



**SPECTRUM FOODS LIMITED**

**CIN: L15499RJ1994PLC008016**

Our Company was originally incorporated as a public limited company on February 07, 1994, under the name and style of “Spectrum Leasing and Finance Limited” under the provisions of the Companies Act, 1956, with the Registrar of Companies, Rajasthan, Jaipur and Certificate of Commencement of Business was issued by the Registrar of Companies, Rajasthan, Jaipur on May 13, 1994. The equity shares of our Company were listed on the BSE Limited on September 02, 1996. The Scrip symbol ‘SPECFOOD’ and ISIN ‘INE547C01018’. A Fresh Certificate of Incorporation consequent upon alterations of object of the Company was issued by the Registrar of Companies, Rajasthan, Jaipur on November 05, 1998 along with Certificate of Registration of Alterations of Objects on November 06, 1998. Further, a fresh Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) was issued by the Registrar of Companies, Rajasthan, Jaipur on February 28, 2013. The Corporate Identification Number of our Company is L15499RJ1994PLC008016.

**Registered Office:** L-5, B-II, Krishna Marg, C-Scheme, Jaipur - 302001 Rajasthan, India  
**Contact Person:** Ms. Ankita Sharma, Company Secretary and Compliance Officer; **Tel:** +141 2379483/2372946;  
**Email:** [salt@suryasalt.com](mailto:salt@suryasalt.com); **Website:** [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com)

**PROMOTERS OF OUR COMPANY: MR. GIRDHAR SABOO & M/S. FORTRESS HOTELS AND RESORTS PRIVATE LIMITED, M/S. RAJASTHAN MEGA DEVELOPERS PRIVATE LIMITED, M/S. SABOO DAMODAR ROPEWAYS PRIVATE LIMITED**

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SPECTRUM FOODS LIMITED  
("COMPANY" OR "ISSUER") ONLY**

ISSUE OF UPTO [●] **PARTLY PAID-UP** EQUITY SHARES WITH A FACE VALUE OF ₹10 EACH (“**RIGHTS EQUITY SHARES**”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] EACH INCLUDING A SHARE PREMIUM OF ₹ [●] (RUPEE [●] ONLY) PER RIGHT EQUITY SHARE (“**ISSUE PRICE**”) FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 4,000.00\* LACS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●], 2024 (**THE “ISSUE”**). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE “*TERMS OF THE ISSUE*” ON PAGE 70 OF THIS DRAFT LETTER OF OFFER.

AMOUNT PAYABLE PER RIGHT EQUITY	FACE VALUE (Rs.)	PREMIUM (Rs.)	TOTAL
On Application	[●]	[●]	[●]
On One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time	[●]	[●]	[●]
Total	[●]	[●]	[●]

\* For further details on Payment Schedule, see “*Terms of the Issue*” on page [●].

**WILLFUL DEFAULTER OR A FRAUDULENT BORROWER**

Neither our Company nor any of our Promoters or Directors has been categorized as a Willful Defaulter or a Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Willful Defaulter or a Fraudulent Borrower issued by the Reserve Bank of India.

**GENERAL RISKS**

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this offer including the risks involved. The Rights Equity Shares have not been recommended or approved by Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Investors are advised to refer “*Risk Factors*” beginning on page 14 of this Draft Letter of Offer before investing in the Issue.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING**

The existing Equity Shares of our Company are listed and traded on BSE Limited (“BSE”). Our Company has received an in-principle approval letter dated [●] from BSE for listing Rights Equity shares through their letter dated [●]. For the purpose of this Issue, the Designated Stock Exchange is BSE.

**REGISTRAR TO THE ISSUE**

	<b>BEETAL FINANCIAL &amp; COMPUTER SERVICES PRIVATE LIMITED</b> Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre Near Dada Harsukhdas Mandir, New Delhi-62 <b>Tel:</b> 011-29961281-83, 011-26051061, 26051064 <b>Fax:</b> 011 2996 1284 <b>Email:</b> <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a> <b>Website:</b> <a href="http://www.beetalfinancial.com">www.beetalfinancial.com</a> <b>Investors Grievance E-mail:</b> <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a> <b>Contact Person:</b> Mr. Punit Mittal, General Manager <b>SEBI Registration Number:</b> INR000000262
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**ISSUE PROGRAMME**

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON#
[●]	[●]	[●]

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

# Our Board or a duly authorized thereof will have the right to extend the Issue Period as it may determine from time to time, not exceeding 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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## SECTION I - GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### DEFINITIONS

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

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, or policies shall be to such legislation, act, regulation, rules, guidelines, or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

In this Draft Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to ‘the/our Company’, ‘we’, ‘our’, ‘us’ or similar terms are to Spectrum Foods Limited as the context requires, and references to ‘you’ are to the Eligible Equity Shareholders and/ or prospective Investors in this Right Issue of Equity Shares.

