any of the transaction documents is incorrect or misleading in any material respect;

(i) any security furnished to secure obligations or liabilities of our Company to the lender is or becomes invalid or unenforceable; and

(j) cross defaults across other facilities of our Company.

This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

9. ***Consequences of occurrence of events of default:*** Upon the occurrence of events of default, our lenders may:

(a) terminate the facility and/or declare all amounts outstanding in respect of the facility to be due and payable immediately irrespective of the maturity date;

(b) demand cure of the default;

(c) enforce security or change any of the terms of sanction;

(d) suspend further access to or withdrawals by our Company of the facilities;

(e) incur all expenses from our Company in connection with preservation of, or enforcement actions against us and collection of dues; and

(f) impose a penalty upon an event of default under the various borrowing arrangements entered into by us.

The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

We have obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer. For further details of financial and other covenants required to be complied with in relation to our borrowings, see “*Risk Factors - We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. An inability to obtain further financing or to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows. Further, one of our trademarks "Milky Mist" has been hypothecated as security for financing arrangements availed from certain lenders. Enforcement of such security by lenders in the event of default may have an adverse effect on our brand image, reputation and financial results.*” on page 49.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for Fiscals 2025, 2024 and 2023 and should be read in conjunction with "Restated Consolidated Financial Information" on page 284.

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 21. Also see "Risk Factors" and "– Significant Factors Affecting our Results of Operations and Financial Condition" on pages 37 and 387, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Our Company's Fiscal commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the Fiscals 2025, 2024 and 2023 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 284. In this section, we have compared our consolidated financial information as of and for year ended March 31, 2025, March 31, 2024 and March 31, 2023.

Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Also see "Risk Factors — Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition" on page 80.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Value Added Dairy Products Industry Report" dated July 21, 2025 (the "**1Lattice Report**") prepared and issued by Lattice Technologies Private Limited, pursuant to an engagement letter dated January 16, 2025. The 1Lattice Report has been exclusively commissioned and paid for by our Company in connection with the Offer. The data included herein includes excerpts from the 1Lattice Report and may have been re-ordered for the purposes of presentation. A copy of the 1Lattice Report will form part of the material documents for inspection and is available on the website of our Company at https://www.milkymist.com/ipo. Unless otherwise indicated, financial, operational, industry and other related information derived from the 1Lattice Report and included herein with respect to any particular year/ Fiscal refers to such information for the relevant Calendar Year/ Fiscal. For further information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the 1Lattice Report which is a paid report and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 76. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 19.*

OVERVIEW

We are a product-led company, exclusively focused on value-added products within the dairy market, dedicated to addressing the diverse and emerging consumer needs for the entire day, from breakfast to dinner. Over the years, we have diversified our product categories to include various value-added dairy products, such as cheese, paneer, butter, curd, ghee, yogurt, ice cream, UHT long-shelf life products, and other products, including frozen foods, RTE and RTC products, as well as chocolates. We offer our products under our umbrella brand 'Milky Mist', and sub-brand such as 'SmartChef', 'Capella', and 'Misty Lite', and have recently acquired brands such as 'Briyas' and 'Asal'.

We have an integrated farm to retail infrastructure. We source raw milk, our primary raw material, directly from farmers. As of March 31, 2025, we sourced raw milk from 67,615 farmers, located in 22 districts across the states of Tamil Nadu, Andhra Pradesh and Karnataka, all within a 400 kilometres radius from our manufacturing facility at Perundurai, Erode District, Tamil Nadu. We foster long-standing relationships with farmers by eliminating middlemen, providing them with higher realization, and making direct payments every 7 to 10 days, thereby ensuring their loyalty. We procure raw milk through a three-tier structure to ensure quality: farmers deposit milk at our tech-enabled automated milk collection units ("**AMCUs**") for initial testing, which is then transported to our chilling centers for further analysis, and finally, undergoes additional testing at our manufacturing facility at Perundurai, Erode District, Tamil Nadu before processing.

Our strategically located manufacturing facility in Perundurai, Erode District, Tamil Nadu capitalizes on the region's robust dairy farming community to ensure a consistent supply of high-quality raw milk (*Source: 1Lattice Report*). Our manufacturing facilities are equipped with advanced machinery (including imported machinery) to ensure the consistent quality of our products and operational efficiency. Our fully-automated production processes enable higher throughput, quality products and improved production timelines. We have also implemented advanced technology in our manufacturing facilities to enhance hygiene and manufacturing efficiency.

We manage our own logistics to ensure that our diverse product range, which requires chilled, ambient, or frozen conditions, maintains its quality from procurement of the raw materials to the point of sale. Our fleet comprises milk vans for transporting milk from farmers to our manufacturing facility at Perundurai, Erode District, Tamil Nadu, reefer trucks with in-built refrigeration for carrying perishable products that require specific temperature control from our manufacturing facilities to distributors, ambient trucks for transporting non-perishable products from our manufacturing facilities to distributors. This helps us maintain the quality and safety of our products throughout the entire supply chain and ensures timely delivery of the products at a lower cost.

We have demonstrated our ability to expand our presence across various regions and achieve leadership positions in certain product categories. Over the years, we have expanded our presence through multiple sales channels. Our sales channels include general trade, modern trade, HoReCa, online platforms (including e-commerce platforms and quick commerce platforms) and our Milky Mist exclusive parlours. In addition, as on the date of this Draft Red Herring Prospectus, we have 108 Milky Mist exclusive parlours across eight states in India, including Tamil Nadu, Andhra Pradesh, and Kerala where consumers can purchase our products, enhancing brand engagement and visibility.

For further details regarding our business operations, see "*Our Business*" on page 202.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our business and results of operations are affected by a number of important factors including:

Availability and price of raw milk

Our manufacturing operations are dependent on the supply of large amounts of raw milk, which is the primary raw material used in the manufacture of all our dairy products. Therefore, our ability to source raw milk is a significant factor that drives our results of operations and overall business success. As of March 31, 2025, we sourced raw milk from 67,615 farmers, located in 22 districts across the states of Tamil Nadu, Andhra Pradesh and Karnataka, all within a 400 kilometres radius from our manufacturing facility at Perundurai, Erode District, Tamil Nadu. We procure the majority of raw milk from the state of Tamil Nadu, the details of which are set forth below for the years indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Raw milk (in million litres)	% of total raw milk procurement	Raw milk (in million litres)	% of total raw milk procurement	Raw milk (in million litres)	% of total raw milk procurement
Tamil Nadu	300.08	97.68%	271.77	99.62%	201.18	100.00%
Others*	7.12	2.32%	1.03	0.38%	-	-
Total raw milk procurement	**307.20**	**100.00%**	**272.80**	**100.00%**	**201.18**	**100.00%**

**Others include Maharashtra, Karnataka, Telangana and Andhra Pradesh.*

As we continue to grow our product portfolio and increase our production capacities, we would need to expand our milk procurement base. Our commitment to enhancing our procurement capabilities is evident through an increase in our automated milk collection units ("**AMCUs**") and chilling centers. We have increased our AMCUs from 2,852 as of March 31, 2023 to 3,460 as of March 31, 2025. Further, as of the date of this Draft Red Herring Prospectus, we have 21 chilling centres (comprising Milk Chilling Centres and Bulk Milk Coolers). Further, we intend to strengthen our existing relationships with milk farmers and built new relationships through various initiatives including milk quality and quantity based incentives, providing farmers with cattle feed, assisting with veterinary health-care, vaccinations, artificial insemination and facilitating the process of obtaining loans to purchase cattle. We also plan to expand our network by establishing additional tech-enabled automated milk collection units.

The availability and price of raw milk is subject to a number of factors beyond our control including seasonal factors, environmental factors, general health of cattle in India and Government policies and regulations. For example, the volume and quality of milk produced is dependent upon the quality of nourishment provided by the cattle feed and could be adversely affected during period of extreme weather. Further, fluctuations in raw milk prices and availability can directly influence our cost of goods sold and overall results of operations and financial condition.

Further, in alignment with the prevailing industry practice, we procure the majority of milk directly from dairy farmers, with whom we have no formal arrangements. The amount of raw milk procured and the price at which we procure such supplies, may fluctuate from time to time in the absence of a formal supply arrangement. Therefore, our relationship with farmers is crucial for maintaining a steady and reliable supply of raw milk, which is essential for our production and operational success. We foster long-standing relationships with farmers by eliminating middlemen, providing them with higher realization, and making direct payments, thereby ensuring their loyalty. We support farmers through initiatives like training in dairy farming, providing cattle feed, promoting clean milk production, offering silage training, supplying fodder seeds, veterinary support, artificial insemination services, and loan assistance for cattle purchase. These efforts help us build strong relationships and ensure high-quality milk.

Introduction of new products to cater to evolving consumer preferences, including through strategic acquisitions

The success of our business and results of operations depend upon our ability to anticipate and identify changes in consumer preferences and offer products that appeal to consumers. Over the years, we have diversified our product categories to include various value-added dairy products, such as paneer, cheese, curd, butter, ghee, yogurt, ice cream, UHT long-shelf life products, and other products, including frozen foods, RTE and RTC products, as well as chocolates. Our diversified product portfolio comprises 23 product categories with 416 SKUs, as of March 31, 2025, to address diverse consumer requirements.

The table below sets forth details of our revenues from the sale of our product categories for the years indicated:

Product Category	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	%of revenue from operations	Amount (₹ million)	%of revenue from operations	Amount (₹ million)	%of revenue from operations
Paneer	6,936.08	29.52%	5,588.91	30.68%	4,379.64	31.41%
Cheese	4,078.33	17.36%	3,472.57	19.06%	2,689.96	19.29%
Curd	3,701.04	15.75%	2,991.03	16.42%	2,322.19	16.66%
Ice-cream	1,376.78	5.86%	345.15	1.89%	Nil**	Nil**
Others product categories*	7,402.80	31.51%	5,818.43	31.94%	4,549.96	32.64%
Revenue from operations	**23,495.03**	**100.00%**	**18,216.09**	**100.00%**	**13,941.75**	**100.00%**

**Other product categories includes ghee, butter, chocolate, khova and UHT long-shelf life products.*
*** We started selling ice-cream in Fiscal 2024.*

Summary of key markets which consists of value-added dairy products, RTE / RTC meals and chocolates & confectionery- has shown significant growth over the years, grew from ₹ 3.7 trillion in Fiscal 2020 to ₹ 6.0 trillion in Fiscal 2025, at a CAGR of 10.3%.(*Source: 1Lattice Report*)

Summary of key markets

Key market	Fiscal 2020 (in ₹ trillion)	Fiscal 2025 (in ₹ trillion)	Fiscal 2030 (in ₹ trillion)	CAGR (Fiscal 2020 to Fiscal 2025)	CAGR (Fiscal 2025 to Fiscal 2030)
Value-added dairy products	3.4	5.5	9.9	10.1%	12.5%
Chocolates and confectionery	0.2	0.4	0.5	14.9%	4.6%
RTE / RTC meals	0.08	0.1	0.3	4.6%	24.6%
Total	**3.7**	**6.0**	**10.7**	**10.3%**	**12.3%**

(*Source: 1Lattice Report*)

We constantly seek to develop our research and development capabilities to distinguish ourselves from our competitors to enable us to introduce new products and different variants of our existing products, based on consumer preferences and demand, to capitalise on the expanding TAM. Between April 1, 2022 and March 31, 2025, we introduced 4 product categories, including UHT long-shelf life range of products, ice creams, chocolates and sweetened condensed milk, expanding our market presence and catering to the evolving preferences of consumers for the entire day, from breakfast to dinner.

Further, on average, an individual needs 0.86 to 1.0 grams of protein per kilogram of body weight daily to maintain a healthy lifestyle. However, approximately 80% of the population falls short of their daily protein requirements, with current consumption being around 65-75% of the recommended 0.86-1.0 grams of protein per kilogram of body weight. Additionally, India's per capita protein consumption is below than global averages. (Source: 1Lattice Report) Expanding access to affordable, high-quality protein options such as dairy and value-added products can help improve overall health and nutrition outcomes, aligning with global dietary trends. Our product portfolio includes products with protein-enriched contents such as 'Skyr Yogurt', 'Greek Yogurt' and high protein paneer will help us capitalise on the growing demand for protein-rich dairy products.

The markets for RTE, RTC and frozen foods are experiencing significant growth, driven by changing lifestyles, urbanization, and a preference for ready-made meals, which are seen as time-saving and hassle-free options. Additionally rising population of students and bachelors living away from home who seek convenient meal solutions and the growing number of working women who may not prefer cooking daily boost the popularity of quick and hassle-free meal options. (*Source: 1Lattice Report*) Our venture into these synergistic product categories has further expanded our addressable market, which will influence our business, results of operations and financial condition.

Our product categories also include high margin value-added products such as cheese, cream, yogurt, curd and ice-creams and products with protein-enriched contents, lactose-free alternatives, reduced-salt content, and sugar-reduced choices for diabetics. (*Source: 1Lattice Report*) Operating in the high-margin value-added category will also influence our business, results of operations and profitability.

Further, we have historically pursued strategic acquisitions in order to increase our product offerings. For example, our Company has entered into an asset purchase agreement dated February 19, 2025 with Briyas Foods Private Limited ("**Briyas**") and others for the transfer and assignment of certain identified assets from Briyas in relation to its tofu business and a share purchase agreement dated March 29, 2025 with our Promoters, Sathishkumar T, Anitha S, and Asal Food Products Private Limited ("**Asal**") for acquisition of 100% of the issued and paid-up share capital of Asal by our Company, thereby enabling us to include frozen foods, RTE and RTC products into our product categories. For further details, see "*History and Certain Corporate Matters – Details of material acquisitions or divestments of business undertaking in the last 10 years*" on page 250. We continue to evaluate select acquisition opportunities that expand our opportunities in other end-markets, geographic regions, new customers and new products.

Competition and pricing pressure

We face competition from a number of international, regional and domestic companies. Some of our key peers include Nestle India, Britannia Industries, Tata Consumer Products, Hatsun Agro Products, Parag Milk Foods, Dodla Dairy, Bikaji Foods and Mother Dairy. (*Source: 1Lattice Report*). For more information, see "*Industry Overview*" on page 160. Some of our competitors may be larger than us, may have more financial and other resources and have products with greater brand recognition than ours. Our competitors in certain regions may also have better access to raw materials required in our operations and may procure them at lower costs than us. Some of our international competitors may be able to capitalize on their overseas experience to compete in the Indian market. Our diverse product portfolio caters to customers across various segments and the success of our business is dependent on our ability to competitively price our products. Our pricing policy is based on several factors including the cost of operations and raw material, market analysis, including analysis of customer needs and our competitive position and the pricing of certain products in the markets. We seek to offset the effect of this pricing pressure by increasing the efficiency of our manufacturing operations.

Further, we derive a significant portion of our revenues from the sale of our products in South India (comprising of states of Karnataka, Tamil Nadu, Kerala, Andhra Pradesh and Telangana). For further information, see "*Risk Factors - We derive a significant portion of our revenue from the sale of our products in South India. Our aggregate revenue from the sale of products in South India accounted for 71.00%, 73.68% and 78.46% of our revenue from operations for Fiscal 2025, 2024 and 2023, respectively. Any adverse developments affecting our operations in South India, could have an adverse impact on our business, financial condition, results of operations* *and cash flows.*" on page 39. Any escalation in competitive discounting or our failure to differentiate on non-price attributes could therefore have an impact on our business, results of operations, financial condition and cash flows.

Ability to maintain brand image

We offer our products under our umbrella brand 'Milky Mist', and sub-brand such as 'SmartChef', 'Capella', and 'Misty Lite', and have recently acquired brands such as 'Briyas' and 'Asal'. We believe that our focus on quality and differentiated offerings has helped us create a brand that resonates strongly with consumers. We spend on advertising across various channels, including traditional advertising, social media campaigns, and digital platforms to enhance our brand equity. In Fiscal 2025, 2024 and 2023, our advertisement and business promotion expenses were ₹ 711.32 million, ₹ 205.60million and ₹ 164.40 million, representing 3.03%, 1.13% and 1.18% of our revenue from operations, respectively. A significant part of our success has been, and will continue to be, dependent on our ability to maintain a strong brand image. For example, we started selling ice-cream in Fiscal 2024 and we believe that our marketing efforts to promote our ice-cream products played an important role in increase the sale of ice-cream which increased from ₹ 345.15 million in Fiscal 2024 to ₹ 1,376.78 million in Fiscal 2025.

We intend to strengthen our brands through increased advertising. In particular, we intend to leverage the influence of brand ambassadors and strategic sponsorships to enhance our brand visibility. We also intend to implement targeted marketing strategies, such as influencer meetups and events and invest in performance marketing initiatives, including pay-per-click advertising and search engine optimization, to increase online visibility of our brands and products, particularly for our new products, ensuring that they receive maximum exposure and consumer awareness from the outset.

Further, we have deployed visi coolers, ice cream freezers and chocolate coolers across various states in India including Tamil Nadu, Karnataka, Kerala and Telangana. By deploying these units, at retail touchpoints, we aim to create a consistent visual identity across various retail locations, helping us increase our brand recall value and support the cold chain infrastructure needed to maintain product quality at the retail level. We also intend to utilize a portion of the Net Proceeds for deployment of visi coolers, ice-cream freezers and chocolate coolers. For details, see "*Objects of the Offer - Deployment of visi coolers, ice cream freezers and chocolate coolers*" on page 136. We believe that expanding our network of visi coolers, ice-cream freezers and chocolate coolers will help us increase our revenue, deepen retail penetration and reinforce our brand presence. Our ability to realise the intended return on these capital assets is contingent upon their timely placement at retail touchpoints. Any delay in deployment may defer the revenue we expect them to generate while the continuous depreciation expenses on such assets could have an impact on our profitability.

Distribution Network

Our distribution network plays a crucial role in expanding our market reach and driving our results of operations. We have increased our distribution network from 2,033 distributors as of March 31, 2023 to 3,062 distributors as of March 31, 2025 which are present across 22 states and 5 union territories in India. This growth in our distribution network has enhanced our ability to reach more customers and has contributed to an increase in sales volume, which in turn has improved our revenue and profitability. We are constantly seeking to gain market share and strengthen our position in the Southern region comprising Tamil Nadu, Karnataka, Kerala, Andhra Pradesh and Telangana and establish a stronger presence in other regions by onboarding new distributors.

Further, the success of our distribution strategy hinges significantly on our ability to manage our distribution network. This network's performance is linked to our results of operations and financial condition. Efficient and timely distribution of our products is essential for meeting customer demand, maintaining market share and ensuring customer satisfaction. Conversely, any disruption in the distribution network, such as delays in delivery or non-compliance with distribution agreements, can impact our ability to meet customer expectations, potentially leading to lost sales opportunities and a negative effect on our business and results of operations. Therefore, the reliability and effectiveness of our distribution network are pivotal in supporting our business growth.

Our Expansion Plans

Our future results of operations will be affected by our ability to execute our capacity expansion plans and adoption of innovative technology for manufacturing our existing and new products. Over the years, we have invested in capacity building and introducing new product technologies in our manufacturing operations. For details regarding introduction of advanced technology in our manufacturing operations, see "*-Our Business – Expand our production capacity and augment our procurement capabilities*" on page 217.

To cater to the growing demand for our existing products and to manufacture new products, we intend to expand our production capacity at our manufacturing facility at Perundurai, Erode District, Tamil Nadu. To do so, we propose to utilise the Net Proceeds to install and commission: (i) whey protein concentrate and lactose manufacturing plant; (ii) yogurt manufacturing plant with packing line; (iii) cream cheese and fresh cheese manufacturing plants; and (iv) capacity addition in processed cheese by adding continuous cooker and chiplet packing lines. For further details, see "*Objects of the Offer - Financing the capital expenditure requirements in relation to the expansion and modernisation of our Perundurai Manufacturing Facility*" on page 131. The success of these expansion plans will affect our results of operations and cash flows.

Government Incentives

Our participation in various government incentive programs influences our results of operations and financial condition. We have enrolled in the Remission of Duties or Taxes on Export Products ("**RoDTEP**") scheme, which aims to reimburse taxes and duties charged at the local, state, and central levels for the transportation of export products. Under this scheme, some of our products are eligible for incentives ranging from 0.50% to 1.00%. Under the Export Promotion Capital Goods ("**EPCG**") scheme, we are obligated to export goods amounting to a sum equivalent to the duties, taxes, and cess saved on the import of capital goods. Certain of our finished products are also eligible for an incentive of 0.15% under the duty drawback scheme, wherein exporters get a refund on customs duties paid on imported products that are used or incorporated in other products for export. We are also eligible for an interest subvention of 3% over a maximum period not exceeding 8 years from the date of first disbursement inclusive of moratorium of 2 years on repayment of principal, under the Animal Husbandry Infrastructure Development Fund ("**AHIDF**"). We received our first interest subvention in Fiscal 2024. In Fiscal 2025 and 2024, we have received ₹ 183.77 million and ₹ 129.34 million under the AHIDF, respectively. We have also entered into Memorandum of Understandings ("**MoUs**") dated November 23, 2021 and January 8, 2024 with the Government of Tamil Nadu to intensify capital investments amounting to ₹6,000 million and ₹5,000 million, respectively. Subsequently, we have received government order dated August 20, 2024 with a capital commitment of ₹ 12,770 million, from the Government of Tamil Nadu, for the turnover based subsidiary in the form of reimbursement of 1.75% of the eligible annual turnover for a period of 10 years subject to conditions thereof. These government incentives and subsidies play a crucial role in enhancing our financial performance by reducing costs, increasing profitability, and supporting our growth initiatives.

PRESENTATION OF FINANCIAL INFORMATION

The Restated Consolidated Financial Information of our Company and its Subsidiary (the "**Group**") comprises the restated consolidated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, and the restated consolidated statement of cash flows for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the summary statement of material accounting policies, and other explanatory information, prepared as per the requirement of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations, and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the Institute of Chartered Accountants of India, as amended from time to time. The Restated Consolidated Financial Information are derived from our audited consolidated Ind AS financial statements as at and for the year ended March 31, 2025 and the audited special purpose Ind AS consolidated financial statements as at and for the years ended March 31, 2024 and March 31, 2023, prepared in accordance with the Indian Accounting Standards and the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time, and the other relevant provisions of the Companies Act.

During the Fiscal ended March 31, 2025, our Company acquired Asal Food Products Private Limited in a common control transaction. The Restated Consolidated Financial Information as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 have been prepared after consolidating the entity acquired vide common control transactions in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements.

MATERIAL ACCOUNTING POLICIES

Below is a list of the material accounting policies adopted in the preparation of the Restated Consolidated Financial Information.

Property, Plant and Equipment

Property, Plant and Equipment (PPE), being fixed assets are tangible items that are held for use in the production or supply of goods or services, or for administrative purposes and are expected to be used for more than a period of twelve months.

Freehold land is carried at cost. All other items of Property, Plant and Equipment (PPE) are measured at cost, less accumulated depreciation and accumulated impairment losses, if any. Financing costs (if any) relating to acquisition of assets which take substantial period of time to get ready for intended use are also included to the extent they relate to the period up to such assets are ready for their intended use.

Initial cost of an item of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its location and working condition necessary for it to be capable of operating in the manner intended by the Management and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Items such as spare parts, stand-by equipment and servicing equipment are capitalized when they meet the definition of Property, Plant and Equipment.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain/ loss arising from derecognition of an item of PPE is included in the statement of Profit & Loss. The gain or loss arising from the derecognition of an item of PPE would be the difference between the net disposal proceeds, if any, and the carrying amount of the item.

Subsequent costs and disposal: Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance/life.

All other expenses on existing PPE, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under ‘Capital work-in-progress’.

Depreciation: Depreciation on PPE are provided under Straight line method by the holding company and written down value method by the subsidiary company as per the useful lives and manner prescribed under Schedule II to the Companies Act, 2013

The Management believes that the estimated useful lives as per the provisions of Schedule II to the Companies Act, 2013, wherever adopted, are realistic and reflect fair approximation of the period over which the assets are likely to be used. Depreciation on assets is provided using the straight-line method by the holding company and written down value method by the subsidiary company based on rates specified in Schedule II to the Companies Act, 2013 or on estimated useful lives of assets estimated by the management.

Leasehold Improvements thereon are amortised over the primary period of lease or Estimated Useful Life whichever is lower.

S. No	Asset Category	Estimated Useful Life (Years)	Useful Life as per Schedule II of Companies Act, 2013
1	Building		
	- Factory	30 Years	30 Years
	- Other than Factory	60 Years	60 Years
2	Improvements to Leasehold Building	Term of Lease or Estimated Useful Life whichever is lower	
3	Plant and Equipments		
	- Solar Power Plant	22 Years	

S. No	Asset Category	Estimated Useful Life (Years)	Useful Life as per Schedule II of Companies Act, 2013
	- Wind Generation Plant	22 Years	22 Years
	- Plant & Machinery	10 Years on double shift basis/15 years	10 Years on double shift basis/15 Years
	- Crates	3 Years	15 Years
4	Electrical Equipment	10 Years	10 Years
5	Computer	3 Years	3 Years
6	Computer Server	6 Years	6 Years
7	Furniture & Fixtures	10 Years	10 Years
8	Office Equipment	5 Years	5 Years
9	Vehicles		
	- Two Wheeler	10 Years	10 Years
	- Four Wheelers	8 Years/10 Years	8 Years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, if there has been a significant change in the expected pattern of consumption of future economic benefits embodied in the asset, depreciation is charged prospectively to reflect the changed pattern.

Investment Property

Investment Property acquired by the group is a land or building, held to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business.

Investment properties, are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The building components of Investment properties (if any) are depreciated using the straight-line method over their estimated useful lives.

Intangible Assets and Amortisation

Intangible assets acquired separately by the group are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Computer software licenses are capitalised on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalised and amortised along with the related fixed asset.

Intangible assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.
Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

All the Intangible assets are amortised over a period of 6 years.

Gains or losses arising from de-recognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amounts of the assets and are recognised in the Consolidated statement of Profit and Loss when the assets are derecognised.

Lease

As a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Group has substantially all of the economic benefits from the use of the asset throughout the period of the lease and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Company as a lessor

Assets subject to operating leases are included in PPE. Lease income on an operating lease is recognised in the statement of profit and loss on a straight line basis over the term of the relevant lease except to the extent that the lease payments are structured to compensate for the expected inflationary cost. Costs including depreciation are recognised as an expense in the statement of profit and loss.

Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw material and packing Material: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Finished goods and work in progress: cost includes cost of direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

Stores and Spares: Cost is determined on weighted average basis.

Due allowance is estimated and made by the Management for slow moving/non-moving items of inventory, where ever necessary, based on the technical assessment and such allowances are adjusted against the closing inventory value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand, demand deposits and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

Government Grants and Export Benefits

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will complied with. When the grant or subsidy relates to revenue, it is recognised as income or is adjusted against the related cost on a systematic basis in profit or loss over the periods necessary to match them with the related costs, which they are intended to compensate.

Where Grant relates to specific fixed assets they are presented in the Balance sheet by showing such grant as deduction from the carrying amount of asset concerned.

Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contract embodying the related financial instruments.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables and current accounts that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Liabilities

Initial recognition and Subsequent measurement:

Financial liabilities are initially measured at fair value, net of transaction costs. The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Trade and other payables:

These amounts represent liabilities for goods or services provided to the Company which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortized cost unless designated as fair value through profit and loss at the inception.

Fair value measurement

The Group measures financial instruments at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level Input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Foreign Currencies

The Restated Consolidated Financial Information are presented in ₹ in Millions, which is also the Group's functional currency.

Foreign currency transactions

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.

In preparing the Restated Consolidated Financial Information of the Group, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are restated at the rates prevailing at that date.

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Group are recognized as income or expense in the restated consolidated statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is measured based on at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of customer return, various discounts, rebates, schemes offered by the group as a part of the contract. The Group recognises revenue when it transfers control of product or service to a customer.

Revenues and costs relating to sales contracts are recognised as the related goods are delivered, and titles have passed, at which time all the following conditions are satisfied:

- the group has transferred to the buyer the control over the goods;
- the group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company; and
- the costs incurred or to be incurred in respect of the transactions can be measured reliably.

The Group accounts for discounts and schemes related pricing incentives to customers as a reduction of revenue based on the rateable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive.

Other Operating Revenues comprise of income from ancillary activities incidental to the operations of the Company and is recognised when the right to receive the income is established as per the terms of the contract.

Interest Income:

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset or shorter period, where appropriate to the gross carrying amount of the financial asset or to the amortized cost of a financial asset.

When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss. The expected cash flows are reassessed on a yearly basis and changes, if any, are accounted prospectively.

Employee Benefits

Retirement benefit costs and termination benefits:

(i) Defined Contribution Plan: A defined contribution plan is a post-employment benefit plan under which the group pays specified contributions to a separate entity. The group makes specified monthly contributions towards Provident Fund and Employee State Insurance. The group contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service. Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

(ii) Defined Benefit Plan: The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

Past service cost is recognised in profit or loss in the period of a plan amendment.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

a) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

b) net interest expense or income; and

c) re-measurement

The group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expenses'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the statement of financial position represents the actual deficit or surplus in the Company's defined benefit plans. The group presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary and also considering whether the holding company will contribute this amount to the gratuity fund within the next twelve months.
A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

Short-term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the group in respect of services provided by employees up to the reporting date.

Borrowing Costs

Borrowing cost includes interest expense as per Effective Interest Rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, and share split that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Taxation

Income tax expense represents the sum of the current tax and deferred tax.

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in other comprehensive income/equity and not in the statement of profit and loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided, using the balance sheet method, on all deductible temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes and on carry forward of unused tax credits and unused tax loss. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized outside profit or loss is recognised outside profit or loss (either in other comprehensive income or equity).

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets (including Minimum Alternate Tax credit available) is reviewed at each reporting date and accumulated MAT credit will be derecognised in the year in which the company exercises its option, if any, available under the provisions of the Income tax Act whereby it would be advantageous for the company to avail certain concessions foregoing the MAT credit adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Provisions

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Significant accounting Judgements, Estimates and Assumptions

In the course of applying the policies outlined in all notes as above, the Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apholding from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

Useful Lives of Property, Plant and Equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Allowances for Uncollected accounts receivable and advances

Trade receivables do not carry interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

NON-GAAP MEASURES

Gross Profit, Gross Profit Margin (%), EBITDA, EBITDA Margin (%), PAT Margin (%), Return on Equity, Return on Capital employed (%) (together, "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation from Revenue from Operation to Gross Profit and Gross Profit Margin (%)

The table below reconciles revenue from operations to Gross Profit. Gross Profit is calculated by subtracting the aggregate of cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods, stock-in-trade and work-in-progress from revenue from operations for the relevant fiscal while Gross Profit Margin is calculated as Gross Profit as a percentage of revenue from operations for the relevant fiscal.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Revenue from operations (A)	23,495.03	18,216.09	13,941.75
Cost of materials consumed (B)	15,444.57	12,802.43	9,163.21
Purchase of stock-in-trade (C)	510.19	490.33	497.34

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Changes in inventories of finished goods/Work-in-progress/stock-in-trade (D)	(421.59)	(761.67)	(241.58)
Gross Profit (E= A-B-C-D)	**7,961.86**	**5,685.00**	**4,522.78**
Gross Profit Margin (F= E/A)	**33.89%**	**31.21%**	**32.44%**

Reconciliation from Profit for the year to EBITDA and EBITDA Margin

EBITDA refers to earnings before interest, tax, depreciation and amortization and is calculated as the profit before tax for the fiscal plus depreciation and amortization expense and finance cost for the relevant fiscal while EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Profit for the year (A)	460.74	194.44	272.30
Tax expense (B)	414.71	232.41	362.41
Depreciation & amortisation expenses (C)	1,364.64	1,074.22	804.65
Finance costs (D)	863.37	722.23	574.58
EBITDA (E = A+B+C+D)	**3,103.46**	**2,223.30**	**2,013.94**
Revenue from operations (F)	23,495.03	18,216.09	13,941.75
EBITDA Margin (%) (G = E / F)	**13.21%**	**12.21%**	**14.45%**

Reconciliation from Profit for the year to PAT Margin

The table below reconciles profit for the year to PAT Margin. PAT margin is calculated as profit for the fiscal as a percentage of revenue from operations for the relevant fiscal.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Profit for the year (A)	460.74	194.44	272.30
Revenue from operations (B)	23,495.03	18,216.09	13,941.75
PAT Margin (C=A/B)	1.96%	1.07%	1.95%

Reconciliation from Profit for the year to Return on Equity

The table below reconciles profit for the year to return on equity. Return on equity is calculated as profit for the year as a percentage of Average Equity. Average Equity is calculated as average of the total equity at the beginning and at the end of the relevant fiscal. Total Equity is computed as the sum of Equity Share Capital, Instruments entirely equity in nature, and other equity.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Profit for the year (A)	460.74	194.44	272.30
Equity share capital (B)	1,260.00	35.00	35.00
Instruments entirely equity in nature (C)	24.57	0.68	0.68
Other equity (D)	1,993.36	2,784.97	2,588.23
Closing Equity (E=B+C+D)	**3,277.93**	**2,820.65**	**2,623.91**
Opening Equity (F)	**2,820.65**	**2,623.91**	**2351.63**
Average Equity (G=(E+F)/2)	**3,049.29**	**2,722.28**	**2,487.77**
Return on Equity (H= A/G)	**15.11%**	**7.14%**	**10.95%**

Reconciliation from Profit before tax to Return on Capital Employed

The table below reconciles profit before tax to return on capital employed. RoCE is calculated as earnings before interest and taxes ("**EBIT**") as a percentage of Capital Employed as at the end of the fiscal. EBIT is computed as profit before tax for the fiscal plus finance costs for the relevant fiscal. Capital Employed is computed as the sum of total equity, total borrowings and deferred tax liabilities (net), as at the end of the fiscal.

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million, unless otherwise stated)		
Profit before tax (A)	875.45	426.85	634.71
Finance costs (B)	863.37	722.23	574.58
EBIT (C=A+B)	**1,738.82**	**1,149.07**	**1,209.29**
Deferred Tax Liability (D)	1,180.75	929.91	785.00
Short Term Borrowings (E)	3,443.19	3,169.02	1,798.31
Long Term Borrowings (F)	10,320.57	7,198.21	6,182.33
Total Equity (G)	3,277.93	2,820.65	2,623.91
Capital Employed (H=D+E+F+G)	**18,222.44**	**14,117.80**	**11,389.54**
Return on Capital Employed (I= C/H)	9.54%	8.14%	10.62%

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

The principal components of our income and expenditure are as follows:

Income

Our income comprise revenue from operations and other income.

Revenue from operations

Revenue from operations comprise: (i) revenue from sale of products, which includes (i) sale of manufactured goods; and (ii) sale of traded goods; and (ii) other operating revenue, which includes (i) freight recovery; and (ii) export incentive.

Other Income

Other income comprise: (i) interest income; (ii) interest on income tax refund; (iii) net gain on foreign currency transactions; (iv) profit on sale of assets (net); (v) rental income from investment properties; (vi) liability written back; (vii) excess provision reversed; (viii) interest income on financial instruments; and (ix) miscellaneous income.

Expenses

Total expenses comprise: (i) cost of materials consumed; (ii) purchases of stock-in-trade; (iii) changes in inventories of finished goods/work in progress/stock-in-trade; (iv) employee benefits expense; (v) finance costs; (vi) depreciation and amortisation expenses; and (vii) other expenses.

Cost of materials consumed

Cost of materials consumed includes materials consumed i.e., raw milk, additives and other consumables and packing material.

Purchases of stock-in-trade

Purchases of stock-in-trade includes cattle feed, milk products and non-milk products such as tofu soy paneer, ready to cook chapathi an parotta.

Employee benefits expense

Employee benefits expense comprises (i) salaries, wages and bonus; (ii) contribution to provident fund and other funds; (iii) gratuity; (iv) leave encashment; and (v) staff welfare expenses.

Finance cost

Finance cost comprises: (i) interest expense; (ii) interest on lease liability; and (iii) other borrowing cost.

Depreciation and amortization expense

Depreciation and amortization expense comprises: (i) depreciation on property, plant and equipment; (ii) depreciation on right of use assets; and (iii) amortisation of intangible assets; and (iv) depreciation on investment properties.

Other expenses

Other expenses primarily include: (i) consumption of stores and spares; (ii) power and fuel (net off self-generation); (iii) water charges; (iv) rent; (v) rates and taxes; (vi) insurance expenses; (vii) logistics expenses; (viii) repairs and maintenance for (a) building; (b) machinery; (c) vehicle; and (d) others; (ix) milk chilling and processing charges; (x) selling and distribution expenses; (xi) security charges; (xii) travelling and conveyance; (xiii) professional and consultancy charges; (xiv) auditor's remuneration; (xv) provision for expected credit loss; (xvi) bad debts; (xvii) exchange fluctuation (net); (xviii) CSR expenses; and (xix) miscellaneous expenses including telephone and printing expenses and postal and courier changes.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations on a consolidated basis for the Fiscals 2025, 2024, 2023:

Particulars	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	(₹ millions)	**Percentage of Revenue from Operations**	**(₹ millions)**	**Percentage of Revenue from Operations**	**(₹ millions)**	**Percentage of Revenue from Operations**
Revenue from operations	23,495.03	100.00	18,216.09	100.00%	13,941.75	100.00%
Other income	52.90	0.23%	52.46	0.29%	47.79	0.34%
Total Income	**23,547.93**	**100.23%**	**18,268.55**	**100.29%**	**13,989.54**	**100.34%**
Expenses						
Cost of materials consumed	15,444.57	65.74%	12,802.43	70.28%	9,163.21	65.72%
Purchases of stock-in-trade	510.19	2.17%	490.33	2.69%	497.34	3.57%
Changes in inventories of finished goods, work-in-progress and stock in trade	(421.59)	(1.79)%	(761.67)	(4.18)%	(241.58)	(1.73)%
Employee benefits expense	1,447.88	6.16%	1,157.71	6.36%	824.76	5.92%
Finance cost	863.37	3.67%	722.23	3.96%	574.58	4.12%
Depreciation and amortization expense	1,364.64	5.81%	1,074.22	5.90%	804.65	5.77%
Other expenses	3,463.42	14.74%	2,356.45	12.94%	1,731.87	12.42%
Total Expenses	**22,672.48**	**96.50%**	**17,841.70**	**97.94%**	**13,354.83**	**95.79%**
Profit before tax	**875.45**	**3.73%**	**426.85**	**2.34%**	**634.71**	**4.55%**
Tax expense						
Current tax	162.11	0.69%	88.15	0.48%	120.88	0.87%
Deferred tax	252.72	1.08%	143.65	0.79%	251.65	1.81%
Earlier years	(0.12)	0.00%	0.61	0.00%	(10.12)	(0.07)%
Total tax expense	**414.71**	**1.77%**	**232.41**	**1.28%**	**362.41**	**2.60%**
Profit / (Loss) for the year	**460.74**	**1.96%**	**194.44**	**1.07%**	**272.30**	**1.95%**

FISCAL 2025 COMPARED TO FISCAL 2024

Total Income

Total income has increased by 28.90% from ₹ 18,268.55 million in Fiscal 2024 to ₹ 23,547.93 million in Fiscal 2025 primarily on account of an increase in revenue from operations.

Revenue from Operations

Revenue from operations increased by 28.98% from ₹ 18,216.09 million in Fiscal 2024 to ₹ 23,495.03 million in Fiscal 2025 mainly on account of an increase in revenue from sale of products from ₹ 18,080.83 million in Fiscal 2024 to ₹ 23,328.50 million in Fiscal 2025 due to increase in prices and volume. This increase was primarily driven by increase in sale of manufactured goods from ₹ 17,554.16 million in Fiscal 2024 to ₹ 22,755.97 in Fiscal 2025 and a marginal increase in sale of traded goods from ₹ 526.67 million in Fiscal 2024 to 572.53 million in Fiscal 2025.

Our sale of manufactured goods increased primarily due to an increase in the sale of paneer, cheese, curd and ice-cream. The table below sets forth details of our revenues from the sale of such product categories in the years indicated:

Product Category	Fiscal 2025		Fiscal 2024	
	Amount (₹ million)	%of revenue from operations	Amount (₹ million)	% of revenue from operations
Paneer	6,936.08	29.52%	5,588.91	30.68%
Cheese	4,078.33	17.36%	3,472.57	19.06%
Curd	3,701.04	15.75%	2,991.03	16.42%
Revenue from sale of paneer, cheese and curd	**14,715.45**	**62.63%**	**12,052.51**	**66.16%**
Ice-cream	1,376.78	5.86%	345.15	1.89%
Others product categories*	7,402.80	31.51%	5,818.43	31.94%
Revenue from operations	**23,495.03**	**100.00%**	**18,216.09**	**100.00%**

**Other product categories includes ghee, butter, chocolate, khova and UHT long-shelf life products.*

Other operating revenue also contributed to the growth, increasing from ₹135.26 million in Fiscal 2024 to ₹166.53 million in Fiscal 2025, primarily on account of increase in freight recovery from ₹132.65 million in Fiscal 2024 to ₹162.53 million in Fiscal 2025 and an increase in export incentives from ₹2.61 million in Fiscal 2024 to ₹4.00 million in Fiscal 2025.

Other Income

Other income has increased marginally by 0.84% from ₹52.46 million in Fiscal 2024 to ₹52.90 million in Fiscal 2025, mainly on account of an increase in miscellaneous income, which increased from ₹10.35 million in Fiscal 2024 to ₹34.44 million in Fiscal 2025 primarily on account of receipt of insurance claims. Additionally, interest increased from ₹6.27 million in Fiscal 2024 to ₹9.00 million in Fiscal 2025, and excess provision reversed contributed ₹3.25 million in Fiscal 2025, compared to nil in Fiscal 2024. These increases were primarily offset by liability written back, which decreased from ₹25.41 million in Fiscal 2024 to ₹2.33 million in Fiscal 2025.

Expenses

Total expenses increased by 27.08% from ₹17,841.70 million in Fiscal 2024 to ₹22,672.48 in Fiscal 2025, primarily due to an increase to the cost of materials consumed from ₹12,802.43 million in Fiscal 2024 to ₹15,444.57 million in Fiscal 2025, increase in employee benefits expense from ₹ 1,157.71 million in Fiscal 2024 to ₹ 1,447.88 million in Fiscal 2025 and increase in other expenses from ₹ 2,356.45 million in Fiscal 2024 to ₹ 3,463.42 million in Fiscal 2025.

Cost of materials consumed

Cost of materials consumed increased by 20.64% from ₹12,802.43 million in Fiscal 2024 to ₹15,444.57 million in Fiscal 2025, mainly due to an increase in the quantum of materials consumed which includes raw milk, additives and other consumables and packing material.

Purchase of stock-in-trade

Purchase of stock-in-trade has increased by 4.05% from ₹490.33 million in Fiscal 2024 to ₹510.19 million in Fiscal 2025, mainly on account an increase in purchases of cattle feed from ₹ 334.23 million in Fiscal 2024 to ₹ 349.34 million in Fiscal 2025 and an increase in purchase of non-milk products from ₹ 131.87 million in Fiscal 2024 to ₹ 153.42 million in Fiscal 2025, which was partially offset by a decrease in purchase of milk products of ₹ 24.23 million in Fiscal 2024 to ₹ 7.43 million in Fiscal 2025.

Changes in inventories of finished goods, work-in-progress and stock in trade

Change in inventories of finished goods, work in progress, stock in trade reduced from ₹ (761.67) million in Fiscal 2024 to ₹ (421.59) million in Fiscal 2025.

Employee benefits expense

Employee benefits expenses increased by 25.06% from ₹1,157.71 million in Fiscal 2024 to ₹1,447.88 million in Fiscal 2025, primarily due to an increase in salaries, wages, and bonus from ₹1,104.20 million in Fiscal 2024 to ₹1,381.76 million in Fiscal 2025 due to increase in the number of employees and increment during the Fiscal.

Finance cost

Finance cost increased by 19.54% from ₹722.23 million in Fiscal 2024 to ₹863.37 million in Fiscal 2025, primarily due to an increase in interest expenses from ₹ 813.01 million in Fiscal 2024 (of which interest subvention of ₹ 129.34 million was received) to ₹ 1,014.65 million in Fiscal 2025 (of which ₹ 183.77 million after adjusting for interest subvention received) on account of increase in the borrowings during the year. This was partially offset by a decrease in other borrowing cost from ₹ 33.52 million in Fiscal 2024 to ₹ 27.63 million in Fiscal 2025.

Depreciation and amortization expense

Depreciation and amortization expense increased by 27.04% from ₹1,074.22 million in Fiscal 2024 to ₹1,364.64 million in Fiscal 2025, primarily due to an increase in depreciation on property, plant and equipment from ₹1,054.18 million in Fiscal 2024 to ₹1,342.64 million in Fiscal 2025 on account of increase in property, plant and equipment and an increase in depreciation on right of use assets from ₹ 17.97 million in Fiscal 2024 to ₹ 19.81 million in Fiscal 2025 on account of increase in number of properties taken on lease.

Other expenses

Other expenses increased by 46.98% from ₹ 2,356.45 million in Fiscal 2024 to ₹ 3,463.42 million in Fiscal 2025, primarily on account of an increase in:

- selling and distribution expenses from ₹ 520.28 million in Fiscal 2024 to ₹ 1,219.63 million in Fiscal 2025 due to increase in business promotion to boost sales.
- logistics expenses from ₹ 654.88 million in Fiscal 2024 to ₹ 814.97 million in Fiscal 2025 due to increase in quantum of procurement and distribution; and
- power and fuel expenses (net off self generation) from ₹ 402.26 million in Fiscal 2024 to ₹ 501.23 million in Fiscal 2025 due to increase in production.

Profit before tax

For the reasons discussed above, our profit before tax was ₹ 426.85 million in Fiscal 2024 compared to ₹ 875.45 million in Fiscal 2025.

Tax expense

Our total tax expense increased by 78.44% from ₹ 232.41 million in Fiscal 2024 to ₹ 414.71 million in Fiscal 2025 primarily due to:

- an increase in current tax from ₹ 88.15 million in Fiscal 2024 to ₹ 162.11 million in Fiscal 2025; and
- an increase in deferred tax from ₹ 143.65 million in Fiscal 2024 to ₹ 252.72 million in Fiscal 2025.

This was partially offset by a decrease in earlier years tax expense from ₹ 0.61 million in Fiscal 2024 to ₹ (0.12) million in Fiscal 2025.

Profit for the year

For the reasons discussed above, our profit for the year was ₹460.74 million in Fiscal 2025 as compared to profit for the year of ₹ 194.44 million in Fiscal 2024.

FISCAL 2024 COMPARED TO FISCAL 2023

Total Income

Total income increased by 30.59% from ₹ 13,989.54 million in Fiscal 2023 to ₹ 18,268.55 million in Fiscal 2024 primarily on account of increase in revenue from operations.

Revenue from Operations

Revenue from operations increased by 30.66% from ₹ 13,941.75 million in Fiscal 2023 to ₹18,216.09 million in Fiscal 2024 mainly on account of an increase in revenue from sale of products from ₹ 13,873.43 million in Fiscal 2023 to ₹ 18,080.83 million in Fiscal 2024. This increase was primarily driven by increase in sale of manufactured goods from ₹ 13,298.45 million in Fiscal 2023 to ₹ 17,554.16 million in Fiscal 2024. This was slightly offset by a decrease in sale of traded goods from ₹ 574.98 million in Fiscal 2023 to ₹ 526.67 million in Fiscal 2024.

Our sale of manufactured goods increased primarily due to an increase in the sale of paneer, cheese and curd. The table below sets forth details of our revenues from the sale of such product categories in the years indicated:

Product Category	Fiscal 2024		Fiscal 2023	
	Amount (₹ million)	Percentage of revenue from operations	Amount (₹ million)	Percentage of revenue from operations
Paneer	5,588.91	30.68%	4,379.64	31.41%
Cheese	3,472.57	19.06%	2,689.96	19.29%
Curd	2,991.03	16.42%	2,322.19	16.66%
Revenue from sale of paneer, cheese and curd	**12,052.51**	**66.16%**	**9,391.79**	**67.36%**
Ice-cream	345.15	1.89%	Nil**	Nil**
Other product categories*	5,818.43	31.95%	4,549.96	32.64%
Revenue from the sale of products	**18,216.09**	**100.00%**	**13,941.75**	**100.00%**

**Other product categories includes ghee, butter, chocolate, khova and UHT long-shelf life products.*
*** We started selling ice-cream in Fiscal 2024.*

Other operating revenue also contributed to the growth, increasing from ₹ 68.32 million in Fiscal 2023 to ₹ 135.26 million in Fiscal 2024, primarily on account of increase in freight recovery from ₹ 65.59 million in Fiscal 2023 to ₹ 132.65 million in Fiscal 2024.

Other Income

Other income increased by 9.77% from ₹47.79 million in Fiscal 2023 to ₹ 52.46 million in Fiscal 2024, mainly on account of increase in liability written back from ₹15.89 million in Fiscal 2023 to ₹ 25.41 million in Fiscal 2024 and increase in net gain on foreign currency transactions from nil in Fiscal 2023 to ₹ 7.14 million in Fiscal 2024. This was slightly offset by decrease in miscellaneous income from ₹ 24.27 million to ₹ 10.35 million.

Expenses

Total expenses increased by 33.60% from ₹ 13,354.83 million in Fiscal 2023 to ₹ 17,841.70 million in Fiscal 2024, primarily due to increase in cost of materials consumed from ₹9,163.21 million in Fiscal 2023 to ₹ 12,802.43 million in Fiscal 2024, increase in employee benefits expense from ₹824.76 million in Fiscal 2023 to ₹ 1,157.71 million in Fiscal 2024 and increase in other expenses from ₹1,731.87 million in Fiscal 2023 to ₹ 2,356.45 million in Fiscal 2024.

Cost of materials consumed

Cost of materials consumed increased by 39.72% from ₹ 9,163.21 million in Fiscal 2023 to ₹ 12,802.43 million in Fiscal 2024 mainly due to an increase in the quantum of materials consumed which includes raw milk, additives and other consumables and packing material.

Purchase of stock-in-trade

Purchase of stock-in-trade decreased marginally by 1.41% from ₹ 497.34 million in Fiscal 2023 to ₹ 490.33 million in Fiscal 2024, primarily due to decrease in purchase of milk products from ₹ 133.59 million in Fiscal 2023 to ₹ 24.23 million in Fiscal 2024. This was offset by an increase purchases of cattle feed from ₹248.03 million in Fiscal 2023 to ₹334.23 million in Fiscal 2024 and an increase in purchase of non-milk products from ₹115.72 million in Fiscal 2023 to ₹131.87 million in Fiscal 2024.

Changes in inventories of finished goods, work-in-progress and stock in trade

Change in inventories of finished goods, work in progress, stock in trade was ₹ (241.58) million in Fiscal 2023 compared to ₹ (761.67) million in Fiscal 2024.

Employee benefits expense

Employee benefit expenses increased by 40.37% from ₹824.76 million in Fiscal 2023 to ₹1,157.71 million in Fiscal 2024, primarily due to an increase in salaries, wages and bonus from ₹ 783.37 million in Fiscal 2023 to ₹1,104.20 million in Fiscal 2024 on account of increase in the number of employees and increment for the year.

Finance cost

Finance costs increased by 25.70% from ₹574.58 million in Fiscal 2023 to ₹722.23 million in Fiscal 2024, primarily due to due to an increase in interest expenses from ₹ 551.77 million in Fiscal 2023 to ₹ 813.01 million in Fiscal 2024 (of which interest subvention of ₹ 129.34 million was received) on account of increase in the outstanding borrowings and an increase in other borrowing cost from ₹ 17.92 million in Fiscal 2023 to ₹ 33.52 million in Fiscal 2024.

Depreciation and Amortization Expense

Depreciation and amortisation expenses increased by 33.50% from ₹ 804.65 million in Fiscal 2023 to ₹1,074.22 million in Fiscal 2024. This increase is primarily on account to the depreciation on property, plant and equipment from ₹ 788.18 million in Fiscal 2023 to ₹1,054.18 million in Fiscal 2024 on account of increase in property, plant and equipment.

Other Expenses

Other expenses increased by 36.06% from ₹1,731.87 million in Fiscal 2023 to ₹2,356.45 million in Fiscal 2024, primarily on account of an increase in:

- selling and distribution expenses from ₹ 332.08million in Fiscal 2023 to ₹ 520.28 million in Fiscal 2024 due to increase in business promotion expenses to boost sales.

- power and fuel expenses (net off self generation) from ₹ 245.84 million in Fiscal 2023 to ₹ 402.26 million in Fiscal 2024 due to increase in production.

- logistics expenses from ₹ 502.62 million in Fiscal 2023 to ₹ 654.88 million in Fiscal 2024 due to increase in procurement and distribution.

Profit before tax

For the reasons discussed above, our profit before tax was ₹ 634.71 million in Fiscal 2023 compared to ₹426.85 million in Fiscal 2024.

Tax expense

Our total tax expense decreased by 35.87% from ₹ 362.41 million in Fiscal 2023 to ₹ 232.41 million in Fiscal 2024 primarily due to:

- decrease in current tax from ₹ 120.88 million in Fiscal 2023 to ₹ 88.15 million in Fiscal 2024; and
- decrease in deferred tax from ₹ 251.65 million in Fiscal 2023 to ₹ 143.65 million in Fiscal 2024.

This was partially offset by an increase in earlier years tax expense from ₹ (10.12) million in Fiscal 2023 to ₹ 0.61 million in Fiscal 2024.

Profit for the year

For the reasons discussed above, our profit for the year decreased from ₹ 272.30 million in Fiscal 2023 as compared to ₹ 194.44 million in Fiscal 2024.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations through internal accruals and loans availed from banks.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the years/ per indicated:

The following table sets forth our cash flows and cash and cash equivalents for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ millions)		
Net cash flow generated from operating activities (A)	3,148.57	1,402.85	1,750.43
Net cash used in investing activities (B)	(5,453.34)	(2,899.71)	(3,678.97)
Net cash flows from financing activities (C)	2,331.34	1,519.77	1,980.07
Net increase in cash and cash equivalents (A+B+C)	26.57	22.91	51.53
Cash and cash equivalents at the beginning of the year	113.08	90.17	38.64
Cash and cash equivalents at the end of the year	139.65	113.08	90.17

Operating Activities

Fiscal 2025

Net cash from operating activities was ₹ 3,148.57 million in Fiscal 2025. In Fiscal 2025, our profit before tax was ₹ 875.45 million which was adjusted primarily for depreciation on assets other than right of use assets of ₹ 1,344.83 million, finance cost of ₹ 1,047.14 million and provision of expected credit loss of ₹ 34.56 million, resulting in an operating profit before working capital changes of ₹ 3,310.82 million in Fiscal 2025. The difference between the net cash from operating activities and operating profit before working capital changes was primarily attributable to an increase in inventories of ₹ 534.31 million, increase in trade receivables of ₹ 238.51 million and increase in other assets of ₹ 107.12 million which was partially offset by an increase in trade payables of ₹ 491.55 million and increase in other liabilities of ₹ 386.91 million.

Fiscal 2024

Net cash from operating activities was ₹ 1,402.85 million in Fiscal 2024. In Fiscal 2024, our profit before tax was ₹ 426.85 million which was adjusted primarily for depreciation on assets other than right of use assets of ₹ 1,056.25 million, finance cost of ₹ 851.57 million and provision of expected credit loss of ₹ 38.28 million, resulting in an operating profit before working capital changes of ₹ 2,349.74 million in Fiscal 2024. The difference between the net cash from operating activities and operating profit before working capital changes was primarily attributable to an increase in inventories of ₹ 1,028.87 million, increase in trade receivables of ₹ 146.73 million and increase in other assets of ₹ 169.82 million, which was partially offset by an increase in trade payables of

₹190.05 million and increase in other liabilities of ₹ 282.51 million.

Fiscal 2023

Net cash from operating activities was ₹ 1,750.43 million in Fiscal 2023. In Fiscal 2023, our profit before tax was ₹ 634.71 million which was primarily adjusted for depreciation on assets other than right of use assets of ₹ 790.23 million, finance cost of ₹ 574.58 million and provision of expected credit loss of ₹ 22.57 million, resulting in an operating profit before working capital changes of ₹ 2,013.00 million in Fiscal 2023. The difference between the net cash from operating activities and operating profit before working capital changes was primarily attributable to an increase in inventories of ₹ 356.21 million, increase in trade receivables of ₹ 92.24 million and increase in other assets of ₹ 51.67 million which was primarily offset by an increase in trade payables of ₹ 75.95 million and increase in other liabilities of ₹ 306.58 million.

Investing Activities

Fiscal 2025

Net cash used in investing activities was ₹ 5,453.34 million in Fiscal 2025 primarily due to purchase of property, plant and equipment, including capital work in progress, intangibles under development and capital advance of ₹ 5,951.10 million and adjustment for capital creditors and proceeds from sale of assets of ₹ 486.64 million.

Fiscal 2024

Net cash used in investing activities was ₹ 2,899.71 million in Fiscal 2024 primarily due to purchase of property, plant and equipment, including capital work in progress, intangibles under development and capital advance of ₹ 2,919.22 million and adjustment for capital creditors and proceeds from sale of assets of ₹ 11.78 million

Fiscal 2023

Net cash used in investing activities was ₹ 3,678.97 million in Fiscal 2023 primarily due to purchase of property, plant and equipment, including capital work in progress, intangibles under development and capital advance of ₹ 3,915.55 million and adjustment for capital creditors and proceeds from sale of assets of ₹ 229.55 million

Financing Activities

Fiscal 2025

Net cash from financing activities was ₹ 2,331.34 million in Fiscal 2025 primarily due to proceeds from long term borrowings of ₹ 3,024.58 million and interest paid of ₹ 1041.14 million.

Fiscal 2024

Net cash used in financing activities was ₹ 1,519.77 million in Fiscal 2024 primarily due to proceeds from long term borrowings of ₹ 1,521.25 million, proceeds from current borrowings (net) of ₹ 864.32 million and interest paid of ₹ 845.49 million

Fiscal 2023

Net cash generated from financing activities was ₹ 1,980.07 million in Fiscal 2023 primarily due to proceeds from long term borrowings of ₹ 2,440.73 million, proceeds from current borrowings (net) of ₹ 124.23 million and interest paid of ₹ 568.73 million

INDEBTEDNESS

As of March 31, 2025, our total outstanding borrowings amounted to ₹ 13,763.76 million on a consolidated basis. For further information on our outstanding indebtedness, see "*Financial Indebtedness*" on page 375.

MATURITY PROFILE OF FINANCIAL LIABILITIES

The table below summarises the maturity profile of our financial liabilities as at March 31, 2025:

Particulars	Payment due by period					
	Carrying Value	**On Demand**	**Less than 1 year**	**1-5 years**	**More than 5 years**	**Total**
Lease Liabilities	56.18	-	16.87	17.69	21.62	56.18
Borrowings	13,763.76	2,184.08	1,259.12	6,626.05	3,694.51	13,763.76
Trade Payables	944.07	-	944.07	-	0.00	944.07
Other Financial Liabilities	2,091.91	-	1,967.77	124.14	0.00	2,091.91
Total	**16,855.92**	**2,184.08**	**4,187.83**	**6,767.88**	**3,716.13**	**16,855.92**

WORKING CAPITAL

We require significant amount of our working capital for our business and operations. We have funded our working capital requirements in the past through a combination of internal accruals and external borrowings. The table below sets forth details regarding our working capital and working capital days for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net Working capital (₹ million)(1)	2,699.39	2,454.59	1,474,77
Working capital days(2)	42	49	39

(1) Net working capital is computed as aggregate of inventories and trade receivables minus trade payables as at the end of the respective fiscal.

(2) Working capital days is calculated as Net working capital for the relevant fiscal divided by revenue from operations for the relevant fiscal multiplied by 365

Also, see "*Risk Factors - Our business requires working capital. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.*" on page 50.

CONTINGENT LIABILITIES AND COMMITMENTS

The following table below sets forth our contingent liabilities as of March 31, 2025:

Particulars	As of March 31, 2025 (₹ million)
Guarantees given by banks on behalf of our Company	87.75
Obligation with respect to Export Promotion Capital Goods (EPCG) licenses: quantum of duty saved	1,806.00
Disputed statutory liabilities not provided for	256.24
Disputed other liabilities not provided for	20.20

Notes:

1. During Fiscal 2024, the Company has received a consolidated GST demand for an amount of ₹ 161.79 million (excluding penalty and interest) for the period July 2017 to March 2021. The demand includes an amount of ₹ 99.31 million for which the company has claimed input credit on capital goods forming part of Property, Plant & Equipment's. The Company has disputed these demand and had filed a writ petition before the Madras High Court. A interim stay has been obtained on all further proceedings until the matter is heard. In the opinion of the management, no provision is considered necessary for the above demand. Necessary provisions/ adjustments to the Property, Plant and Equipment would be made, if necessary and differential depreciation would be charged as and when the matter is finally settled.

2. During Fiscal 2025, the Company has received a GST demand for an amount of ₹ 44.04 million (excluding penalty and interest) for excess claim of Input tax credit for the period April 2019 to March 2020. The company has disputed these demand and had filed an appeal before the Appellate authority, Hyderabad, Telangana.

3. During Fiscal 2025, the company has received a GST demand for an amount of ₹ 50.41million (excluding penalty and interest). The demand related to short payment of GST due to wrong classification of goods, short payment of GST under RCM, irregular availment of input tax credit & non-reversal of ITC on exempted supplies for the period April 2021 to March 2022.

For further information relating to our contingent liabilities, see "*Restated Consolidated Financial Information – Note 44 – Contingent liabilities and capital commitments*" on page 338.

The following table below sets forth our commitments as of March 31, 2025:

Particulars	As of March 31, 2025 (₹ million)
Estimated amount of contracts remaining to be executed on capital account	2,960.54

For further information relating to our contingent liabilities, see "*Restated Consolidated Financial Information – Note 44 – Contingent liabilities and capital commitments*" on page 338.

CAPITAL EXPENDITURES

Below are the additions to the property, plant and equipment during the Fiscals 2025, 2024 and 2023:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	(₹ million)		
Freehold Land	48.12	14.05	11.28
Leasehold improvements	13.14	0.00	6.22
Buildings	340.69	406.30	702.42
Plant and Machinery	2,512.16	2,663.70	2,318.68
Office Equipment	1.89	2.27	5.67
Furniture and Fittings	6.13	1.77	6.28
Vehicles	288.44	260.86	129.26
Computers	7.13	4.94	10.23
Electricals Installations and Fittings	48.65	50.73	14.87
Total	**3,266.35**	**3,404.62**	**3,204.91**

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include remuneration paid to related parties, consideration paid to related parties for purchase of Equity Shares in relation to acquisition of our Subsidiary and amount paid in relation to professional services provided by the related parties, such as payments made to our Group Company for providing IT services to our Company. For further information on our related party transactions, see "*Summary of the Offer Document – Summary of Related Party Transactions*" and *"Restated Consolidated Financial Information- Note- 46 - Related parties disclosures"* on pages 30 and 339, respectively.

AUDITOR'S OBSERVATIONS

While there are no qualifications in auditor's report for Fiscals 2025, 2024 and 2023, our statutory auditors have included certain emphasis of matters in their examination reports for Fiscal 2025, 2024 and 2023. See "*Risk Factors - Our statutory auditors have included certain emphasis of matters in their examination report on Restated Consolidated Financial Information for Fiscals 2025, 2024 and 2023, and we cannot assure that our financial information for future periods will not contain emphasis of matters."* on page 55.

Further, the statutory auditors of our Company and our Subsidiary, Asal Foods Products Private Limited have certain observations in their audit reports for Fiscal 2025, 2024 and 2023 under their reporting requirements under the Companies (Auditor's Report) Order, 2020 and Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended). See "*Risk Factors - There have been certain qualifications and adverse remarks by our Company's and our Subsidiary's statutory auditors in their audit reports for Fiscal 2025, 2024 and 2023 under their reporting requirements under the Companies (Auditor's Report) Order, 2020 and Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended). We cannot assure you that our auditors' reports for any future fiscal periods will not contain such qualifications and adverse remarks.*" on page 57.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE FINANCIAL YEARS

There have been no changes in our accounting policies in the last three Fiscals.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our activities expose us to credit risk, liquidity risk and market risk. Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework.

Credit Risk

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from our receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. We assess the credit quality of the counterparties, taking into account our financial position, past experience and other factors.

Liquidity Risk

Liquidity risk is the risk that the we will not be able to meet our financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirement. The processes and policies related to such risks are overseen by our Board of Directors and Audit Committee.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect our income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency Risk

Our functional currency is Indian Rupees (INR). We undertake transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects our revenue from export markets and the costs of imports. Adverse movements in the exchange rate between the Rupee and any relevant foreign currency results in increase in our overall payables in Rupee terms without us having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in our receivables in foreign currency. In order to hedge exchange rate risk, we have a policy to hedge cash flows (either using natural hedge or an artificial hedge) up to a specific tenure using forward exchange contracts and hedges based on our Internal Foreign Currency Exposure and risk management policy as approved by the management and in accordance with the applicable regulations where we operate.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to our debt obligations with floating interest rates and investments.

For further information, see "*Restated Consolidated Financial Information – Note 48 - Financial instruments - Risk management*" on page 345.

SIGNIFICANT ECONOMIC CHANGES

To the knowledge of our management, other than as described in "*Risk Factors*" and "- *Significant Factors Affecting our Results of Operations and Financial Condition*" on pages 37 and 387, respectively, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

UNUSUAL OR INFREQUENT EVENTS OF TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no "unusual" or "infrequent" events or transactions that have in the past or may in the future affect our business operations or future financial performance.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been affected and we expect will continue to be affected by the trends identified above in **"** – *Significant Factors Affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 387 and 37. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 37, 202 and 386, respectively, there are no known factors that might affect the future relationship between costs and revenues.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments other than in the normal course of business.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 202, 160 and 37, respectively, for further information on competitive conditions that we face.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue in the last three Fiscals are as described in **"***– Fiscal 2025 compared to Fiscal 2024*" and **"***– Fiscal 2024 compared to Fiscal 2023*" above on pages 403 and 406, respectively.

SEGMENT REPORTING

Our business activities are mainly related to processing of milk and manufacturing of milk related products, which are primarily assessed as a single reportable operating segment in accordance with Ind AS 108 – "Segment Reporting" by the management. Therefore, there is no reportable segment for our Company as per the requirement of Ind AS 108 "Operating Segments".

SEASONALITY/ CYCLICALITY OF BUSINESS

Our Company business is not seasonable or cyclical in nature. However, our business is dependent on the supply of large amounts of raw milk, and the availability of raw milk is subject to seasonal factors, such as variations in climate, forage availability, and the physiological cycles of dairy animals. These factors can lead to fluctuations in milk production throughout the year. For more details, see "*Risk Factors - Our manufacturing operations are dependent on the supply of large amounts of raw milk, with the majority of our raw milk procurement being from the state of Tamil Nadu (97.68%, 99.62% and 100.00% of the total raw milk procurement in Fiscals 2025, 2024 and 2023, respectively). Our inability to procure adequate amounts of good quality raw milk, at competitive prices, or any adverse development in the state of Tamil Nadu affecting the milk supply, may have an adverse effect on our business, results of operations, financial condition and cash flows.*" on page 37.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2025 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

To our knowledge no circumstances have arisen since March 31, 2025, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no other outstanding (i) criminal proceedings (including matters which are at FIR stage whether cognizance has been taken or not by any court or judicial authority) involving our Company, Subsidiary, Directors or Promoters ("**Relevant Parties**") and Key Managerial Personnel and Senior Management;(ii) actions taken (including any orders passed or show cause notices issued) by regulatory authorities and/or statutory authorities (including any judicial, quasi-judicial, administrative authorities or enforcement authorities) involving the Relevant Parties and Key Managerial Personnel and Senior Management; (iii) claims related to direct and indirect taxes involving the Relevant Parties, in a consolidated manner; and (iv) other litigations involving the Relevant Parties (including civil litigation / arbitration proceedings) which has been determined to be material pursuant to the Materiality Policy (as disclosed herein below) or (v) litigations involving our Group Company which may have a material impact on our Company. Further, as on the date of this Draft Red Herring Prospectus, there are no disciplinary actions (including penalties imposed) by SEBI or recognized stock exchanges, against our Promoters in the last five Fiscals immediately preceding the date of this Draft Red Herring Prospectus including any outstanding action.*

In accordance with the Materiality Policy, for the purposes of (iv) above, any other outstanding litigation or arbitration proceedings involving the Relevant Parties (including tax litigation mentioned in (iii) above) would be considered 'material' for the purpose of disclosure in the Offer Documents, if:

(a) the value or expected impact in terms of value, to the extent quantifiable, of such outstanding litigation (including civil litigation/arbitration proceedings)exceeds the lower of the following: a) two percent of turnover as per the latest Restated Consolidated Financial Information; or (b) two percent of net worth, as per the Restated Consolidated Financial Information, except in case the arithmetic value of the net worth is negative; or (c) five percent of the average of absolute value of profit or loss after tax, as per the last three Fiscals as per the Restated Consolidated Financial Information. Accordingly, five percent of the average of absolute value of restated profit for the year, based on the Restated Consolidated Financial Information of the preceding three Fiscals disclosed in this Draft Red Herring Prospectus, i.e., ₹15.46 million has been considered as the materiality threshold; or

(b) any outstanding litigation (including civil litigation/arbitration proceedings), where the value or expected impact in terms of value is not quantifiable or lower than the threshold specified in (a) above, but an outcome of which could (i) materially and adversely affect our Company's business, prospects, operations, performance, financial position or reputation; (ii) or any outstanding litigation/arbitration proceedings where the decision in one matter is likely to affect the decision in similar matters, such that the cumulative amount involved in such matters exceeds the threshold as specified in (a) above, even though the amount involved in an individual matter may not exceed the threshold as specified in (a) above.

It is clarified that pre-litigation notices received by any of the Relevant Parties or Group Company from third parties (excluding those notices issued by any regulatory, government, tax or statutory authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation and accordingly not be disclosed in this Draft Red Herring Prospectus until such time that Relevant Parties or Group Company, as applicable, are impleaded as a party in such litigation proceedings before any judicial or arbitral forum, tribunal or government authority.

Further, in accordance with the Materiality Policy, a creditor of our Company shall be considered to be material for the purpose of disclosure in this Draft Red Herring Prospectus and on the website of our Company, if amounts due to such creditor is equivalent to or in excess of five percent of the trade payables of our Company as at the end of the most recent financial period covered in the Restated Consolidated Financial Information. The consolidated trade payables of our Company as on March 31, 2025, was ₹ 944.08 million. Accordingly, a creditor has been considered as a 'Material Creditor' if the amount due to such creditor exceeds ₹ 47.20 million as on March 31, 2025.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the MSMED Act.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

(a) Outstanding litigation proceedings against our Company

(i) Criminal proceedings

1. Our Company received a notice of demand and assessment order dated December 19, 2016, from the Assistant Commissioner of Income-Tax, Central Circle-3, Coimbatore ("**Assistant Commissioner**") seeking a demand of ₹2.74 million on account of miscalculation of total income filed by our Company for the assessment year 2013-14 ("**Assessment Order**"). Further, a penalty order dated June 29, 2017 was passed by the Assistant Commissioner against our Company and a notice of demand was issued whereby the Assistant Commissioner levied a penalty of ₹1.70 million due to tax evasion on account of such miscalculation alleged in the Assessment Order. Upon a proposal by the Assistant Commissioner seeking sanction against our Company, the Principal Commissioner of Income Tax, Central-2, Chennai ("**Principal Commissioner**") issued a show cause notice dated November 13, 2018 under Section 276C (1) of the Income Tax Act, 1961, to our Company. Our Company responded to the show cause notice *vide* response dated December 13, 2018. Pursuant to a sanction order dated December 20, 2018 issued by the Principal Commissioner, a complaint dated January 31, 2019 ("**Complaint**") was filed against our Company and our Promoters ("**Respondents**") by the Assistant Commissioner before the court of Chief Judicial Magistrate, Coimbatore ("**Magistrate**"). Accordingly, summons each dated March 28, 2019 were issued to the Respondents under Section 61 of the Code of Criminal Procedure, 1973. The Magistrate *vide* an order dated January 19, 2021 ("**Order**") disposed the Complaint on the grounds of no prima facie case being made against the Respondents. Subsequently, the Assistant Commissioner filed a revision petition dated July 3, 2021 before the Court of Principal District and Sessions Judge of Coimbatore praying to set aside the Order. The matter is currently pending.

2. Our Company is subject to criminal complaints filed by individuals in relation to certain matters involving accidents caused by vehicles transporting our raw materials or products. Based on public searches, we understand there are three such matters involving us pending before various forum. However, as on the date of this Draft Red Herring Prospectus, our Company has not received summons or any other document in relation to this matter and the disclosure included herein is based on the information available on the E-courts services website.

(ii) Actions by statutory or regulatory authorities

1. Our Company received a notice dated December 9, 2023 ("**Notice**"), from the Adjudicating Officer, Food and Drug Administration, Nashik in relation to an application filed against our Company by the Food Safety Officer, Food and Drug Administration, Ahmednagar *inter alia* alleging that certain samples of whey powder sold by our Company that were collected and tested did not meet the specifications provided under the FPSFA Regulations, and accordingly is in contravention of Sections 26(2)(ii) and Section 3(1)(zx) of the FSSA. The matter is currently pending.

2. Our Company received notices dated March 2, 2023 and July 6, 2023 from the Court Adjudicating Officer, Additional District Magistrate, Ghaziabad ("**ADM**") in relation to an application filed against our Company by the Food Safety Officer, Ghaziabad *inter alia* alleging that certain samples of paneer sold by our Company that were collected and tested did not meet the specifications provided under the FPSFA Regulations, and accordingly is in contravention of Sections 26(2)(ii) and Section 3(1)(zx) of the FSSA. Pursuant to an order dated February 5, 2025, ADM held our Company in contravention of the above-mentioned sections of the FSSA and imposed a penalty of ₹ 0.20 million under Section 51 of the FSSA ("**Order**"). On May 26, 2025, our Company filed an appeal and a petition for stay order before the Food Safety Appellate Tribunal, Meerut ("**Tribunal**") to set aside the Order and to in the interim, grant a stay on the recovery of penalty levied. The Tribunal, *vide* its order dated May 26, 2025 admitted the appeal and granted the interim stay sought. The matter is currently pending.

3. Our Company received a notice to attend hearing dated December 2, 2024 ("**Notice**") from the Adjudicating Officer, Department of Food Safety and Quality, Bangalore in relation to an application filed against our Company by the Food Safety Officer, Bangalore *inter alia* alleging that certain samples of khova sold by our Company that were collected and tested did not meet the specifications

provided under the FPSFA Regulations, and accordingly is in contravention of FSSA. The matter is currently pending.

4. A panchnama and seizure memo dated October 18, 2024 was issued to our Company by the Inspector, Department of Legal Metrology, Government of Andhra Pradesh, Vijayawada in relation to the alleged violation of Rule 4 and rule 6 of the Legal Metrology (Packed Commodities) Rules, 2011 read with Section 18 and 36 of the Legal Metrology Act, 2009, due to the absence of month and year of manufacturing on an ice cream product sold by our Company. The matter is currently pending.

5. Our Company received two show cause notices each dated December 31, 2024 ("**Notices**") under Section 25 of the Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**") and Section 21 of the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), respectively from the Tamil Nadu Pollution Control Board ("**TNPCB**") *inter alia* alleging that our Company was operating certain machineries pertaining to the milk chilling process in one of our units in Tiruvannamalai, Tamil Nadu without obtaining necessary consent to operate and certain trade effluents from such unit were being discharged into adjacent areas. Our Company through its replies dated January 1, 2025 had undertaken to take corrective actions. Subsequently, TNPCB has granted the consent to operate to our Company on June 28, 2025 under the Air Act and the Water Act. The matter is currently pending.

(iii) Other material proceedings

Our Company and certain others received a cease and desist notice dated August 1, 2023 ("**Notice**") on behalf of Gujarat Co-operative Milk Marketing Federation Limited and M/s Kaira District Cooperative Milk Producers Union Limited ("**Plaintiffs**") alleging that our Company has, without authorization, manufactured, sold, promoted and advertised certain ice cream products using 'trade-dress' which is identical/deceptively similar to the trade-dress used by the Plaintiffs and has also used identical/ deceptively similar branding as that of the Plaintiff's branding for its deep freezers ("**Alleged Infringement**"). Pursuant to the Notice, the Plaintiffs demanded, *inter alia* for our Company to permanently cease and desist from manufacturing, selling, marketing, supplying, distributing, offering for sale, advertising or in any manner using certain of our products, permanently cease and desist from using the deep freezers and pay a cost of ₹20.00 million to the Plaintiffs. Our Company responded to the Notice *vide* letter dated September 4, 2023 disputing the same on the grounds that the Plaintiff cannot claim monopoly over certain shapes and that there is no inherent distinguishing feature in the trade dress adopted by the Plaintiffs. Subsequently, the Plaintiffs filed a suit dated January 9, 2024 ("**Suit**"), against our Company before the High Court of Delhi ("**High Court**") with respect to the Alleged Infringement seeking *inter alia*, permanent and mandatory injunction against our Company, its principal officers, family members, servants, agents, dealers, distributors, franchisees and anyone acting on behalf of our Company from selling, marketing, promoting or in any manner using or dealing with certain products of our Company and damages amounting to ₹20.10 million for committing infringement and passing off of the Plaintiffs' trade-dress and copyright. Pursuant to an order dated January 19, 2024, the High Court exempted our Company and the Plaintiffs from exploring pre-litigation mediation pursuant to an interim application filed by the Plaintiffs on January 15, 2024. Subsequently, our Company filed a written statement dated March 7, 2024 before the High Court as response to the Suit and requested for the dismissal of the same on the grounds of *inter alia* wrong cause of action and incorrect valuation of the Suit by the Plaintiffs. The matter is currently pending.

(iv) Tax proceedings involving our Company

Except as mentioned below, there are no pending claims related to direct and indirect taxes against our Company as on the date of this Draft Red Herring Prospectus:

Nature of proceeding	Number of proceedings outstanding	Amount involved* (in ₹ million)
Direct tax	1^	4.44
Indirect tax	4	354.10
Total	**5**	**358.54**

** To the extent quantifiable.*
^ The tax proceeding involving our Company and Promoters has also been categorised as a criminal matter.

Set forth hereunder is the description of the material tax matters involving our Company:

1. A show cause notice dated September 21, 2023 ("**Notice**") was issued to our Company by the Additional Commissioner, Office of Commissioner of Goods and Service Tax and Central Excise, Salem ("**Commissioner**"), pursuant to an audit conducted for the assessment period of Fiscals 2018 to 2021.Our Company replied to the Notice *vide* letters dated October 26, 2023 and November 14, 2023. The Commissioner passed an order dated December 31, 2023 ("**Order**"), computing the total demand payable as ₹188.32 million. Our Company filed a writ petition and stay petition, each dated February 24, 2024 before the High Court of Madras ("**High Court**") to set aside and grant interim stay on the Order, respectively. The matter is currently pending.

2. Our Company received a show cause notice dated May 30, 2024 from the Deputy Commissioner, Department of State Tax, Telangana ("**Commissioner**") alleging declaration of incorrect tax liability for the assessment period of Fiscal 2020. Pursuant to a response dated August 1, 2024, our Company stated that while the accountant has inadvertently made an error in filing of the details relating to the input tax credit, it disputed the levy of the proposed GST. The Commissioner *vide* order dated August 17, 2024 ("**Order**") imposed a tax liability of ₹ 48.45 million, including penalty, and directed our Company to pay the same within 30 days of the Order. The High Court of Telangana *vide* order dated January 2, 2025, dismissed a writ petition filed by our Company to set aside the Order and allowed our Company to file an appeal before an appropriate first court of appeal. Accordingly, our Company has filed an appeal dated January 31, 2025 before the Appellate Joint Commissioner, Hyderabad seeking condonation of delay and permission to file an appropriate appeal against the Order. The matter is currently pending.

3. Our Company received a show cause notice dated December 6, 2024 (**Notice**") from the Additional Director, Directorate General of GST Intelligence, Coimbatore ("**DGGI**"), seeking *inter alia* a demand of ₹ 22.66 million on account of short payment of GST on the sale of 'parotta' and ₹ 37.76 million on account of short payment of GST on the sale of 'tofu soya paneer', along with interest thereon, for the period 2020-21 to 2023-24, due to misclassification of Harmonized System of Nomenclature ("**HSN**") code for these products and the corresponding GST rate adopted by our Company. Our Company in its reply dated February 18, 2025 has *inter alia* denied the allegations made in the Notice, and sought that the proceedings pursuant to the Notice be set aside. The matter is currently pending.

4. Our Company received a show cause notice dated November 29, 2024 ("**Notice**")from the Office of Joint Commissioner, Government of Tamil Nadu, seeking *inter alia* a demand of ₹143.26 million, on account of short payment of GST due to misclassification of custom tariff heading code, non-payment of GST on certain taxable goods, irregularities in availing input tax credit, amongst others, pursuant to the GST audit during fiscals 2021-22 to 2022-23. Our Company in it reply dated February 6, 2025 has sought to reduce the amounts demanded in the Notice. Pursuant to personal hearings conducted, the Commissioner of Goods and Service Tax and Central Exercise, Salem passed an order dated February 28, 2025 computing the total demand payable as ₹ 56.91 million ("**Order**"). Subsequently, our Company filed an appeal dated May 28, 2025 against the Order before the Appellate Authority under Section 107 of The Central Goods and Services Tax Act, 2017. The matter is currently pending.

(b) Outstanding litigation proceedings by our Company

(i) *Criminal proceedings*

Our Company has filed five complaints before various courts under Section 138 of the Negotiable Instruments Act, 1881 for recovery of amounts due to our Company where cheques issued in favour of our Company by our distributors were dishonoured. The total amount involved in all these matters is ₹14.31 million. These matters are pending before the respective courts at various stages of adjudication.

(ii) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending material proceedings initiated by our Company.

LITIGATION INVOLVING OUR DIRECTORS

(a) Outstanding litigation proceedings against Directors

(i) Criminal proceedings against our Directors

Except as disclosed in "- *Outstanding litigation proceedings against our Company – Criminal Proceedings*" on page 415, there are no pending criminal proceedings against our Directors, as on the date of this Draft Red Herring Prospectus.

(ii) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by any statutory or regulatory authority against our Directors.

(iii) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings against our Directors.

(iv) Tax proceedings involving our Directors

Except as disclosed below, on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes against any of our Directors:

Nature of proceeding	Number of proceedings outstanding	Amount involved* (in ₹million)
Direct tax	2^	4.44
Indirect tax	Nil	Nil
Total	**2**	**4.44**

** To the extent quantifiable.*

^ The tax proceeding involving our Company and Promoters has also been categorised as a criminal matter.

(b) Outstanding litigation proceedings by our Directors

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by any of our Directors.

(ii) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings initiated by any of our Directors.

LITIGATION INVOLVING OUR PROMOTERS

(a) Outstanding litigation proceedings against our Promoters

(i) Criminal proceedings

Except as disclosed in "- *Outstanding litigation proceedings against our Company – Criminal Proceedings*" on page 415, there are no pending criminal proceedings against our Promoters, as on the date of this Draft Red Herring Prospectus.

(ii) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by any statutory or regulatory authority against our Promoters.

(iii) Disciplinary action including penalty imposed by SEBI or stock exchanges in the last five Fiscals including outstanding action

There are no disciplinary actions (including penalties imposed) initiated by SEBI or a recognised stock exchange against our Promoters in the last five Fiscals immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action.

(iv) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings against any of our Promoters.

(v) Tax proceedings involving our Promoters

Except as stated below, there are no pending claims related to direct and indirect taxes against our Promoters as on the date of this Draft Red Herring Prospectus:

Nature of proceeding	Number of proceedings outstanding	Amount involved* (in ₹million)
Direct tax	1^	4.44
Indirect tax	Nil	Nil
Total	**1**	**4.44**

** To the extent quantifiable.*

^ The tax proceeding involving our Company and Promoters has also been categorised as a criminal matter.

(b) Outstanding litigation proceedings by our Promoters

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by any of our Promoters.

(ii) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings initiated by any of our Promoters.

LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

(a) Outstanding litigation proceedings against our Key Managerial Personnel and Senior Management

(i) Criminal proceedings

Except as disclosed in "- *Outstanding litigation proceedings against our Company – Criminal Proceedings*" on page 415, there are no pending criminal proceedings initiated against our Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus.

(ii) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by any statutory or regulatory authority against our Key Managerial Personnel and Senior Management.

(b) Outstanding litigation proceedings initiated by our Key Managerial Personnel and Senior Management

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by Key Managerial Personnel and Senior Management.

LITIGATION INVOLVING OUR SUBSIDIARY

(a) Outstanding litigation proceedings against our Subsidiary

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated against our Subsidiary.

(ii) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by any statutory or regulatory authority against our Subsidiary.

(iii) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings against our Subsidiary.

(iv) Tax proceedings involving our Subsidiary

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes against our Subsidiary.

(b) Outstanding litigation proceedings initiated by our Subsidiary

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by our Subsidiary.

(ii) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending material proceedings initiated by our Subsidiary.

OUTSTANDING LITIGATION INVOLVING OUR GROUP COMPANY WHICH HAS A MATERIAL IMPACT ON OUR COMPANY

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations involving our Group Company which may have a material impact on our Company.

OUTSTANDING DUES TO CREDITORS

As of March 31, 2025, outstanding dues to Material Creditors, micro, small and medium enterprises and other creditors is as follows:

Particulars	Number of creditors	Amount involved *(₹ million)*
Dues to micro and small enterprises*	24	33.94
Dues to Material Creditor(s)	5	713.70
Dues to other creditors	904	1,437.17
Total	**933**	**2,184.81**

**The Company does not maintain specific records for creditors which are medium enterprises, as defined under MSMED Act. Accordingly, only micro and small enterprises have been provided separately.*

As of March 31, 2025, there are no outstanding overdues owed to any of the Material Creditors.

Material Developments

Other than as stated in "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 386, in the opinion of our Board, no circumstances have arisen since the date of our last balance sheet as disclosed in this Draft Red Herring Prospectus which materially and adversely affect, or are likely to affect, our trading, our operations or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months from the date of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

*We have set out below a list of approvals, consents, registrations, licenses and permissions required to be obtained by our Company from various governmental and statutory authorities, which are considered material and necessary for us to undertake our business activities and operations (the "**Material Approvals**"). Some of the Material Approvals may have lapsed or expired or may lapse or expire in the ordinary course of business, from time to time and our Company has either already made an application to the appropriate authorities for renewal of such Material Approvals or are in the process of making such renewal applications, in accordance with applicable requirements and procedures. Pursuant to change in name of our Company upon conversion of from a private to a public limited company, our Company is in the process of changing our name as it appears on various approvals and licenses.*

Except as mentioned below, no further Material Approvals are required by us to undertake the Offer or to carry on our business and operations. Additionally, unless otherwise stated herein, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. For details of risk associated with not obtaining or delay in obtaining requisite approvals, see "Risk Factors – Our Company is required to obtain certain statutory approvals, licenses, registrations and permits to operate our business, manufacturing facilities and Milk Chilling Centres. Failure to obtain or renew such approvals in a timely manner, or at all, or comply with laws in relation to safety, health and environmental protection may adversely affect our business, financial condition, results of operations and cash flows." on page 43. For details in connection with the applicable regulatory and legal framework within which our Company operates, see "Key Regulations and Policies in India" on page 235.

A. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see *"Other Regulatory and Statutory Disclosures – Authority for the Offer"* on page 428.

B. Approvals in relation to our incorporation

For details regarding the incorporation of our Company, see *"History and Certain Corporate Matters"* on page 246.

C. Material Approvals in relation to our business and operations

Business related approvals

Perundurai Manufacturing Facility

1. Registration and License to work a factory issued by the Directorate of Industrial Safety and Health, Government of Tamil Nadu, under the Factories Act, 1948 and the rules made thereunder for our Perundurai Manufacturing Facility;

2. Environmental clearance issued by the Ministry of Environment, Forest and Climate Change (State Environment Impact Assessment Authority, Tamil Nadu), for our Perundurai Manufacturing Facility;

3. Consents issued by the Tamil Nadu Pollution Control Board to establish and operate under the Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**") and the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**") for our Perundurai Manufacturing Facility;

4. Authorisation for disposal of hazardous or other waste under Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, issued by the Tamil Nadu Pollution Control Board for our Perundurai Manufacturing Facility;

5. No objection certificate issued by the District Officer, Tamil Nadu Fire and Rescue Department for our Perundurai Manufacturing Facility;

6. License issued by the Food Safety and Standards Authority of India ("**FSSAI License**") under the Food Safety and Standards Act, 2006;

7. Certificate of registration for packer issued by the Department of Labour, Office of the Controller of Legal Metrology, Chennai for packaging under the Legal Metrology (Packaged Commodities) Rules, 2011;

8. License to store petroleum in tank(s) in connection with pump outfit for fuelling motor conveyances issued by the Joint Chief Controller of Explosives, SC, Chennai for our Perundurai Manufacturing Facility;

9. License issued under the Bureau of Indian Standards (Certification) Regulation, 1988;

10. Certificate to use boilers for each boiler operated by the Company issued by the Directorate of Boilers, Tamil Nadu, under the Indian Boilers Act, 1923;

11. Export Promotion Capital Goods licenses issued by the Directorate General of Foreign Trade;

12. Approval of establishment under the Export of Milk and Milk Products (Quality Control, Inspection & Monitoring) Rules, 2020;

13. Certification of authorisation under Agricultural Produce (Grading and Marking) Act, 1937 and rules thereunder;

14. Registration certificate issued by the U.S. Food and Drug Administration under the Federal Food Drug and Cosmetic Act;

15. Registration – cum – Membership Certificate issued under Agricultural and Processed Foods Products Export Development Authority Act, 1985, any other foreign trade, export permits or licenses;

16. Food Safety System Certification 22000 issued by SGS United Kingdom;

17. Certificate of registration for setting up captive generating plant issued by the Electrical Inspector, Government of Tamil Nadu, Division: Erode;

18. Importer Exporter Code issued by the Office of the Joint Director General of Foreign Trade at Chennai, Ministry of Commerce, Government of India under the Foreign Trade (Development and Regulation) Act, 1992.

<u>Milk Chilling Centres</u>

1. Consent to operate issued by the Tamil Nadu Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 for our Milk Chilling Centres;

2. Fire and rescue services license issued by the District Officer, Fire and Rescue Services, Tamil Nadu Fire & Rescue Services Department for our Milk Chilling Centres;

3. License to work a factory issued by the Directorate of Industrial Safety and Health, Government of Tamil Nadu, under the Factories Act, 1948 and the rules made thereunder for certain of our Milk Chilling Centres, as applicable;

4. Registrations obtained under the Food Safety and Standards Act, 2006 and Food Safety and Standard (Licensing and Registration of Food Business) Regulations, 2011, for our Milk Chilling Centres;

5. Permissions obtained for electricity connection or diesel generators sets installed for certain of our Milk Chilling Centres.

Tax related approvals

1. Permanent account number, AAJCM3448G, issued by the Income Tax Department under the Income-tax Act, 1961;

2. Tax deduction account number, CMBM07078B, issued by the Income Tax Department under the Income-tax Act, 1961;

3. Registrations issued under the applicable tax on professions, trades, callings and employments legislations of the relevant states, issued by the Directorate of Commercial Tax; and

4. Goods and services tax registrations under various central and state goods and services tax legislations.

Labour and employment related approvals

1. Registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 issued by the Employees' Provident Fund Organisation;

2. Registration under the Employees' State Insurance Act, 1948 issued by the Employees' State Insurance Corporation; and

3. License for contractors of labour, under the Contract Labour (Regulation & Abolition) Act, 1970, issued by the Directorate of Industrial Safety and Health, Government of Tamil Nadu.

D. Pending Material Approvals

(a) *Material Approvals applied for but not received*

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no Material Approvals that have been applied for by our Company but have not been received:

S. No.	Nature of approval	Name of Authority	Date of acknowledgement of application/ date of application
Perundurai Manufacturing Facility			
1.	Amendment of consent to establish issued under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 to include 'Tofu' and certain additional details of our Perundurai Manufacturing Facility	Tamil Nadu Pollution Control Board	July 17, 2025
2.	Amendment of consent to operate issued under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 to include 'Tofu' and certain additional details of our Perundurai Manufacturing Facility	Tamil Nadu Pollution Control Board	July 18, 2025
3.	Amendment of FSSAI License to reflect additional details of our Perundurai Manufacturing Facility	Food Safety and Standards Authority of India	June 11, 2025
4.	Amendment to the registration and license to work a factory issued under the provisions of the Factories Act, 1948 to reflect additional details of our Perundurai Manufacturing Facility	Directorate of Industrial Safety and Health, Government of Tamil Nadu,	July 18, 2025
5.	Authorisation for disposal of hazardous or other waste under the provisions of the Hazardous and Other Wastes (Management & Transboundary Movement) Rules, 2016	Tamil Nadu Pollution Control Board	June 6, 2025
6.	Certificate of registration for packer for packaging under the provisions of the Legal Metrology (Packaged Commodities) Rules, 2011 for 'Tofu'	Department of Labour, Office of the Controller of Legal Metrology, Chennai	June 4, 2025
Milk Chilling Centres			

S. No.	Nature of approval	Name of Authority	Date of acknowledgement of application/ date of application
1.	Consent to operate issued under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 for our Milk Chilling Centre situated at Bommidi, Tamil Nadu	Tamil Nadu Pollution Control Board	August 10, 2024
2.	Registration and license to work a factory issued under the provisions of the Factories Act, 1948 for our Milk Chilling Centre at Gundlupete, Karnataka	Directorate of Industrial Safety and Health, Government of Tamil Nadu	July 18, 2025
3.	No objection certificate issued under the provisions of the Karnataka State Fire Services Act, 1964 for our Milk Chilling Centre situated at Gundlupete, Karnataka	Karnataka State Fire and Emergency Services Department	July 18, 2025

(b) *Material Approvals which have expired and applications for renewal have been made*

S. No.	Nature of approval	Name of Authority	Date of acknowledgement of application/ date of application
Milk Chilling Centres			
1.	No objection certificate issued under the provisions of the Tamil Nadu Fire Service Act, 1985 and Tamil Nadu Fire Service Rule 1990 for Milk Chilling Centre situated at Mathur.	Tamil Nadu Fire and Rescue Services	July 18, 2025
2.	No objection certificate issued under the provisions of the Tamil Nadu Fire Service Act, 1985 and Tamil Nadu Fire Service Rule 1990 for Milk Chilling Centre situated at Thuraiyur.	Tamil Nadu Fire and Rescue Services	July 18, 2025

(c) *Material Approvals which have expired and renewal to be applied for*

As on the date of this Draft Red Herring Prospectus, there are no Material Approvals that have expired, but the renewal is to be applied for by our Company.

(d) *Material Approvals required but not obtained or applied for*

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no Material Approvals required, but not obtained or applied for by our Company:

S. No.	Nature of approval
Perundurai Manufacturing Facility	
1.	Amendment of license for contractors of labour, issued under the provisions of the Contract Labour (Regulation & Abolition) Act, 1970 to reflect additional details of our Perundurai Manufacturing Facility from Directorate of Industrial Safety and Health, Government of Tamil Nadu
Milk Chilling Centres	
1.	Consent to operate issued under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 for the Milk Chilling Centres set out below:
	i. Milk Chilling Centre at Gundlupete, Karnataka
	ii. Milk Chilling Centre at Attur, Tamil Nadu
	iii. Milk Chilling Centre at Mathur, Tamil Nadu

E. Intellectual property rights

As of the date of this Draft Red Herring Prospectus, we have 51 registered trademarks in the name of our Company, India including for our new logo MilkyMist. Out of these, 29 are registered with the Trade Marks Registry in India under classes 29, 30 and 31 and 22 are registered across various other jurisdictions.

Our Company has 27 pending trademarks applications in India and one pending trademark application outside India. The pending applications include (i) three trademarks, including which were registered in the name of our Promoter, Sathishkumar T and subsequently assigned to our Company pursuant to a trademark assignment deed dated July 15, 2025 and (ii) two trademarks which were registered in the name of Briyas Foods Private Limited and one of its promoters and assigned to our Company pursuant to a trademark assignment deed dated February 19, 2025, where the change in name of proprietor to the name of our Company is pending.

For details, see "*Our Business - Intellectual Property*" and "*History and Certain Corporate Matters*" on page 232 and 246, for risks associated with our intellectual property, see "*Risk Factors- If we fail to protect or incur significant costs in defending our intellectual property or if we infringe the intellectual property rights of others, our business, results of operation and financial condition could be adversely affected*." on page 61.

OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions, during the period for which financial information is disclosed in the relevant offer documents, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, in respect of (i) above, all such companies (other than our Subsidiary) with which our Company has had related party transactions in accordance with Indian Accounting Standard (Ind AS) 24, during the period covered in the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, shall be considered as 'Group Company', in accordance with the SEBI ICDR Regulations.

In addition, pursuant to the Materiality Policy, for the purposes of (ii) above, a company (other than our Subsidiary and the companies covered under (i) above) shall be considered 'material' and will be disclosed as a 'group company', if such a company is: (i) a member of the Promoter Group; and (ii) with which our Company has entered into one or more transactions during the most recent financial year or stub period, as applicable, and such transactions, individually or in the aggregate, in value exceeds 10% of the total restated revenue from operations of our Company in the most recent financial year or relevant stub period, as applicable, based on the Restated Consolidated Financial Information.

Based on the above, our Group Company is Magiva Technologies Private Limited ("**Magiva**").

Details of our Group Company

The details of our Group Company are provided below:

Registered office

The registered office of Magiva is situated at No: B1, Sai Subakshya, Kambar Street, Annai Indra Nagar, Velachery, Chennai 600 042, Tamil Nadu, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of Magiva for the last three Fiscals (2022, 2023 and 2024), as required by the SEBI ICDR Regulations, is available at https://magivasummary.magivatech.com/.

Our Company is providing link(s) to the website solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Company and other information provided on such website does not constitute a part of this Draft Red Herring Prospectus and should not be relied upon or used as a basis for any investment decision.

Nature and extent of interest of our Group Company

In the promotion of our Company

Our Group Company does not have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years prior to the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Company is not interested, directly or indirectly, in the properties acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of our Company) and our Group Company and its directors.

There is no conflict of interest between the lessors of the immovable properties (which are crucial for operations of our Company) and our Group Company and its directors.

In transactions for acquisition of land, construction of building, supply of machinery, etc.

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc.

For details in relation to our related party transactions, see "*Related Party Transactions*" on page 373.

Common pursuits between our Group Company and our Company

There are no common pursuits amongst our Group Company and our Company.

Related business transactions within the Group Company and significance on the financial performance of our Company

Except the transactions disclosed in "*Related Party Transactions*" on page 373, there are no other related business transactions between the Group Company and our Company during Fiscals 2025, 2024 and 2023.

Business interests or other interests

Except in the ordinary course of business and as disclosed in "*Related Party Transactions*" on page 373, respectively, our Group Company does not have any business and other interest in our Company.

Certain other confirmations

As on the date of this Draft Red Herring Prospectus, our Group Company does not have their securities listed on any stock exchange. Further, our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated July 15, 2025, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated July 16, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholders pursuant to its resolution dated July 21, 2025.

The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on July 21, 2025.

Each of the Promoter Selling Shareholders has, severally and not jointly, authorised its participation in the Offer for Sale in relation to its respective portion of Offered Shares, as set out below.

S. No.	Name of the Promoter Selling Shareholder	Offered Shares	Date of the consent letter
1.	Sathishkumar T	[●] Equity Shares of face value ₹2 each aggregating up to ₹1,500.00 million	July 21, 2025
2.	Anitha S	[●] Equity Shares of face value ₹2 each aggregating up to ₹1,000.00 million	July 21, 2025

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by Securities and Exchange Board of India or other governmental authorities

Our Company, Subsidiary, Promoters (persons in control of our Company), members of the Promoter Group, Directors and each of the Promoter Selling Shareholders, are not prohibited from accessing in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Directors associated with the Securities Market

None of our Directors are associated with the securities market in any manner.

There are no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of the Promoter Group and Promoter Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company confirms that it is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), i.e., as at and for the Fiscals 2025, 2024 and 2023, of which not more than 50% of the net tangible assets are held as monetary assets;

- Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), i.e., as at and for the Fiscals 2025, 2024 and 2023, with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), i.e., as at and for the Fiscals 2025, 2024 and 2023, calculated on a restated and consolidated basis; and

- Our Company has not changed its name in the last one year immediately preceding the date of filing of this Draft Red Herring Prospectus other than the deletion of the word "Private" from the name of our Company pursuant to conversion to a public limited company. Our Company has not undertaken any new activity pursuant to such change in name.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, pre-tax operating profit and net worth, derived from the Restated Consolidated Financial Information as at and for the Fiscals ended March 31, 2025, March 31, 2024 and March 31, 2023 are set forth below:

(₹ in million, unless otherwise stated)

Particulars	As at and for the Fiscals ended		
	March 31, 2025	**March 31, 2024**	**March 31, 2023**
Net tangible assets, as restated[1]	3,259.36	2,814.85	2,614.58
Pre-tax operating profit, as restated[2]	1,685.92	1,096.62	1,161.50
Net Worth, as restated[3]	2,427.73	1,970.45	1,773.71
Monetary assets, as restated[4]	139.65	113.08	90.17
Monetary assets as a % of net tangible assets (%), as restated	4.28%	4.02%	3.45%
Average pre-tax operating profit[5]	1,314.68		

1. *Net tangible assets' means the sum of all net assets of the Company as per the Restated Consolidated Financial Information excluding Intangible Assets (as per IND AS- 38), Deferred Tax Assets (net) (as per IND AS-12) and Right of Use Assets (as per IND AS- 116) reduced by Total Liabilities (excluding lease liabilities) of the Company, as defined under the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015).*
2. *"Pre Tax Operating Profit" means restated profit before tax excluding other income, finance costs and exceptional items.*
3. *Net Worth means the aggregate value of paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. Thus, Net Worth has been computed as total equity as at the end of the Fiscal less amount aggregating to ₹ 850.20 million pertaining to fair valuation of land as on the date of transition to Ind AS included in retained earnings but which is not available for distribution of dividend. Total equity is computed as the sum of Equity Share capital, instruments entirely equity in nature, and other equity.*
4. *'Monetary assets" are defined as amount of 'Cash and Cash equivalents' as per the Restated Consolidated Financial Information, (excluding Fixed deposits with banks not considered as cash and cash equivalent)*
5. *Average pre-tax operating profit consists of average of pre-tax operating profit for the financial years 2023,2024 and 2025*

Our Company confirms that it is in compliance with the conditions specified in Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulations 7(2) and 7(3) of the SEBI ICDR Regulations, to the extent applicable:

The details of our compliance with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, our Promoters (also the Promoter Selling Shareholders), members of the Promoter Group, and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor any of our Promoters, or Directors is a Wilful Defaulter or Fraudulent Borrower;

(iv) None of our Promoters and the Directors have been declared as a Fugitive Economic Offender;

(v) Except for the options granted under the ESOP Scheme, there are no outstanding warrants, options, or rights to convert debentures, loans or other instruments convertible into or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of this Draft Red Herring Prospectus;

(vi) Our Company along with Registrar to the Offer has entered into the tripartite agreement with NSDL and the tripartite agreement with CDSL, each executed on July 7, 2025, for dematerialisation of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoters are in dematerialised form;

(viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000 failing which the entire application money shall be unblocked/refunded to the respective Bidders. In case of delay, if any, in unblocking the ASBA Accounts, within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on application money in accordance with the applicable laws.

Each Promoter Selling Shareholder, severally and not jointly, confirms that their respective Offered Shares are fully paid up and have been held for a period of at least one year prior to the filing of this DRHP with SEBI in compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING JM FINANCIAL LIMITED, AXIS CAPITAL LIMITED AND IIFL CAPITAL SERVICES LIMITED (*FORMERLY IIFL SECURITIES LIMITED*) HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE PROMOTER SELLING SHAREHOLDERS WILL BE RESPONSIBLE, SEVERALLY AND NOT JOINTLY, ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS TO THE EXTENT OF INFORMATION SPECIFICALLY PERTAINING TO THEMSELVES AND THEIR RESPECTIVE PORTION OF OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 21, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act and at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors and Book Running Lead Managers

Our Company, our Directors, and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at www.milkymist.com, or the respective websites of the members of the Promoter Group, Subsidiary and any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, and the Book Running Lead Managers to the investors and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company the Underwriters and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholders and their respective directors, officers, group company, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter Selling Shareholders and their respective directors, officers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer from the Promoter Selling Shareholders

The Promoter Selling Shareholders, severally and not jointly, accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus (only to the extent of those statements expressly made by the Promoter Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares) or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at www.milkymist.com, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

Each of the Promoter Selling Shareholders, its respective affiliates, and representatives (as applicable) accept no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by the Promoter Selling Shareholder in relation to itself as a selling shareholder and its portion of the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to each of the Promoter Selling Shareholders and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Promoter Selling Shareholders and their respective affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

Bidders eligible under Indian law to participate in the Offer

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds and

Pension Funds fulfilling the minimum corpus requirements under the SEBI ICDR Regulations, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs (registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs (under Schedule I of the FEMA Rules) and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Promoter Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus, in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other timeline as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within three Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable laws.

Consents

Consents in writing of each of the Promoter Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, legal counsel to our Company as to Indian Law, the Book Running Lead Managers, the bankers to our Company, the Registrar to the Offer have been obtained and such consents have not been withdrawn until the date of this Draft Red Herring Prospectus; and consents in writing of the Syndicate Members, Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and Sponsor Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received written consent dated July 21, 2025 from the Statutory Auditors, VKS Aiyer & Co., Chartered Accountants (FRN:000066S), to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated July 15, 2025 relating to the Restated Consolidated Financial Information; (ii) their report dated July 21, 2025 on the statement of possible special tax benefits available to the Company and its Shareholders included in this Draft Red Herring Prospectus and (iii) various certificates issued by them in their capacity as Statutory Auditors and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received a written consent dated July 21, 2025 from A. Shanmugasundaram, Chartered Engineer, to include their name as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the independent chartered engineer and in respect of the certificate issued by them and included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company

Other than as disclosed in "*Capital Structure*" on page 103, our Company has not made any capital issuances in the three years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed group companies/subsidiaries/associates

As on date of this Draft Red Herring Prospectus, neither our Subsidiary nor our Group Company is listed on any stock exchange. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any associates.

Particulars regarding public or rights issues during the last five years

Our Company has not made any rights issues or public issues (as defined under the SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects - public/ rights issue of our Company

Our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – last public/rights issue of our listed subsidiaries/promoters

As on date of this Draft Red Herring Prospectus, our Subsidiary is not listed, and our Company does not have any corporate promoter.

Stock market data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Commission or brokerage on previous issues in last five years

Since this is the initial public offering of the Equity Shares of our Company, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the Book Running Lead Managers (during the current Fiscal and two Fiscals preceding the current Fiscal)

A. **JM Financial Limited**

1. Price information of past issues handled by JM Financial Limited:

Sr. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Anthem Biosciences Limited#9	33,950.00	570.00	July 21, 2025	723.10	Not Applicable	Not Applicable	Not Applicable
2.	Smartworks Coworking Spaces Limited*11	5,825.55	407.00	July 17, 2025	435.00	Not Applicable	Not Applicable	Not Applicable
3.	HDB Financial Services Limited*	1,25,000.00	740.00	July 2, 2025	835.00	Not Applicable	Not Applicable	Not Applicable
4.	Kalpataru Limited*8	15,900.00	414.00	July 1, 2025	414.00	Not Applicable	Not Applicable	Not Applicable
5.	Ellenbarrie Industrial Gases Limited*	8,525.25	400.00	July 1, 2025	486.00	Not Applicable	Not Applicable	Not Applicable
6.	Arisinfra Solutions Limited*	4,995.96	222.00	June 25, 2025	205.00	Not Applicable	Not Applicable	Not Applicable
7.	Oswal Pumps Limited*	13,873.40	614.00	June 20, 2025	634.00	17.96% [-0.57%]	Not Applicable	Not Applicable
8.	Schloss Bangalore Limited*	35,000.00	435.00	June 2, 2025	406.00	-6.86% [3.34%]	Not Applicable	Not Applicable
9.	Ather Energy Limited*7	29,808.00	321.00	May 6, 2025	328.00	-4.30% [0.99%]	Not Applicable	Not Applicable
10.	Ajax Engineering Limited*10	12,688.84	629.00	February 17, 2025	576.00	-2.86% [-0.55%]	6.78% [8.97%]	Not Applicable

Source: www.nseindia.com and www.bseindia.com
 # BSE as designated stock exchange
** NSE as designated stock exchange*
Notes:

1. *Opening price information as disclosed on the website of the designated stock exchange.*
2. *Change in closing price over the issue/offer price as disclosed on designated stock exchange.*
3. *For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of ₹ 30 per equity share was offered to eligible employees bidding in the employee reservation portion.*
8. *A discount of ₹ 38 per equity share was offered to eligible employees bidding in the employee reservation portion.*
9. *A discount of ₹ 50 per equity share was offered to eligible employees bidding in the employee reservation portion.*
10. *A discount of ₹ 59 per equity share was offered to eligible employees bidding in the employee reservation portion.*
11. *A discount of ₹ 37 per equity share was offered to eligible employees bidding in the employee reservation portion.*

2. *Summary statement of price information of past issues handled by JM Financial Limited:*

Financial year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			os. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-2026	9	2,72,878.16	-	-	2	-	-	1	-	-	-	-	-	-
2024-2025	13	2,55,434.10	-	-	5	5	2	1	1	3	1	4	1	2
2023-2024	24	2,88,746.72	-	-	7	4	5	8	-	-	5	7	5	7

B. Axis Capital Limited

1. *Price information of past issues handled by Axis Capital Limited:*

Sr. No.	Issuer name	Issue size (₹ in millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Oswal Pumps Limited(2)	13,873.40	614.00	June 20, 2025	634.00	+17.96%, [-0.57%]	-	-
2.	Schloss Bangalore Limited(2)	35,000.00	435.00	June 2, 2025	406.00	-6.86%, [+3.34%]	-	-
3.	Belrise Industries Limited(2)	21,500.00	90.00	May 28, 2025	100.00	+14.08%, [+3.02%]	-	-
4.	Ather Energy Limited$(2)	29,808.00	321.00	May 6, 2025	328.00	-4.30%, [+0.99%]	-	-
5.	Carraro India Limited(2)	12,500.00	704.00	December 30, 2024	651.00	-27.73%, [-2.91%]	-56.10%, [-0.53%]	-38.17%, [+8.43%]
6.	Ventive Hospitality Limited#(2)	16,000.00	643.00	December 30, 2024	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	+7.10%, [+8.43%]
7.	Transrail Lighting Limited(1)	8,389.12	432.00	December 27, 2024	585.15	+24.45%, [-3.19%]	+14.25%, [-1.79%]	+48.37%, [+4.26%]
8.	International Gemmological Institute (India) Limited^(2)	42,250.00	417.00	December 20, 2024	510.00	+24.24%, [-1.63%]	-21.39%, [-2.88%]	-11.45%, [+5.37%]
9.	Zinka Logistics Solution Limited% (1)	11,147.22	273.00	November 22, 2024	280.90	+84.47%, [-1.36%]	+54.41%, [-4.02%]	+78.50%, [+2.62%]
10.	Niva Bupa Health Insurance Company Limited(2)	22,000.00	74.00	November 14, 2024	78.14	+12.97%, [+5.25%]	+8.09%, [-1.96%]	+14.96%, [+5.92%]

Source: www.nseindia.com and www.bseindia.com
(1)BSE as designated stock exchange
(2)NSE as designated stock exchange
$ Offer price was ₹ 291.00 per equity share to eligible employees
 # Offer price was ₹ 613.00 per equity share to eligible employees
^ Offer price was ₹ 378.00 per equity share to eligible employees
% Offer price was ₹ 248.00 per equity share to eligible employees

Notes:

a. Issue size derived from prospectus/final post issue reports, as available.

b. The CNX NIFTY or S&P BSE SENSEX is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.

c. Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective Issuer at the time of the issue, as applicable.

d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. *Summary statement of price information of past issues handled by Axis Capital Limited:*

Financial year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-2026*	4	100,181.40	-	-	2	-	-	2	-	-	-	-	-	-
2024-2025	20	445,928.65	-	1	2	7	6	4	-	3	3	9	1	4
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4

** The information is as on the date of the document*

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

C. IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)

1. *Price information of past issues handled by IIFL Capital Services Limited (formerly known as IIFL Securities Limited):*

Sr. No.	Issuer name	Issue size (₹ in millions)	Issue price (₹)	Designated stock exchange as disclosed in the red herring prospectus filed	Listing date	Opening price on listing date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Ventive Hospitality Limited	16,000.00	643.00(1)	NSE	December 30, 2024	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	+7.10%, [+8.43%]
2.	Standard Glass Lining Technology Limited	4,100.51	140.00	NSE	January 13, 2025	172.00	+14.49%, [-0.06%]	-2.76%, [-1.11%]	+29.06%, [+8.94%]
3.	Hexaware Technologies Limited	87,500	708.00(2)	NSE	February 19, 2025	745.50	+3.45%, [+1.12%]	+5.16%, [+8.78%]	N.A.

Sr. No.	Issuer name	Issue size (₹ in millions)	Issue price (₹)	Designated stock exchange as disclosed in the red herring prospectus filed	Listing date	Opening price on listing date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
4.	Aegis Vopak Terminals Limited	28,000.00	235.00	BSE	June 2, 2025	220.00	+3.74%, [+2.86%]	N.A.	N.A.
5.	Oswal Pumps Limited	35,000.00	435.00	NSE	June 2, 2025	406.00	-6.86%, [+3.34%]	N.A.	N.A.
6.	Schloss Bangalore Limited	13,873.40	614.00	NSE	June 20, 2025	634.00	+17.96%, [-0.57%]	N.A.	N.A.
7.	Arisinfra Solutions Limited	4,995.96	222.00	NSE	June 25, 2025	205.00	N.A.	N.A.	N.A.
8.	Ellenbarrie Industrial Gases Limited	8,525.25	400.00	NSE	July 1, 2025	486.00	N.A.	N.A.	N.A.
9.	HDB Financial Services Limited	1,25,000.00	740.00	NSE	July 2, 2025	835.00	N.A.	N.A.	N.A.
10.	Smartworks Coworking Spaces Limited	5,825.55	407.00(3)	NSE	July 17, 2025	435.00	N.A.	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

(1) A discount of ₹ 30 per equity share was offered to eligible employees bidding in the employee reservation portion.

(2) A discount of ₹ 67 per equity share was offered to eligible employees bidding in the employee reservation portion.

(3) A discount of ₹ 37 per equity share was offered to eligible employees bidding in the employee reservation portion.

**Benchmark index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.*

2. *Summary statement of price information of past issues handled by IIFL Capital Services Limited (formerly known as IIFL Securities Limited):*

Financial year	Total no. of IPO's	Total funds raised (₹ in millions)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	15	1,54,777.80	-	-	4	3	4	4	-	-	1	5	4	5
2024-25	16	4,81,737.17	-	-	1	6	4	5	-	2	-	6	4	3
2025-26	7	2,21,220.16	-	-	1	-	-	2	-	-	-	-	-	-

Source: www.nseindia.com; www.bseindia.com, as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

NA means not applicable.

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as set forth in the table below:

S. No.	Name of the Book Running Lead Manager	Website
1.	JM Financial Limited	www.jmfl.com
2.	Axis Capital Limited	www.axiscapital.co.in
3.	IIFL Capital Services Limited (formerly known as IIFL Securities Limited)	www.iiflcap.com

Redressal of investor grievances

In terms of the SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The Bidders shall be compensated by the SCSBs in accordance with SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In accordance with the SEBI ICDR Master Circular, following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

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

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs with whom the Bid cum Application Form was submitted by the Anchor Investor. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Promoter Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SEBI SCORES in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee to review and redress the shareholders' and investors' grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, see "*Our Management – Stakeholders' Relationship Committee*" on page 271. Our Company has also appointed S Prakash, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 94.

In the three years preceding the date of this Draft Red Herring Prospectus, our Company has not received any investor complaints. As on the date of this Draft Red Herring Prospectus, there are no pending investor complaints in relation to our Company.

The Promoter Selling Shareholders have authorised the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant

Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

Exemptions from complying with any provision of securities laws, if any, granted by SEBI

Our Company has not applied for any exemption from complying with any provisions of securities laws before SEBI.

SECTION VIII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholders in the manner specified in "*Objects of the Offer – Offer related expenses*", on page 138.

Ranking of the Equity Shares

The Equity Shares being Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend, voting and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" on page 478.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company as per the provisions of the Companies Act, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* on pages 283 and 478, respectively.

Face Value, Price Band and Offer Price

The face value of the Equity Shares is ₹2. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. Employee Discount (if any), Price Band and minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] editions of [●] the Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid / Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Shareholders shall have the following rights:

1. The right to receive dividend, if declared;
2. The right to attend general meetings and exercise voting rights, unless prohibited by law;
3. The right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
4. Right to receive offers for rights shares and be allotted bonus shares, if announced;
5. Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
6. The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
7. Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/or consolidation / splitting, see "*Main Provisions of the Articles of Association*" on page 478.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements:

(i) Tripartite agreement dated July 7, 2025, amongst our Company, NSDL and Registrar to the Offer.

(ii) Tripartite agreement dated July 7, 2025, amongst our Company, CDSL and Registrar to the Offer.

For details in relation to the Basis of Allotment, see "*Offer Procedure*" on page 454.

Market lot and trading lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares of face value of ₹ 2 each. For the method of Basis of Allotment, see "*Offer Procedure*" on page 454.

Joint holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "– *Bid/Offer Programme*" on page 444.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the Bidder will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid/ Offer Programme

BID/ OFFER OPENS ON	[●][(1)]
BID/ OFFER CLOSES ON	[●][(2)(3)]

(1) Our Company shall, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company shall, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate end time and date shall be at 5:00 p.m. on the Bid / Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-*

allotted/partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular and SEBI RTA Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI RTA Master Circular and the SEBI ICDR Master Circular.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholders or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid / Offer Closing Date, or such other period as prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Promoter Selling Shareholders shall provide reasonable support and cooperation as may be requested by the BRLMs and/or the Company to facilitate the process of listing and commencement of trading of Equity Shares on the Stock Exchanges and solely to the extent such assistance is in relation to its portion of the Offered Shares

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change pursuant to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) – For RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (bank ASBA through online channels like internet banking, mobile banking and Syndicate ASBA applications through UPI Mechanism where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and NIBs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications of QIBs and NIBs)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward revision of Bids by QIBs and NIB categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST

Bid/Offer Period (except the Bid/Offer Closing Date)	
Upward or downward revision of Bids or cancellation of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

** UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Offer Closing Date.*

 # QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI ICDR Master Circular. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled / withdrawn / deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and are advised to submit their Bids no later than 12:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer Period. Investors may please note that as per letter no. list/SMD/SM/2006 dated July 3, 2006, and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to minimum 105% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid.

Minimum subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or; the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date due to withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company shall forthwith refund/unblock the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond four days, our Company, to the extent applicable, shall pay interest at the rate of 15% per annum as per the SEBI ICDR Master Circular.

Subject to Applicable Law, in the event of an under-subscription in the Offer, the Equity Shares will be allotted in the following order: (i) such number of Equity Shares comprising 90% of the Fresh Issue, or such other number as required to comply with the minimum subscription to be received in the Offer under Applicable Law, will be Allotted prior to the sale of Equity Shares in the Offer for Sale; (ii) all the Equity Shares offered for sale in the Offer by the Promoter Selling Shareholders will be Allotted in proportion to their respective Offered Shares; and (iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by the Company towards the remaining 10% of the Fresh Issue.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

The Promoter Selling Shareholders, severally and not jointly, shall be liable to refund money raised in the Offer only to the extent of the Equity Shares offered by the Promoter Selling Shareholder in the Offer, together with any interest on such money, as required under appliable law, to the Bidder, provided no Promoter Selling Shareholder shall be responsible to pay such interest unless such delay is solely by, or is directly attributable to, an act or omission of such Promoter Selling Shareholder in relation to its respective portion of the Offered Shares and in such cases our Company shall be responsible to pay such interest. All refunds made, interest borne, and expenses incurred (with regard to payment of refunds) by our Company on behalf of any of the Promoter Selling Shareholders (only to the extent of their respective portion of the Offered Shares) will be adjusted or reimbursed by such Promoter Selling Shareholder to the Company as agreed among our Company and the Promoter Selling Shareholders in writing, in accordance with applicable law.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the Promoters' Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 103, and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" at page 478.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

Our Company, in consultation with the BRLMs, and each of the Promoter Selling Shareholders to the extent of their respective portion of the Offered Shares, reserve the right not to proceed with the entire or a portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer and Price Band advertisements were published, within two days of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹2 each for cash at a price of ₹ [●] per Equity Share aggregating to ₹ 20,350.00 million comprising a Fresh Issue of [●] Equity Shares of face value of ₹2 each aggregating up to ₹ 17,850.00 million by our Company and an Offer for Sale of an aggregate of up to [●] Equity Shares of face value of ₹2 each aggregating to ₹2,500.00 million by the Promoter Selling Shareholders.

The Offer comprises a Net Offer of up to [●] Equity Shares of face value of ₹2 each and the Employee Reservation Portion of up to [●]* Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million.

The Offer and Net Offer shall constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, aggregating up to ₹3,570.00 million, as may be permitted under the applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer being in compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds and will be finalised upon determination of the Offer Price and shall be updated in the Prospectus prior to filing with the RoC.

The Offer is being made through the Book Building Process and in compliance with Rule 19(2)(b) of the SCRR, and Regulation 6(1) and Regulation 31 of the SEBI ICDR Regulations.

**A discount on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion in accordance with the SEBI ICDR Regulations and details of which will be announced at least two Working Days prior to the Bid / Offer Opening Date.*

Particulars	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees(2)
Number of Equity Shares available for Allotment / allocation* (3)	Not more than [●] Equity Shares of face value of ₹2 each	Not less than [●] Equity Shares of face value of ₹2 each available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares of face value of ₹2 each available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
Percentage of Offer Size available for Allotment / allocation	Not more than 50% of the Net Offer size shall be allocated to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund	Not less than 15% of the Net Offer, or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders will be available for allocation	Not less than 35% of the Net Offer, or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up Equity Share capital of our Company

Particulars	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees[(2)]
	Portion will be added to the Net QIB Portion			
Basis of Allotment / allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) Up to [●] Equity Shares of face value of ₹2 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares of face value of ₹2 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above c) Up to 60% of the QIB portion (of up to [●] Equity Shares of face value of ₹2 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	The Equity Shares of face value of ₹2 each available for allocation to Non-Institutional Bidders under the Non-Institutional Portion shall not be less than the minimum application size and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allotment to each NIB shall not be less than the Minimum NIB Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with SEBI ICDR Regulations. For details, see "*Offer Procedure*" on page 454.	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" on page 454.	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹0.20 million (net of Employee Discount, if any) subject to total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any).
Minimum Bid	Such number of Equity Shares of face value of ₹2 each so that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each such that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares
Maximum Bid	Such number of Equity Shares of face value of ₹2 each in multiples of	Such number of Equity Shares of face value of ₹2 each in multiples of [●]	Such number of Equity Shares of face value of ₹2 each in multiples of [●]	Such number of Equity Shares of face value of ₹2 each and

Particulars	QIBs [1]	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees[2]
	[●] Equity Shares so that the bid does not exceed the size of the Net Offer (excluding the Anchor Investor Portion), subject to applicable limits under applicable law	Equity Shares so that the bid does not exceed the size of the Net Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Equity Shares so that the Bid Amount does not exceed ₹0.20 million	in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹0.50 million, less Employee Discount, if any
Bid Lot	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares thereafter			
Mode of allotment	Compulsorily in dematerialised form			
Allotment Lot	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares thereafter			
Trading Lot	One Equity Share			
Who can apply[4][5][6]	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250.00 million, pension funds with minimum corpus of ₹250.00 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India, the 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 and Systemically Important Non-Banking Financial Companies, in accordance with	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies, trusts, FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta) applying for Equity Shares such that the Bid amount does not exceed ₹0.20 million in value.	Eligible Employees

Particulars	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees[(2)]
	applicable laws including FEMA Rules.			
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(5)] **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bidding^	ASBA only (excluding the UPI Mechanism) except for Anchor Investors	ASBA only (including UPI Mechanism for Bids up to ₹0.50 million)	ASBA only (including the UPI Mechanism)	ASBA only (including the UPI Mechanism)

**Assuming full subscription in the Offer*

^ Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, had mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors¸ on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100.00 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100.00 million but up to ₹2,500.00 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50.00 million per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares of face value of ₹2 each, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.For further details, see "Offer Procedure" on page 454,*

(2) *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(3) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.20 million (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer, provided that under-subscription, if any, in the QIB Portion will not be met with spill over from other categories or a combination of categories. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. For further details, see "Terms of the Offer" on page 442.*

(4) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(5) *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

(6) *Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide the SEBI ICDR Master Circular, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies is blocked.*

Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 461 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws and receipt of valid Bids received at or above the Offer Price.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on, Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid.

OFFER PROCEDURE

*All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, particularly in relation to process for Bids by UPI Bidders through the UPI Mechanism. The details and process provided in the General Information Document should be read in conjunction with this section.*

Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and the consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with the existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application size are up to ₹0.50 million shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.*

*The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

SEBI vide the SEBI ICDR Master Circular has prescribed certain additional measures for streamlining the process of initial public issues and redressing investor grievances. The SEBI RTA Master Circular has consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI ICDR Master Circular and the SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI ICDR Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023, issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The Shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

*SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 ("**AV Circular**") has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers. Further, investors are advised to rely only on the information contained in the Offer Documents and the pre-Offer and Price Band advertisement for making investment decision.*

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. Furthermore, up to [●] Equity Shares, aggregating up to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, net of Employee Discount, if any.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws.

In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹0.50 million), shall be added to the Net Offer, provided that under-subscription, if any, in the QIB Portion will not be met with spill over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021, CBDT circular no. 7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia* equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the relevant UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidder through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase was applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI pursuant to its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI pursuant to its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase became applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular and SEBI ICDR Master Circular, in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI.

NPCI through its circular (NPCI/UPI/OC No. 127/ 2021-22) dated December 9, 2021, *inter alia*, has enhanced the per transaction limit from ₹ 0.20 million to ₹ 0.50 million for applications using UPI in initial public offerings.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer bidding process.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.

b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid / Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/withdraw their Bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date. The

Bid Cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available at the Registered and Corporate Office of our Company.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than RIBs using UPI Mechanism) may submit their ASBA Forms, including details of their UPI IDs, with the SCSBs, Sub-Syndicate members, Registered Brokers, RTAs or CDPs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts) provided by certain brokers.

(iii) QIBs and NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked, including details as prescribed in Annexure XVII of the SEBI ICDR Master Circular.

All the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Retail Individual Bidders, QIB and NIB and also for all modes through which the applications are processed.

UPI Bidders must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]

Category	Colour of Bid cum Application Form*
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of our Company.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI ICDR Master Circular.

In accordance with BSE Circular No: 20220803-40 dated August 3, 2022 and NSE Circulars No: 25/2022 and (08/2023) dated August 3, 2022 and September 18, 2023 respectively, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

(a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

(b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

(c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individual categories on the initial public offer closure day; and

(d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids;

(e) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

Participation by Promoters, Promoter Group, the Book Running Lead Managers, associates and affiliates of the Book Running Lead Managers and the Syndicate Members and the persons related to Promoters, Promoter Group, Book Running Lead Managers and the Syndicate Members and Bids by Anchor Investors

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associates of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associates of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associates of the Book Running Lead Managers;

(iv) FPIs other than individuals, corporate bodies and family offices which are associates of the Book Running Lead Managers; or

(v) Pension funds, with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associates of the Book Running Lead Managers.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company in consultation with BRLMs reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made, subject to applicable law.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

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

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Non-debt Instrument Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis of an Indian company listed on a recognised stock exchange or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company listed on a recognised stock exchange and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis by an Indian company listed on a recognised stock exchange or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant of an Indian company listed on a recognised stock exchange. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities"* on page 477.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form / Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt

Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI, or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% under the automatic route).

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

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

SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

1. such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

1. FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;

2. Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;

3. Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;

4. FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;

5. Multiple branches in different jurisdictions of foreign bank registered as FPIs;

6. Government and Government related investors registered as Category 1 FPIs; and

7. Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations, as amended prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations as amended prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Actuarial Finance and Investment) Regulations, 2024 ("**IRDAI AFI Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI AFI Regulationsfor specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Eligible Employees

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form.

(b) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million (net of Employee Discount, if any). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹0.20 million (which will be less Employee Discount). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹0.20 million (net of Employee Discount, if any), provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹0.50 million (net of Employee Discount, if any).Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion and the Bidder should be an Eligible Employee as defined above.

(c) Only Eligible Employees (as defined in this Draft Red Herring Prospectus) would be eligible to apply in this Offer under the Employee Reservation Portion.

(d) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids subject to applicable limits. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(e) Only those Bids, which are received at or above the Offer Price net of Employee Discount, if any, would be considered for Allotment under this category.

(f) Eligible Employees can apply at Cut-off Price.

(g) Eligible Employees bidding in the Employee Reservation Portion may Bid either through the UPI mechanism or ASBA (including syndicate ASBA).

(h) In case of joint bids, the First Bidder shall be an Eligible Employee.

(i) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹0.20 million up to ₹0.50 million (net of Employee Discount, if any).

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date, and will be completed on the same day.

(e) Our Company in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
- in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

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

(i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices which are associate of the BRLMs or pension funds with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associates of the BRLM) can apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.

(k) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor

Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with existing regulations issued by RBI, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he / she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and [●] editions of [●], a widely circulated Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located). Our Company shall, in the pre-Offer and Price Band advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Promoter Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bid(s) until the Bid / Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID;

4. UPI Bidders shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;

9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

10. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

11. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

12. Ensure that they have correctly signed the authorisation / undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

13. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

14. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

15. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

16. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

17. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

24. UPI Bidders, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

25. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

27. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure, and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

28. In case of QIBs and NIBs (other than for Anchor Investor and UPI Bidder), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

29. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

30. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;

31. UPI Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

32. UPI Bidders, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;

33. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the ASBA Account;

34. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

35. Ensure that ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;

36. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid / Offer Closing Date.

37. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, and press releases dated June 25, 2021, and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 or in the list displayed on SEBI's website is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by RIBs) and ₹0.50 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net of Employee Discount, if any);

4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "- *Bids by HUFs*" on page 461;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit multiple Bid application forms with same application form number;

10. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

16. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

17. If you are a UPI Bidders, do not submit more than one Bid cum Application Form for each UPI ID;

18. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million;

19. Do not submit the General Index Register (GIR) number instead of the PAN;

20. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

21. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI-linked bank account where funds for making the Bid are available;

22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidders. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids until the Bid / Offer Closing Date;

23. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

24. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders;

25. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

26. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

27. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

28. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

29. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

30. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

31. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders); and

32. Do not Bid if you are an OCB.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

(a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

(b) Bids which do not contain details of the Bid Amount and the bank account details or UPI ID (for UPI Bidders) in the ASBA Form;

(c) Bids submitted on a plain paper;

(d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

(e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));

(f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

(g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

(h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

(i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

(j) Bids submitted without the signature of the First Bidder or Sole Bidder;

(k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

(l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

(m) GIR number furnished instead of PAN;

(n) Bids by RIBs with Bid Amount of a value of more than ₹ 0.20 million;

(o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

(p) Bids accompanied by stock invest, money order, postal order, or cash; and Bids uploaded by QIBs and by Non-Institutional Bidders after 4.00 pm on the Bid/Offer Closing Date and Bids by RIBs and Eligible Employees uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs Eligible Employees, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

For helpline details of the Book Running Lead Managers pursuant to the SEBI ICDR Master Circular, see "*General Information – Book Running Lead Managers*" on page 95.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information*" on page 94.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI RTA Master Circular and the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

For details of grounds for technical rejection of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"

(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], all editions of a widely circulated Hindi national daily newspaper, [●] and [●] editions of a widely circulated Tamil daily newspaper [●] (Tamil being the regional language of Tamil Nadu, where our Registered and Corporate Office is located).

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated July 7, 2025, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated July 7, 2025, amongst our Company, CDSL and Registrar to the Offer.

Undertaking by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days from the Bid / Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and Price Band advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Promoter Selling Shareholders subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

(ix) except for any allotment of Equity Shares to employees of our Company pursuant to exercise of options granted under the ESOP Scheme, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through this Draft Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;

(x) that our Company shall apply in advance for the listing of equities on the conversion of debentures/bonds;

(xi) that the promoters' contribution in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with SEBI ICDR Regulations; and

(xii) that adequate arrangements shall be made to collect all ASBA applications and to consider them similar to non-ASBA applications when finalising the basis of allotment.

Undertakings by the Promoter Selling Shareholders

The Promoter Selling Shareholders, severally and not jointly, undertake the following in respect of themself as the Promoter Selling Shareholders, and the Offered Shares:

(i) that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;

(ii) that they are the legal and beneficial owner of, and have clear and marketable title to the Offered Shares;

(iii) the Offered Shares shall be transferred to the Allottees in the Offer, free and clear of any encumbrances;

(iv) that they shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and

(v) only the statements and undertakings provided above, in relation to the Promoter Selling Shareholders, are statements which are specifically confirmed or undertaken, severally and not jointly, by each Promoter Selling Shareholder in relation to itself and its respective portion of the Offered Shares. All other statements or undertakings in this Draft Red Herring Prospectus in relation to the Promoter Selling Shareholders, shall be statements made by our Company, even if the same relate to the Promoter Selling Shareholders

Utilisation of Offer Proceeds

Our Board certifies that:

- our Company will not receive any proceeds from the Offer for Sale by the Promoter Selling Shareholders;
- all monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- details of all monies utilised out of the Fresh Issue shall be disclosed and continue to be disclosed till the time any part of the Offer Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

Impersonation

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

"***Any person who –***

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447*."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**Consolidated FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

Under the current FDI Policy, 100% foreign direct investment is permitted in the manufacturing sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see "*Offer Procedure*" on page 454.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 461.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the BRLMs are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for which do not exceed the applicable limits under laws and regulations.

SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

(PUBLIC COMPANY LIMITED BY SHARES)

PART A

ARTICLES OF ASSOCIATION

OF

MILKY MIST DAIRY FOOD LIMITED

The Articles of Association of the Company include two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until listing and commencement of trading of the equity shares of the Company ("**Equity Shares**") on the Stock Exchanges pursuant to the initial public offering of the Company ("**Listing**"). Notwithstanding anything to the contrary contained in Part A of these Articles, until the date of Listing, the provisions of Part B of these Articles shall also apply and in case of any conflict, inconsistency or contradiction between the provisions of Part A of these Articles and provisions of Part B of these Articles, the provisions of Part B of these Articles, subject to applicable law, shall override and prevail over Part A of these Articles. Further, the regulations contained in table "F" in Schedule I to the Act (defined below) shall apply to the Company so far as they are not inconsistent with any of the provisions contained in these Articles or modifications thereof and only to the extent that there is no corresponding provision in these Articles. In case of any conflict between the provisions of these Articles and table 'F' in Schedule I to the Act, the provisions of these Articles shall prevail. All provisions of Part B shall automatically stand deleted and cease to have any force and effect from the date of the listing and commencement of trading of the Equity Shares on the Stock Exchanges pursuant to the initial public offering of the Company, and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

The Articles of Association of our Company have been approved by our Board pursuant to a resolution dated July 15, 2025 and by our Shareholders at an extra-ordinary general meeting held on July 16, 2025. While our Company has filed the necessary form with the RoC, the approval from the RoC is pending as on the date of this Draft Red Herring Prospectus.

1. CONSTITUTION OF THE COMPANY

a) *The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with any of the provisions contained in these Articles or modifications thereof or are not expressly or by implication excluded from these Articles.*

b) *The regulations for the management of the Company and for the observance of the Shareholders thereof and their representatives shall be such as are contained in these Articles, subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by a special resolution as prescribed by the Companies Act, 2013, as amended.*

2. INTERPRETATION

A. DEFINITIONS

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these Articles, all capitalised items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined for use.

(a) "**Act**" means the Companies Act, 2013 (to the extent that such enactment is in force and applicable to the context in which such term is used herein), and all rules and clarifications

issued thereunder, and shall include all amendments, modifications and re-enactments of the foregoing. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.

(b) "**Annual General Meeting**" shall mean a general meeting of the holders of Equity Shares held in accordance with the applicable provisions of the Act.

(c) **"Articles"** shall mean these articles of association as adopted or as from time to time altered in accordance with the provisions of the Act.

(d) **"Auditor(s)"** shall mean and include those persons appointed as such for the time being by the Company.

(e) **"Beneficial Owner"** shall mean beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act.

(f) **"Board" or "Board of Directors"** shall mean the board of directors of the Company, as constituted from time to time, in accordance with law and the provisions of these Articles.

(g) **"Board Meeting"** shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

(h) **"Business Day"** shall mean a day, not being a Saturday or a Sunday or public holiday,on which banks are open for business in Mumbai, India and, in the context of a payment being made to or from a scheduled commercial bank in a place other than India, in such other place.

(i) **"Capital" or "Share Capital"** shall mean the share capital for the time being, raised or authorised to be raised for the purpose of the Company.

(j) **"Chairman"** shall mean such person as is nominated or appointed in accordance with Article 36 herein below.

(k) **"Company"** or **"this Company"** shall mean Milky Mist Dairy Food Limited.

(l) **"Committees"** shall mean a committee constituted in accordance with Article 72.

(m) **"Debenture"** shall have the meaning assigned to it under the Act.

(n) **"Depositories Act"** shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

(o) **"Depository"** shall mean a depository as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act and includes a company registered under the Act, which has been granted a Certificate of Registration under sub section 1(A) of section 12 of the Securities and Exchange Board of India Act, 1992, as amended.

(p) **"Director"** shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed, from time to time, in accordance with law and the provisions of these Articles.

(q) **"Dividend"** shall include interim dividends and final dividends paid to the Shareholders.

(r) "**Equity Share Capital**" shall mean the total issued and paid-up equity share capital of the Company.

(s) "**Equity Shares**" shall mean the equity shares of the Company having a face value of such amount as specified in Clause V of the Memorandum of Association.

(t) **“Executor”** or **“Administrator”** shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorising the holder thereof to negotiate or transfer the Securities of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

(u) **“Extraordinary General Meeting”** shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.

(v) “**Financial Year**” shall mean any fiscal year of the Company, beginning on April 1 ofeach calendar year and ending on March 31 of the following calendar year.

(w) “**Independent Director**” shall mean an independent director as defined under the Act and under the SEBI Listing Regulations, as applicable.

(x) **“India”** shall mean the Republic of India.

(y) **“Law”** shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, including the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015, (ii) governmental approvals or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing by any governmental authority having jurisdiction over the matter in question, (iv) rules, policy, regulations or requirements of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or any other generally accepted accounting principles.

(z) “**Managing Director**” shall have the meaning assigned to it under the Act.

(aa) **“MCA”** shall mean the Ministry of Corporate Affairs, Government of India.

(bb) **“Memorandum” or “MoA” or “Memorandum of Association”** shall mean the memorandum of association of the Company, as amended from time to time.

(cc) **“Office”** shall mean the registered office for the time being of the Company.

(dd) “**Officer**” shall have the meaning assigned thereto by Section 2(59) of the Act.

(ee) **“Ordinary Resolution”** shall have the meaning assigned thereto by Section 114 of the Act.

(ff) **“Paid up”** shall include the amount credited as paid up.

(gg) **“Person”** shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

(hh) **“Promoters”** shall mean persons identified in accordance with the definition ascribed to such term in the Act and the regulations prescribed by SEBI, as applicable.

(ii) **“Register of Members”** shall mean the register of shareholders to be kept pursuant to Section 88 of the Act.

(jj) “**Registrar**” shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.

(kk) “**Rules**” shall mean the rules made under the Act and notified from time to time.

(ll) “**Seal**” shall mean the common seal(s) for the time being of the Company.

(mm) “**SEBI**” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

(nn) “**SEBI Listing Regulations**” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

(oo) “**Secretary**” shall mean a company secretary as defined in clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 who is appointed by the Company to perform the functions of a company secretary under the Act.

(pp) “**Securities**” shall mean any Equity Shares and/or any other securities, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares.

(qq) “**Share Equivalents**” shall mean any Debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.

(rr) “**Shareholder**” shall mean any shareholder of the Company, from time to time.

(ss) “Shareholders’ **Meeting**” shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Shareholders of the Company, convened from time to time in accordance with Law and the provisions of these Articles.

(tt) “**Special Resolution**” shall have the meaning assigned to it under Section 114 of the Act.

(uu) “**Transfer**” shall mean (i) any, direct or indirect, transfer or other disposition of any shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; (ii) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (iii) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, securities (including convertible securities) or voting interests or any interest therein, and the word “Transferred” shall be construed accordingly.

(vv) “**Tribunal**” shall mean the National Company Law Tribunal constituted under Section 408 of the Act.

B. CONSTRUCTION

In these Articles (unless the context requires otherwise):

(i) References to a party shall, where the context permits, include such party’s respective successors, legal heirs and permitted assigns.

(ii) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

(iii) References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein.

(iv) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.

(v) Wherever the words “include,” “includes,” or “including” is used in these Articles, such words shall be deemed to be followed by the words “without limitation”.

(vi) The terms “hereof”, “herein”, “hereto”, “hereunder” or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.

(vii) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following.

(viii) A reference to a party being liable to another party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).

(ix) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

(x) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA.

(xi) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

3. EXPRESSIONS IN THE ACT AND THESE ARTICLES

Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Listing Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles.

4. SHARE CAPITAL

(i) The authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company from time to time.

(ii) The Company has power, from time to time, to increase its authorised or issued and Paid up Share Capital in accordance with the Act, applicable Law and these Articles.

(iii) The Share Capital of the Company may be classified into: (a) Equity Shares with voting rights and/ or with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules and Laws, from time to time; and (b) preference shares, non-convertible or convertible into Equity Shares, as permitted and in accordance with the applicable provisions of the Act, Rules and Laws, from time to time.

(iv) Subject to Article 4(iii), all Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

(v) The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any shares which may be so allotted may be issued as fully/partly Paid up shares and if so issued shall be deemed as fully/partly Paid up shares. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

(vi) The amount payable on application on each share shall not be less than 5 per cent of the nominal value of the share or, as may be specified by SEBI or under applicable Law.

(vii) Nothing herein contained shall prevent the Board from issuing fully Paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

(viii) Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares, shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

(ix) All of the provisions of these Articles shall apply to the Shareholders.

(x) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of these Articles be a Shareholder.

(xi) The money, (if any), which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

5. PREFERENCE SHARES

(a) Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.

6. PROVISIONS IN CASE OF PREFERENCE SHARES

Upon the issue of preference shares pursuant to Article 5 above, the following provisions shall apply:

(a) No such preference shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;

(b) No such preference shares shall be redeemed unless they are fully paid;

(c) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the preference shares are redeemed;

(d) Where any such preference shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the preference shares to be redeemed, to a reserve, to be called the **"Capital Redemption Reserve Account"** and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;

(e) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;

(f) The Capital Redemption Reserve Account may, notwithstanding anything in these Articles, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and

(g) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar of Companies as required by Section 64 of the Act.

7. SHARE EQUIVALENT

The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.

8. SWEAT EQUITY SHARES

Subject to the provisions of the Act and other applicable provisions of Law, the Company may with the approval of the shareholders by a resolution as prescribed by the Act in general meeting of the Company issue sweat equity shares in accordance with such applicable rules and guidelines issued by the SEBI and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.

9. ALTERATION OF SHARE CAPITAL

Subject to these Articles and Section 61 of the Act, the Company may, by Ordinary Resolution in Shareholders Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

(a) increase its Share Capital by such amount as it thinks expedient;

(b) consolidate and divide all or any of its authorised Share Capital into shares of larger or smaller amount than its existing shares;

(c) Provided that no consolidation and division which results in changes in the voting percentage of

Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

(d) convert all or any of its fully Paid up shares into stock and reconvert that stock into fully Paid up shares of any denomination;

(e) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(f) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of these Articles shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

10. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorised by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

11. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Pursuant to a resolution of the Board or a Special Resolution of the Shareholders, as required under the Act, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Act read with the Rules made thereunder from time to time, and as may be prescribed by the MCA or the SEBI, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the Law.

12. POWER TO MODIFY RIGHTS

Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act and the Law, and whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is effected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class. Subject to Section 48(2) and other provisions of the Act and applicable Law, all provisions hereafter contained as to Shareholders' Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

13. BRANCH OFFICES

The Company shall have the power to establish one or more branch offices, in addition to the Office, in such places at its Board may deem fit.

14. REGISTERS TO BE MAINTAINED BY THE COMPANY

(a) The Company shall, in terms of the provisions of Section 88 of the Act and the provisions of the Depositories Act, cause to be kept the following registers in terms of the applicable provisions of the Act:

  (i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;

  (ii) A register of Debenture holders; and

  (iii) A register of any other security holders.

(b) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

(c) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

15. SHARES AND SHARE CERTIFICATES

a) The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

b) A duplicate certificate of shares may be issued, if such certificate:

i. is proved to have been lost or destroyed; or
ii. has been defaced, mutilated or torn and is surrendered to the Company.

c) The Company shall be entitled to dematerialise its existing shares, rematerialise its shares held in the depository and/or to offer its fresh shares in a dematerialised form pursuant to the Depositories Act, and the rules framed thereunder, if any and the Act.

d) A certificate, issued under the common seal of the Company, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in dematerialised form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.

e) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate, within a period of 30 days from the receipt of such lodgement. Every certificate under the Articles shall be issued without payment of fees if the Board so decides, or on payment of such fees (not exceeding Rupees twenty for each certificate) as the Board shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Board shall comply with the applicable provisions of the Act and Law, including the rules or regulations or requirements of any stock exchange, or the rules made under the Securities Contracts (Regulation) Act, 1956, or any statutory modification or re-enactment thereof, for the time being in force.

f) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.

g) When a new share certificate has been issued in pursuance of sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.

h) Where a new share certificate has been issued in pursuance of sub-articles (e) or (f) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates maintained in the form and manner specified under the Companies (Share Capital and Debentures) Rules, 2014.

i) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine–numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the

Board may authorise for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

j) The Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (i) of this Article.

k) All books referred to in sub-article (h) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.

l) The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.

m) If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.

n) Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of such share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not such Shareholder has expressed or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.

o) The Company shall effect issuance of certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable in dematerialised form within a period of thirty days from the date of such lodgment or such other time as may be prescribed under applicable laws.

16. SHARES AT THE DISPOSAL OF THE DIRECTORS

a) Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par or at discount (subject to compliance with Section 53 of the Act) at such time as they may, from time to time, think fit, to give to any person or persons the option or right to call for any shares either at par or premium or at a discount subject to the provisions of the Act during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully Paid up shares and if so issued, shall be deemed to be fully Paid up shares. Further, the option or right to call shares shall not be given to any Person or Persons without the sanction of the Company in the Shareholders' Meeting.

b) Subject to applicable Law, the Directors are hereby authorised to issue Equity Shares or Debentures (whether or not convertible into Equity Shares) for offer and allotment to such of the officers, employees and workers of the Company as the Directors may decide or the trustees of such trust as may be set up for the benefit of the officers, employees and workers in accordance with the terms and conditions of such scheme, plan or proposal as the Directors may formulate. Subject to the consent of the stock exchanges and SEBI, the Directors may impose the condition that the Equity

Shares or Debentures of the Company so allotted shall not be transferable for a specified period.

c) If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his Executor or Administrator.

d) Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.

e) In accordance with Section 56 and other applicable provisions of the Act and the Rules:

(i) Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount Paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued in the manner prescribed under Section 46 of the Act and the Rules framed thereunder. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue.

(ii) Every Shareholder shall be entitled, without payment, to one or more certificates, in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, or within 15 (fifteen) days of the receipt of instrument of transfer, sub-division, consolidation or renewal of its shares as the case may be and for transmission requests for securities held in dematerialised mode and physical mode must be processed within seven days and twenty one days respectively, after receipt of the specified documents. Every certificate of shares shall be in the form and manner as specified in Article 15 above and in respect of a share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding Rupees twenty.

(iii) the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot.

(iv) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

17. UNDERWRITING AND BROKERAGE

(a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any Person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

(b) The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

(c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

18. CALLS

(a) Subject to the provisions of Section 49 of the Act, the Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any Person except with the sanction of the Company in the Shareholders' Meeting.

(b) Such days' notice in writing as permitted under the Act, at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.

(c) The Board may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board.

(d) The joint holder of a share shall be jointly and severally liable to pay all instalments and calls due in respect thereof.

(e) The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.

(f) If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.

(g) Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

(h) On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

(i) Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

(j) The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon in accordance with the provisions of the Act, provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

(k) No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

(l) The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

19. COMPANY'S LIEN:

(i) On shares:

(a) The Company shall have a first and paramount lien on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share.

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on such partly paid shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

(c) Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully Paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed time in respect of such shares.

(d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

(e) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

(ii) On Debentures:

(a) The Company shall have a first and paramount lien on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture;

Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.

(c) Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully Paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures.

(d) For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorise the debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Debenture or the Person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale.

(e) No holder of Debentures shall exercise any voting right in respect of any Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

20. FORFEITURE OF SHARES

(a) If any Shareholder fails to pay any call or installment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

(b) The notice shall name a day, (not being less than 14 (fourteen) days or such other period prescribed under Laws from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

(c) If the requirements of any such notice as aforesaid are not to be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law.

(d) When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

(e) Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.

(f) Any Shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.

(g) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

(h) A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.

(i) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any Person and the remedy of any Person aggrieved by the sale shall be in damages only and against the Company exclusively.

(j) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the Person or persons entitled thereto.

(k) The Board may, at any time, before any share so forfeited shall have been sold, re- allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

21. FURTHER ISSUE OF SHARE CAPITAL

(a) Where at any time, the Company proposes to increase its subscribed Capital by the issue of further shares, such shares shall be offered—

(i) to Persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:

(a) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 7 (seven) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

(b) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in sub-clause a. above shall contain a statement of this right;

(c) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company;

(ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(iii) to any Persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, at such price as may be determined in accordance with Law, subject to the compliance with the applicable provisions of the Act and any other conditions as may be prescribed under Law.

(b) The notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

(c) Nothing in this Article shall apply to the increase of the subscribed Capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

(d) Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a Shareholders' Meeting.

(e) Notwithstanding anything contained in sub-clause (c) above, where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest to do so, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the company and the Government pass such order as it deems fit.

(f) Where the Government has, by an order made under sub-clause (d), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under sub-clause (d) or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such order has the effect of increasing the authorised Share Capital of the Company, be altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

(g) The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Act.

22. TRANSFER AND TRANSMISSION OF SHARES

(a) The Company shall maintain a “Register of Transfers” and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.

(b) In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialised form, the provisions of the Depositories Act shall apply.

(c) (i) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.

(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.

(d) Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.

(e) The Board shall have power on giving not less than 7 (seven) days or such other period prescribed under Laws previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year or such other period prescribed under Laws, as it may deem expedient.

(f) Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within i) fifteen days, in case of transfer of shares; or (ii) seven days in case of transmission of shares, or such other time period as prescribed under applicable laws for transfer or transmission of securities, from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the Person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares.

(g) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

(h) Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

(i) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognised by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.

(j) The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognised by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognise such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 22(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

(k) The Board shall not knowingly issue or register a transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.

(l) Subject to the provisions of Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

(m) A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board shall, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days or such other period prescribed under Laws, the Board may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

(n) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require, to prove the title of the transferor, his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorised by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

In case of transfer and transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

(o) Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.

(p) No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and Debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

(q) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.

(r) The Company shall not register the transfer of its Securities in the name of the transferee(s) when the transferor(s) objects to the transfer.

Provided that the transferor serves on the Company, within sixty working days of raising the objection or such other period prescribed under Laws, a prohibitory order of a Court of competent jurisdiction.

(s) The Board may delegate the power of transfer of Securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s).

Provided that the Board and/or the delegated authority shall attend to the formalities pertaining to transfer of securities at least once in a fortnight.

Provided that the Board/ delegated authority shall report on transfer of Securities to the Board in each meeting.

(t) There shall be a common form of transfer in accordance with the Act and Rules.

(u) The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

23. DEMATERIALISATION OF SECURITIES

(a) Dematerialisation:

Notwithstanding anything contained in these Articles, and subject to the applicable provisions of the Act, the Company shall be entitled to dematerialise its existing Securities, rematerialise its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialised form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(b) Subject to the applicable provisions of the Act, instead of issuing or receiving certificates for the Securities, as the case maybe, either the Company or the investor may exercise an option to issue, dematerialise, hold the Securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act as amended from time to time or any statutory modification thereto or re-enactment thereof.

(c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialised, the Company shall issue appropriate instructions to the Depository not to transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct their respective Depository participants not to accept any instruction slip or delivery slip or other authorisation for transfer in contravention of these Articles.

(d) If a Person opts to hold his Securities with a Depository, then notwithstanding anything to the contrary contained in these Articles the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

(e) Securities in Depositories to be in fungible form:

All Securities held by a Depository shall be dematerialised and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

(f) Rights of Depositories & Beneficial Owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

(iii) Every Person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.

(iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository on their behalf.

(g) Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the Person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other Person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more Persons or the survivor or survivors of them.

(h) Register and Index of Beneficial Owners:

The Company shall cause to be kept a register and index of members with details of shares and Debentures held in materialised and dematerialised forms in any media as may be permitted by Law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

(i) Cancellation of Certificates upon surrender by Person:

Upon receipt of certificate of Securities on surrender by a Person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

(j) Service of Documents:

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

(k) Transfer of Securities:

(i) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(ii) In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

(l) Allotment of Securities dealt with in a Depository:

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

(m) Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

(n) Register and Index of Beneficial Owners:

The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Security-holders for the purposes of these Articles.

(o) Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

(p) Depository to furnish information:

Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

(q) Option to opt out in respect of any such Security:

If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of Securities to the Beneficial Owner or the transferee as the case may be.

(r) Overriding effect of this Article:

Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles.

24. NOMINATION BY SECURITIES HOLDERS

(a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

(b) Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders.

(c) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

(d) Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

(e) The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

25. NOMINATION FOR FIXED DEPOSITS

A depositor (who shall be the member of the Company) may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

26. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any Person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

27. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO SHAREHOLDERS

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.

28. BORROWING POWERS

(a) Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

(i) accept or renew deposits from Shareholders;

(ii) borrow money by way of issuance of Debentures;

(iii) borrow money otherwise than on Debentures;

(iv) accept deposits from Shareholders either in advance of calls or otherwise; and

(v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up Capital, free reserves and securities premium of the Company, the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a Shareholders' Meeting unless otherwise permitted under Laws.

(b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture–stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in Shareholders' Meeting mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other

Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

(c) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in Shareholders' Meeting accorded by a Special Resolution.

(d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or security is executed, or if permitted by the Act, may by instrument under seal authorise the Person in whose favour such mortgage or security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed to be so.

(e) The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board.

(f) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.

(g) The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

29. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

(a) The Company in Shareholders' Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

(b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) Where the shares are converted into stock, such of the Articles as are applicable to Paid- up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock -holder" respectively.

30. ANNUAL GENERAL MEETING

In accordance with the provisions of the Act, the Company shall in each year hold a general meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All general meetings other than Annual General Meetings shall be Extraordinary General Meetings.

31. WHEN ANNUAL GENERAL MEETING TO BE HELD

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.

32. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

(a) Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

(b) Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any general meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings wherein the latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar of Companies, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

33. NOTICE OF SHAREHOLDERS' MEETINGS

(a) Number of days' notice of Shareholders' Meeting to be given: A Shareholders' Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a Shareholders' Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

(a) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company,
(b) Auditor or Auditors of the Company, and
(c) all Directors.

(b) Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.

(c) Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.

(d) Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the Paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in Section 102 of the Act shall be deemed to be special.

(e) Resolution requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.

(f) Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.

(g) Notice when not necessary: Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(h) The notice of the Shareholders' Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

34. REQUISITION OF EXTRAORDINARY GENERAL MEETING

(a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.

(b) Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

(c) Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

(d) Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.

(e) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

(f) No general meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.

(g) The Extraordinary General Meeting called under this Article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

35. NO BUSINESS TO BE TRANSACTED IN SHAREHOLDERS' MEETING IF QUORUM IS NOT PRESENT

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

36. CHAIRMAN OF THE SHAREHOLDERS' MEETING

The Chairman of the Board shall be entitled to take the Chair at every Shareholders' Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect, on a show of hands or on a poll if properly demanded, one of their member to be the Chairman of the meeting. No business shall be discussed at any Shareholders' Meeting, except the election of a Chairman, while the Chair is vacant.

37. CHAIRMAN CAN ADJOURN THE SHAREHOLDERS' MEETING

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the Shareholders' Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

38. QUESTIONS AT SHAREHOLDERS' MEETING HOW DECIDED

(a) At any Shareholders' Meeting, a resolution put to the vote of the Shareholders' Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.

(b) In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.

(c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the City, Town or Village in which the Office of the Company is situated and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

(d) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutinisers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutiniser from office and fill vacancies in the office of scrutiniser arising from such removal or from any other cause.

(e) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.

(f) The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

(g) No report of the proceedings of any Shareholders' Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

(h) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

39. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the Shareholders' Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time and applicable Law.

40. VOTES OF SHAREHOLDERS

(a) No Shareholder shall be entitled to vote either personally or by proxy at any Shareholders' Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

(b) No shareholder shall be entitled to vote at a Shareholders' Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

(c) Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding preference shares be present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

(d) On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

(e) A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.

(f) If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint- holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

(g) Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.

(h) Any Person entitled to transfer any shares of the Company may vote at any Shareholders' Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

(i) Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.

(j) An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.

(k) A Shareholder present by proxy shall be entitled to vote only on a poll.

(l) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any),) under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the 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. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution or such other period prescribed under Laws. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office of the Company not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit.

(m) Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out under Section 105 and other provisions of the Act and in the Companies (Management and Administration) Rules, 2014.

(n) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Board may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.

(o) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.

(p) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

(q) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.

(i) The Company shall cause minutes of all proceedings of every Shareholders' Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

(ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose.

(iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(iv) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(v) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting.

(vi) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.

(vii) Any such Minutes shall be evidence of the proceedings recorded therein.

(viii) The book containing the Minutes of proceedings of Shareholders' Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge.

(ix) The Company shall cause minutes to be duly entered in books provided for the purpose of: -

a) the names of the Directors and Alternate Directors present at each Shareholders' Meeting;

b) all Resolutions and proceedings of Shareholders' Meeting.

(r) The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under Sections 152 and 164(1) of the Act in accordance with these Articles.

(s) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

(t) All matters arising at a Shareholders' Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote.

(u) The Shareholders shall exercise their voting rights as Shareholders of the Company to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.

(v) Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).

(w) The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.

41. DIRECTORS

(a) Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen) provided that the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

(b) The subscribers to the Memorandum of Association are the first Directors of the Company.

42. CHAIRMAN OF THE BOARD OF DIRECTORS

(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the Shareholders' Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.

(b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman for the said Meeting.

(c) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company, subject to the provisions of the Act and the SEBI Listing Regulations.

43. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to Section 161 of the Act, any Director shall be entitled to nominate an alternate director to act for him during his absence for a period of not less than 3 (three) months. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the **Original Director**") (subject to such person being acceptable to the Chairman) during the Original Director's absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director. Provided no person shall be appointed or continue as an alternate director for an independent director.

44. CASUAL VACANCY AND ADDITIONAL DIRECTORS

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 41. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

45. DEBENTURE DIRECTORS

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. Subject to applicable laws, a Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.

46. INDEPENDENT DIRECTORS

The Company shall have such number of Independent Directors on the Board or Committees of the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI Listing Regulations or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.

47. EQUAL POWER TO DIRECTOR

Except as otherwise provided in these Articles, the Act and the applicable Law, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.

48. NOMINEE DIRECTORS

Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation, subject to applicable laws. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders.

The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.

Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company.

The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all Shareholders' Meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.

49. NO QUALIFICATION SHARES FOR DIRECTORS

A Director shall not be required to hold any qualification shares of the Company.

50. REMUNERATION OF DIRECTORS

(a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

(b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act from time to time for each meeting of the Board or any Committee thereof attended by him.

(c) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time in accordance with applicable provisions of the Act.

(d) Subject to the provisions of the Act and these Articles, all fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a Shareholders' Meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any financial year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

51. REMUNERATION OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

The remuneration of the Managing Director(s) / whole time director(s) / executive director(s) / manager shall (subject to Sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

52. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

53. TRAVEL EXPENSES OF DIRECTORS

The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.

54. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in the Board, but if, and so long as their number is reduced below the minimum number fixed by Article 41 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or for summoning a Shareholders' Meeting, but for no other purpose.

55. VACATION OF OFFICE BY DIRECTOR

(a) Subject to relevant provisions of Sections 167, and 188 other relevant provisions of the Act, the office of a Director, shall ipso facto be vacated if:

(i) he is found to be of unsound mind by a court of competent jurisdiction; or

(ii) he applies to be adjudicated an insolvent; or

(iii) he is adjudged an insolvent; or

(iv) he is convicted by a court of any offence involving moral turpitude or otherwise, and is sentenced in respect thereof to imprisonment for not less than 6 (six) months; or

(v) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call; or

(vi) he absents himself from 3 (three) consecutive meetings of the Board or from all Meetings of the Board for a continuous period of 12 (twelve) months, whichever is longer, without obtaining leave of absence from the Board; or

(vii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or

(viii) he acts in contravention of Section 184 of the Act; or

(ix) he becomes disqualified by an order of a court or the Tribunal; or

(x) he is removed in pursuance of Section 169 of the Act; or

(xi) he is disqualified under Section 164(2) of the Act.

Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.

56. RELATED PARTY TRANSACTIONS

(a) Except with the consent of the Board or the Shareholders, as may be required in terms of the provisions of Section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a 'related party' with respect to:

(i) sale, purchase or supply of any goods or materials;

(ii) selling or otherwise disposing of, or buying, property of any kind;

(iii) leasing of property of any kind;

(iv) availing or rendering of any services;

(v) appointment of any agent for purchase or sale of goods, materials, services or property;

(vi) such Director's or its relative's appointment to any office or place of profit in the company, its subsidiary company or associate company; and

(vii) underwriting the subscription of any securities or derivatives thereof, of the company:

without the consent of the Shareholders by way of a resolution in accordance with Section 188 of the Act.

(b) save as otherwise provided under applicable Law, no Shareholder of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party.

(c) nothing in this Article shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.

(d) The Director, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

(e) The terms "office of profit" and "arm's length basis" shall have the meaning ascribed to them under Section 188 of the Act.

(f) The term 'related party' shall have the same meaning as ascribed to it under the Act.

(g) The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements.

57. DISCLOSURE OF INTEREST

(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act; Provided that it shall not be necessary for a Director to disclose his concern or interest in any such contract or arrangement entered into or to be entered into with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2% (two per cent) of the Paid-up share capital in the other company or the Company as the case may be. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(b) No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void;

1. in his being a shareholder holding not more than 2 (two) per cent of its Paid-up share capital.

Subject to the provisions of Section 188 of the Act and other applicable provisions, if any, of the Act, any Director of the Company, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company.

(c) The Company shall keep a Register in accordance with Section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under sub-article (a). The Register shall be kept at the Office of the Company and shall be open to inspection at such Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

(d) A Director may be or become a Director of any company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such company except in so far as Section 188 or Section 197 of the Act as may be applicable.

58. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

In accordance with Section 152 of the Act, at the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Director(s) appointed as nominee Director(s), or the Director(s) appointed as a Debenture Director(s), or the Director(s) appointed as Independent Director(s) under Articles hereto shall not retire by rotation under this Article, nor shall Independent Director(s) be included in calculating the total number of Directors of whom one thirds shall be liable to retire by rotation from office in terms of Section 152 of the Act.

59. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

(i) at that meeting or at the previous meeting a resolution for the reappointment of such

Director has been put to the meeting and lost;

(ii) retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment; or

(iv) a resolution, whether special or ordinary, is required for the appointment or reappointment by virtue of any applicable provisions of the Act; or

(v) These Articles shall be subject to Section 162 of the Act.

60. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 41 and Sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

61. REGISTER OF DIRECTORS ETC.

The Company shall keep at its Office, a Register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in Section 170 of the Act and shall otherwise comply with the provisions of the said Section in all respects.

The Company shall in respect of each of its Directors and key managerial personnel keep at its Office a Register, as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said Section in all respects.

62. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE

Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.

63. MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of Section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act. Board, subject to the consent of the shareholders of the Company shall have the power to appoint Chairman of the Board as the Managing Director / whole time director or executive director of the Company or vice versa. The Directors may whenever they appoint more than one Managing Director, designate one or more of them as joint Managing Director or "Joint Managing Directors' or "Deputy Managing Directors" as the case may be.

The Managing Directors, by whatever designation given and whole time directors shall also be liable, to retire by rotation. A Managing Director / whole time director reappointed as a director immediately on retirement by rotation, shall continue to hold his office of managing director or whole time director, and such reappointment as such director shall not be deemed to constitute a break in this appointment as

Managing Director / whole time director.

64. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

Notwithstanding anything contained herein, a Managing Director(s) / whole time director(s) / executive director(s) / manager shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director.

65. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s) / executive director(s)/ manager in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/ whole time director(s) / executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

66. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board: -

(a) to make calls on Shareholders in respect of money unpaid on their shares;

(b) to authorise buy-back of Securities under Section 68 of the Act;

(c) to issue Securities, including Debentures, whether in or outside India;

(d) to borrow money(ies);

(e) to invest the funds of the Company;

(f) to grant loans or give guarantee or provide security in respect of loans;

(g) to approve financial statements and the Board's report;

(h) to diversify the business of the Company;

(i) to approve amalgamation, merger or reconstruction;

(j) to take over a company or acquire a controlling or substantial stake in another company;

(k) fees/ compensation payable to non-executive directors including independent directors of the Company; and

(l) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub-articles (d) to (f) above.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of

Board and its Powers) Rules, 2014 and shall be subject to the provisions of Section 180 of the Act.

In terms of and subject to the provisions of Section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution:

(a) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company;

(b) to borrow money; and

(c) any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.

67. PROCEEDINGS OF THE BOARD OF DIRECTORS

(a) Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held at the Registered Office, or such a place as may be decided by the Board.

(b) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio-visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

(c) The Company Secretary or any other Director shall, as and when directed by the Chairman or a Director convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.

(d) The Board may meet either at the Office of the Company, or at any other location in India or outside India as the Chairman or Director may determine.

(e) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.

(f) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

68. QUORUM FOR BOARD MEETING

Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio-visual means shall also be counted for the purposes of calculating quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two- thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested present at the meeting being not less than two, shall be the quorum during such meeting.

If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days after the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

69. QUESTIONS AT THE BOARD MEETINGS HOW DECIDED

(a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

(b) No regulation made by the Company in Shareholders' Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

70. ELECTION OF CHAIRMAN OF BOARD

(a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.

(b) If no such chairman is elected, or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

71. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: -

(a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles of Association of the Company.

(b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

(c) Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

 (i) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning ascribed to them under the provisions of Section 180 of the Act;

 (ii) Remit, or give time for repayment of, any debt due by a Director;

 (iii) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and

 (iv) Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the Paid-up capital, free reserves and securities premium of the Company.

72. COMMITTEES AND DELEGATION BY THE BOARD

The Board of Directors of the Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to Persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

73. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or Persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director . Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

74. PASSING OF RESOLUTION BY CIRCULATION

No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members of the Committee, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

75. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

(a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.

(b) The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting.

(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: -

(i) all appointments of Officers;

(ii) the names of the Directors present at each meeting of the Board;

(iii) all resolutions and proceedings of the meetings of the Board;

(iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board.

(f) Nothing contained in sub Articles (a) to (e) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: -

(i) is or could reasonably be regarded as defamatory of any person;

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interests of the Company.

(g) The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub Article (f) above.

(h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

(i) The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

76. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.

77. CHARGE OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorise, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the Person in whose favour such charge is executed.

78. SUBSEQUENT ASSIGNS OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged, all Persons taking any subsequent charge thereon shall take the same subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

79. CHARGE IN FAVOUR OF DIRECTOR FOR INDEMNITY

If the Director or any Person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other Persons so becoming liable as aforesaid from any loss in respect of such liability.

80. OFFICERS

(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board.

(b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.

(c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company.

(d) Qualified experienced managerial executives and other officers shall be appointed for the operation and conduct of the business of the Company.

(e) The Board shall appoint with the approval of the Chairman, the President and/or Chief Executive Officer and/or Chief Operating Officer of the Company, as well as persons who will be appointed to the posts of senior executive management.

81. THE SECRETARY

Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Board and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

82. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under Section 197 of the Act: -

(a) on terms approved by the Board;

(b) which includes each Director as a policyholder;

(c) is from an internationally recognised insurer approved by the Board; and

(d) for coverage for claims of an amount as may be decided by the Board, from time to time.

83. SEAL

(a) The Company shall also be at liberty to have an official Seal(s) in accordance with the provisions of the Act, for use in any territory, district or place outside India.

(b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two (2) directors or of one director and the secretary or of one director and such other person as the Board may appoint for the purpose; and those directors or secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

84. ACCOUNTS

(a) The Company shall prepare and keep at the Office books of accounts or other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, in accordance with the Act, Rules and as required under the applicable Law, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

(b) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.

(c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.

(d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarised returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.

(e) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law.

(f) In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a 'Board's report' which shall include:

(i) the extract of the annual return as provided under sub-section (3) of Section 92 of the Act;

(ii) number of meetings of the Board;

(iii) Directors' responsibility statement as per the provisions of Section 134 (5) of the Act;

(iv) a statement on declaration given by Independent Directors under sub-section (6) of Section 149 of the Act;

(v) in the event applicable, as specified under sub-section (1) of Section 178 of the Act, Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act;

(vi) explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-

1. by the auditor in his report; and

2. by the company secretary in practice in his secretarial audit report;

(vii) particulars of loans, guarantees or investments under Section 186 of the Act;

(viii) particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 in the prescribed form;

(ix) the state of the Company's affairs;

(x) the amounts, if any, which it proposes to carry to any reserves;

(xi) the amount, if any, which it recommends should be paid by way of Dividends;

(xii) material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report;

(xiii) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;

(xiv) a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company;

(xv) the details about the policy developed and implemented by the Company on corporate social responsibility initiatives taken during the year;

(xvi) a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual Directors, as may be prescribed for listed companies; and

(xvii) such other matters as may be prescribed under the Law, from time to time.

(g) All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.

(h) The Company shall comply with the requirements of Section 136 of the Act.

85. AUDIT AND AUDITORS

(a) Auditors shall be appointed and their rights and duties shall be regulated in accordance with Sections 139 to 147 of the Act and as specified under Law.

(b) Every account of the Company when audited shall be approved by a Shareholders' Meeting, to the extent required under the Act and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive.

(c) Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out.

(d) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days.

(e) Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services.

(f) The Company shall within 7 (seven) days of the Central Government's power under sub-article (e) becoming exercisable, give notice of that fact to the Government.

(g) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in Shareholders' Meeting.

(h) A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with Section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of Section 115 of the Act and all the other provision of Section 140 of the Act shall apply in the matter. The provisions of this sub-article shall also apply to a resolution that a retiring auditor shall not be re- appointed.

(i) The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

(j) None of the persons mentioned in Section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.

86. AUDIT OF BRANCH OFFICES

The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.

87. REMUNERATION OF AUDITORS

The remuneration of the Auditors shall be fixed by the Company as authorised in Shareholders' Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.

88. DOCUMENTS AND NOTICES

(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post to him to his registered address or by email.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable would be transmitted in the ordinary course.

(c) A document or notice may be given or served by the Company to or on the joint-holders of a Share by giving or serving the document or notice to or on the joint-holder named first in the Register of Members in respect of the Share.

(d) Every Person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the Register of Members, shall have been duly served on or given to the Person from whom he derives his title to such Share.

(e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

(f) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

(g) Where a Document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a shareholder has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each shareholder an opportunity to register his email address and change therein from time to time with the Company or the concerned Depository. The Company shall fulfill all conditions required by Law, in this regard.

89. SHAREHOLDERS TO NOTIFY ADDRESS IN INDIA

Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

90. SERVICE ON SHAREHOLDERS HAVING NO REGISTERED ADDRESS

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

91. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF SHAREHOLDERS

A document may be served by the Company on the Persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the Persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

92. PERSONS ENTITLED TO NOTICE OF SHAREHOLDERS' MEETINGS

Subject to the applicable provisions of the Act and these Articles, notice of Shareholders' Meeting shall be given:

(i) To the Shareholders of the Company as provided by these Articles.

(ii) To the persons entitled to a share in consequence of the death or insolvency of a Shareholder.

(iii) To the Auditors for the time being of the Company; in the manner authorised by as in the case of any Shareholder of the Company.

93. NOTICE BY ADVERTISEMENT

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

94. DIVIDEND POLICY

(a) The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.

(b) Subject to the provisions of Section 123 of the Act the Company in Shareholders' Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in Shareholders' Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.

(c) (i) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both, provided that in computing profits any amount representing unrealised gains, notional gains or revaluation of assets and any change in carrying amount of an asset or of a liability on measurement of the asset or the liability at fair value shall be excluded. The Company shall not declare Dividend unless carried over previous losses and depreciation not provided in previous Financial Year or years are set off against profit of the Company for the Financial Year for which the Dividend is proposed to be declared. Where the Company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the free reserves, owing to inadequacy or absence of profits in the Financial Year for which the Dividends are proposed to be declared, such declaration of Dividend shall not be made except in accordance with provisions of the Act and the Rules.

(ii) The declaration of the Board as to the amount of the net profits shall be conclusive.

(d) The Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies in accordance with the provisions of the Section 123 of the Act.

(e) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.

(f) (i) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.

(ii) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of the relevant regulation(s) as paid on shares.

(iii) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.

(g) Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.

(h) Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money(ies) payable in respect of such shares.

(i) Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.

(j) Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.

(k) Unless otherwise directed any Dividend shall be paid through electronic mode of payment facility approved by the Reserve Bank of India. Where it is not possible to use electronic mode of payment, dividend may be paid by ‘payable at par’ cheques or warrants sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any Share(s) any one of them can give effectual receipts for any money(ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any Share stands shall for the purposes of this Article be deemed to be joint-holders thereof.

(l) No unpaid Dividend shall bear interest as against the Company.

(m) Any Shareholders' Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the Shareholders' Meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls.

(n) Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

(o) The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with Section 51 of the Act.

95. UNPAID OR UNCLAIMED DIVIDEND

(a) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank or private sector bank, to be called "Unpaid Dividend Account of Milky Mist Dairy Food Limited".

(b) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

(c) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law and such forfeiture, if effected, shall be annulled in appropriate cases.

96. CAPITALISATION OF PROFITS

The Company in Shareholders' Meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and

(b) that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (c) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.

(c) The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;

(ii) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or

(iii) partly in the way specified in sub-article (i) and partly in the way specified in sub- article (ii).

(d) A share premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares.

97. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE

(a) The Board shall give effect to a Resolution passed by the Company in pursuance of this Article.

(b) Whenever such a Resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriation and applications of undivided profits (resolved to be capitalised thereby), and all allotments and issues of fully paid shares or Securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(c) The Board shall have full power:

i. to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or Debentures becoming distributable in fraction; and

ii. to authorise any Person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully Paid up, of any further shares or Debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.

(d) Any agreement made under such authority shall be effective and binding on all such shareholders.

98. DISTRIBUTION OF ASSETS IN SPECIE OR KIND UPON WINDING UP

(a) 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 shareholders, 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.

(b) 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 Shareholders or different classes of Shareholders.

(c) 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 Shareholder shall be compelled to accept any shares or other Securities whereon there is any liability.

99. DIRECTOR'S AND OTHER'S RIGHTS TO INDEMNITY

Subject to the provisions of Section 197 of the Act, every Director, manager and other Officer or employee of the Company shall be indemnified by the Company against any liability incurred by him in the ordinary course of business and it shall be the duty of the Directors to pay out from the funds of the Company all costs, losses and expenses which any Director, manager, Officer or employee may incur or become liable to by reason of any contact entered into by him on behalf of the Company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, manager, Officer or employee in defending any proceedings, whether civil or criminal in which judgement is given in his favour or he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Shareholders over all the claims.

100. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the provision of Section 197 of the Act, no Director, manager, Officer or employee of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with the registrar of the companies in respect of any act done or required to be done by any Director or other Officer by reason of his holding the said office shall be paid and borne by the Company.

101. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, register of members, books of accounts and the minutes of the general meetings of the Company shall be kept at the Office of the Company and shall be open for inspection of any Shareholder without charge during business hours for such periods as determined by the Board, subject to applicable provisions of the Act. In the event such Shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee as may be prescribed under the Act or other applicable provisions of law. Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

102. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company may amend its Memorandum of Association and Articles of Association in accordance with Sections 13, 14 and 15 of the Act and such other provisions of Law, as may be applicable from time-to-time. The shareholders shall vote for all the equity shares owned or held on record by such shareholders at any Annual or Extraordinary General meeting of the company in accordance with these Articles.

(a) The shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles.

(b) The Articles of the company shall not be amended unless (i) Shareholders holding not less than 75% of the Equity shares (and who are entitled to attend and vote) cast votes in favour of each such amendment/s to the Articles.

103. SECRECY

Subject to applicable law, no Shareholder shall be entitled to inspect the Company's work without permission of the Managing Director/Directors or to require discovery of any information respectively any details of Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director/Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public.

104. DUTIES OF THE OFFICER TO OBSERVE SECRECY

Every Director, Managing Director(s), manager, Secretary, Auditor, trustee, members of the committee, Officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required to do so by the Directors or the Auditors, or by resolution of the Company in the Shareholders' Meeting or by a court of law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the government to require or to hold an investigation into the Company's affair.

105. GENERAL POWER

Wherever in the Act or Law, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its articles, then and in that case this Article authorises and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act or Law, without there being any specific Article in that behalf herein provided.

At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the SEBI Listing Regulations, the provisions of the SEBI Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all its obligations as prescribed under the SEBI Listing Regulations, from time to time.

106. ARBITRATION

Whenever any differences or disputes arise between the Company on the one hand and any of the members or their heirs, executors, administrators or assigns interest touching the true intent or construction or touching anything then or thereafter done, executed, committed or suffered in pursuance of these presents or of the statues or touching any breach, or otherwise relating to the premises or to any affairs of the Company every such difference or dispute shall be referred to the decision of any arbitrator to be appointed by the parties to the dispute or in difference, or if they cannot agree upon a single arbitrator to the decision of two arbitrators, of whom one shall be appointed by each of the parties to the dispute. Such arbitration will be governed by the laws for the time being in force.

Notwithstanding anything contained in these Articles, the instructions / guidelines issued from time to time by the Ministry of Corporate Affairs or SEBI by way of circulars / notifications etc. in respect of any of the matters with regard to powers of the board/convening / conducting of board meetings / committee meetings / shareholders' meetings, minutes of the meetings, sending of annual report by e-mail, video- conferencing and maintenance of registers / records etc., shall have overriding effect on these Articles for compliance thereof.

PART B OF THE ARTICLES OF ASSOCIATION

Part B of the Articles of Association provides for, amongst other things, such articles as required by a public limited company and the rights of certain shareholders pursuant to the Shareholders' Agreement. For more details in relation to the Shareholders' Agreement, see "*History and Certain Corporate Matters - Details of subsisting key agreements, inter-se agreements and shareholders*" agreements" on page 251.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been executed, entered into or to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, will be attached to the copy of the Red Herring Prospectus to be filed with the RoC (except for such documents and contracts executed after the filing of the Red Herring Prospectus). Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office, from 10.00 a.m. to 5.00 p.m. on Working Days and will also be available on the website of our Company at https://www.milkymist.com/ipo, from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such documents or agreements executed after the Bid/Offer Closing Date).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Registrar agreement dated July 21, 2025 entered into by and amongst our Company, the Promoter Selling Shareholders and the Registrar to the Offer.

2. Offer agreement dated July 21, 2025 entered into by and amongst our Company, the Promoter Selling Shareholders and the BRLMs.

3. Cash escrow and sponsor bank agreement dated [●] entered into by and amongst our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Bankers to the Offer.

4. Share escrow agreement dated [●] entered into by and amongst the Promoter Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate agreement dated [●] entered into by and amongst our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs and the Syndicate Members.

6. Underwriting agreement dated [●] entered into by and amongst our Company, the Promoter Selling Shareholders and the Underwriters.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association as amended from time to time.

2. Certificate of registration dated February 1, 1999 issued by the Registrar of Firms, Periyar (Erode) for registration of the partnership firm M.M.D. Dairy.

3. Certificate of registration dated August 2, 2006 issued by the Registrar of Firms, Periyar (Erode) for change in name of the partnership firm 'M.M.D. Dairy' to 'Milky Mist Dairy Food'.

4. Certificate of incorporation dated July 10, 2014 issued by the RoC for incorporating the Company under the name, 'Milky Mist Dairy Food Private Limited'.

5. Fresh certificate of incorporation consequent upon the conversion of our Company to a public limited company dated May 26, 2025 issued by the RoC.

6. Resolution of the Board of Directors dated July 15, 2025 approving the Offer and other related matters and a special resolution of our Shareholders dated July 16, 2025 authorising the Fresh Issue.

7. Resolution of the Board of Directors dated July 21, 2025 taking on record the consent letters from the Promoter Selling Shareholders for their participation in the Offer for Sale.

8. Resolution of the Board of Directors dated July 21, 2025 approving this Draft Red Herring Prospectus.

9. Resolution dated July 21, 2025 passed by the Audit Committee approving the KPIs.

10. Consent letters each dated July 21, 2025 from the Promoter Selling Shareholders consenting to participate in the Offer for Sale.

11. Consent dated July 21, 2025 from Lattice Technologies Private Limited to rely on and reproduce part or whole of their report titled "*Value Added Dairy Products Industry Report*" dated July 21, 2025 and include their name in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

12. Industry report titled *"Value Added Dairy Products Industry Report"* dated July 21, 2025, prepared and issued by Lattice Technologies Private Limited and commissioned and paid for by our Company.

13. Consent dated July 21, 2025 from the Statutory Auditors to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated July 15, 2025 relating to the Restated Consolidated Financial Information; (ii) their report dated July 21, 2025 on the statement of possible special tax benefits available to the Company and its Shareholders included in this Draft Red Herring Prospectus; and (iii) various certificates issued by them in their capacity as Statutory Auditors.

14. The examination report dated July 15, 2025 of the Statutory Auditors on our Restated Consolidated Financial Information.

15. The report on statement of possible special tax benefits available to the Company and its Shareholders dated July 21, 2025 from the Statutory Auditors.

16. Certificate dated July 21, 2025 issued by the Statutory Auditors, certifying KPIs of our Company.

17. Consent dated July 21, 2025 from A. Shanmugasundaram, Chartered Engineer, to include their name as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the independent chartered engineer and in respect of the certificate issued by them and included in this Draft Red Herring Prospectus.

18. Copy of the annual report of our Company for the last three Fiscals.

19. Consents of bankers to our Company, the BRLMs, Registrar to the Offer, Banker(s) to the Offer, legal counsel to our Company as to Indian law, Syndicate Members, Directors and Company Secretary and Compliance Officer to act in their respective capacities.

20. Asset purchase agreement dated February 19, 2025, entered into by and amongst our Company, Briyas Foods Private Limited ("**Seller**"), Yamini Dasari ("**Briyas Promoter 1**"), and Sivaramkrishna Settivari ("**Briyas Promoter 2**"), Trademark Assignment Deed dated February 19, 2025 entered into by and amongst our Company, Seller and Briyas Promoter 1 and Agreement for Manufacturing of Briyas Products' dated February 19, 2025 entered into by and amongst our Company and the Seller.

21. Share purchase agreement dated March 29, 2025, entered into by and amongst our Company, Sathishkumar T, Anitha S and Asal Food Products Private Limited.

22. Valuation report dated November 19, 2024 issued by Rajagopal and Badrinarayanan, Chartered Accountants in relation to acquisition of Asal Food Products Private Limited.

23. Shareholders' agreement dated January 29, 2024 entered into by and amongst our Company, Sathishkumar T, Anitha S, TS Shanjay, TS Nitin and Grant Anicut Fund 1 (a scheme of Grand Anicut Trust -1) ("**Shareholders' Agreement** or "**SHA**"), read with the Waiver Cum

Amendment agreement dated July 21, 2025 to the Shareholders' Agreement and the deeds of adherences entered into by Grand Anicut Fund with i) Anicut Equity Continuum Fund; ii) Pratithi Investment Trust; iii) Oriental Carbon and Chemicals Limited; iv) Venkatesh Ramarathinam; v) A R Chadha and Co India Private Limited; vi) Vanadium Trust; vii) Unmaj Corporation LLP; viii) Vikramaditya Mohan Thapar Family Trust; ix) Kiran Vyapar Limited; x) Ravi Modi Family Trust; xi) Renu Agarwal; xii) YMR Prasoona; xiii) Vishal Hariom Gupta; xiv) Yerabhaga Meera Reddy; xv) Raj Kumar Jain; and xvi) Avinash Gupta.

24. Resolution of the Board of Directors each dated June 10, 2025 in relation to approval of the terms of remuneration of our Chairman and Managing Director, Sathishkumar T, our Whole-time Director, Anitha S and our Whole-time Director and Chief Executive Officer, Dr. K Rathnam.

25. Tripartite agreement dated July 7, 2025, among our Company, CDSL and the Registrar to the Offer.

26. Tripartite agreement dated July 7, 2025, among our Company, NSDL and the Registrar to the Offer.

27. Due diligence certificate dated July 21, 2025 addressed to SEBI from the BRLMs.

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

29. SEBI observation letter bearing reference number [●] dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sathishkumar T
(Chairman and Managing Director)

Place: Erode, Tamil Nadu, India

Date: July 21, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Anitha S
(Whole-time Director)

Place: Erode, Tamil Nadu, India

Date: July 21, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Dr K Rathnam
(Whole time Director and Chief Executive Officer)

Place: Erode, Tamil Nadu, India

Date: July 21, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Radha Venkatakrishnan
(Independent Director)

Place: Erode, Tamil Nadu, India

Date: July 21, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Mallika Janakiraman
(Independent Director)

Place: Chatswood, Auckland, New Zealand

Date: July 21, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Subramaniam N
(Independent Director)

Place: Dubai, UAE

Date: July 21, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Biswajit Mishra
(Chief Financial Officer)

Place: Erode, Tamil Nadu, India

Date: July 21, 2025

DECLARATION

I, Anitha S, hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Promoter Selling Shareholder and my portion of Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Anitha S
(Promoter Selling Shareholder)

Place: Erode, Tamil Nadu, India

Date: July 21, 2025

DECLARATION

I, Sathishkumar T, hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Promoter Selling Shareholder and my portion of Offered Shares are true and correct. I assume no responsibility for any other statements, disclosures and undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Sathishkumar T
(Promoter Selling Shareholder)

Place: Erode, Tamil Nadu, India

Date: July 21, 2025