The words and expressions used in this Draft Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in section titled “*Industry Overview*”, “*Statement of Tax Benefits*”, “*Financial Information*”, “*Outstanding Litigations, Defaults, and Material Developments*” and “*Terms of the Issue*” on pages 34, 33, 52, 62, 70 respectively, shall have the meaning given to such terms in such sections.

#### COMPANY RELATED AND GENERAL TERMS

Term	Description
Spectrum Foods Limited / the Company/ our Company	Spectrum Foods Limited, a public limited company incorporated under the provisions of the Companies Act, 1956, as amended from time to time;
We/ us/ our	Unless the context otherwise indicates or implies, refers to Spectrum Foods Limited;
AoA/ Articles of Association	The Articles of Association of Spectrum Foods Limited, as amended from time to time;
Associate	The Company do not have any Associate Company.
Audit Committee	The committee of the Board of Directors constituted as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013;
Auditors/ Statutory Auditors/ Peer Review Auditor	The current Statutory Auditors of our company being M/s R.P. Khandelwal & Associates, Chartered Accountants;
Board of Directors/ Board	Board of Directors of our Company;
Chairman & Managing Director	Mr. Girdhar Gopal Saboo;
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Kailash Chand Sharma;
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Ms. Ankita Sharma;
Equity Shares	Equity shares of the Company having face value of ₹10.00 (Rupees Ten only);
Independent Director	Independent directors on the Board and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI (LODR) Regulations. For details of the Independent Directors, please refer to section titled “Our Management” beginning on page 48 of this Draft Letter of Offer;
ISIN	International Securities Identification Number being INE547C01018;
Key Management Personnel /KMP	Key management 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. For details, please refer to section titled “Our Management” beginning on page 48 of this Draft Letter of Offer;
Limited Review Report	Report dated 18 <sup>th</sup> October, 2023 prepared by the statutory auditors of our Company, M/s R.P. Khandelwal & Associates, Chartered Accountants on the unaudited financials results of our Company for the six months ended on September 30, 2023
MoA/ Memorandum of Association	The Memorandum of Association of Spectrum Foods Limited, as amended from time to time;
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company’s Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013;
Non-Executive Director	A Director, not being an Executive Director of our Company;
Promoters	Mr. Girdhar Gopal Saboo, M/s. Fortress Hotels And Resorts Private Limited, M/s. Rajasthan Mega Developers Private Limited, M/s. Saboo Damodar Ropeways Private Limited
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations and as disclosed by our Company in the filings made with the BSE under the SEBI (LODR) Regulations;
Registered Office	L-5, B-II, Krishna Marg, C-Scheme, Jaipur-302001
Registrar of Companies/ RoC	Registrar of Companies, Jaipur, Rajasthan;
Stakeholders Relationship Committee	The committee of the Board of Directors constituted as our Company’s Stakeholders Relationship Committee in accordance with Section 178 of the Companies Act, 2013;
Stock Exchange	Stock exchange where the Equity Shares are presently listed, being BSE Limited;

Term	Description
Unaudited Financial Results	The limited review unaudited financial results for the Quarter ended September 30, 2023, including the notes thereto and the report thereon. For details, see “Financial Statements” on page 52 of this Draft Letter of Offer;

#### ISSUE RELATED TERMS

Term	Description
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI (ICDR) Regulations and the Companies Act;
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlements;
Allot/Allotment/Allotted	Unless the context requires, the allotment of Rights Equity Shares pursuant to this Issue;
Allotment Account	The account opened with the Banker to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked in the ASBA Account, with respect to successful Investors will be transferred on the Transfer Date in accordance with Section 40 (3) of the Companies Act;
Allotment Date	Date on which the Allotment is made pursuant to the Issue;
Allottees	Persons to whom Rights Equity Shares are issued pursuant to the Issue;
Applicant(s)/ Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to this Issue in terms of the Letter of Offer, being an ASBA Investor;
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted and the Rights Equity Shares pursuant to this Issue.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process to subscribe to the Equity Shares at the Issue Price;
Application Form	Unless the context otherwise requires, an application form (including online application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this issue;
Application Money	Aggregate amount payable at the time of Application ₹[●] (Rupees [●] Only) in respect of the Rights Equity Shares applied for in this Issue at the Issue Price;
Application Supported by Blocked Amount or ASBA	Application used by ASBA Investors to make an application authorizing a SCSB to block the Application Money in the ASBA Account;
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be;
ASBA Applicant /ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renouncees) shall make an application for an Issue only through ASBA facility;
ASBA Bid	Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations;
ASBA Circulars	Collectively, the SEBI circulars bearing reference numbers SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, CIR/CFD/DIL/1/2011 dated April 29, 2011, and SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020;
Bankers to the Company	State Bank of India
Bankers to the Issue/ Refund Bank	Collectively, the Escrow Collection Bank and the Refund Bank to the Issue, in this case being [●];
Bankers to the Issue Agreement	Agreement dated [●] entered into by and amongst our Company, the Registrar to the Issue, and the Bankers to the Issue for collection of the Application Money from Investors making an application, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Investors and providing such other facilities and services as specified in the agreement;
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in the Issue, and which is described in the chapter titled “Terms of the Issue” beginning on page 70 of this Draft Letter of Offer;
Controlling Branches /Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	Details of Investors including the Investor’s address, name of the Investor’s father/ husband, investor status, occupation and bank account details, where applicable;
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time;
Designated Stock Exchange	BSE Limited;
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996;
Draft Letter of Offer/ DLoF	This Draft Letter of Offer filed with the Stock Exchange;
Eligible Equity Shareholder(s)	Eligible holder(s) of the Equity Shares of Spectrum Foods Limited as on the Record Date;
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors;
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom



Term	Description
	Escrow Account(s) will be opened, in this case being [●];
Issue/ Rights Issue	Issue of upto [●] equity shares with a face value of ₹10 each (“rights equity shares”) of our company for cash at a price of ₹ [●] each including a share premium of ₹ [●] per rights equity share (“issue price”) for an aggregate amount not exceeding ₹ 4,000 Lacs* on a rights basis to the existing equity shareholders of our company in the ratio of [●] Right equity shares for every [●] Fully paid-up equity shares held by the existing equity shareholders on the record date, that is on [●], 2024 (the “issue”). The issue price for the rights equity shares is [●] Times the face value of the equity shares. *Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares.
Issue Closing Date	[●];
Issue Opening Date	[●];
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/ Investors can submit their applications, in accordance with the SEBI (ICDR) Regulations;
Issue Price	₹ [●]/- (Rupees [●] Only) per Rights Equity Share including a premium of ₹ [●]/- (Rupees [●]) per Rights Equity Share);
Issue Proceeds	The proceeds of the Issue that are available to our Company;
Issue Size	Amount aggregating not exceeding Rs. 4,000 Lacs ;
Letter of Offer/ LoF	The final letter of offer to be filed with the BSE after incorporating the observations received from the BSE on the Draft Letter of Offer;
Materiality Policy	Policy for Determination and Disclosure of Materiality of an Event or Information’ adopted by our Board in accordance with the requirements under Regulation 30 of the SEBI Listing Regulations, read with the materiality policy adopted by the Board of Directors for the purpose of litigation disclosures in this Draft Letter of Offer.
MCA Circulars	General Circular No. 21/2020 dated May 11, 2020 issued by the Ministry of Corporate Affairs, Government of India, read with the circular dated August 3, 2020;
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/ Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application;
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to the section titled “Objects of the Issue” beginning on page 29 of this Draft Letter of Offer;
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders who intend to renounce their Rights Entitlement in part or full and Renouncees;
Non-Institutional Investors/ NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI (ICDR) Regulations;
Offer Document	The Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer including any notices, corrigendum thereto;
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circular and the circulars issued by the Depositories, from time to time, and other applicable laws;
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circular and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●];
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations;
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being [●];
Registrar to the Issue	Beetal Financial & Computer Services Private Limited;
Registrar Agreement	Agreement entered into between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue;
Renouncees	Any persons who have acquired Rights Entitlements from the Equity Shareholders through renunciation;
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e. [●]. Such period shall close on [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date i.e. [●];
Retail Individual Investors/ RIIs	Individual Investors who have applied for Equity Shares for an amount not more than ₹2,00,000/- (Rupees Two Lacs) (including HUFs applying through their Karta);
Rights Entitlement (s)/ Res	The number of Equity Shares that an Investor is entitled to in proportion to the number of Equity Shares held by the Investor on the Record Date, in this case being [●] Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder;
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders;
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue, on partly paid-up basis on Allotment;
Self-Certified Syndicate Banks/ SCRB(s)	Banks which are registered with the SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and offer services of ASBA, and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=3">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=3</a>
SEBI Rights Issue Circular	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020;
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange;
Wilful Defaulter or a	A Company or person categorized as a wilful defaulter or a fraudulent borrower by any bank or financial

Term	Description
Fraudulent Borrower	institution or consortium thereof, in accordance with the guidelines on wilful defaulters or a fraudulent borrowers issued by the RBI, including any Company whose director or promoter is categorized as such;
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI (ICDR) Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchange, “Working Day” shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays;

#### INDUSTRY RELATED TERMS

Term	Description
FDI	Foreign Direct Investment
GOI	Government of India
RONW	Return on Net Worth
GST	Goods and Service Tax
kWh	Kilowatt-hour
MT/YR	Metric Ton Per Year
PPM	Parts Per Million
FMCG	Fast Moving Consumer Goods

#### ABBREVIATIONS

Term	Description
ADR	American Depository Receipt;
AGM	Annual General Meeting;
AIF	Alternative Investment Fund as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
AS	Accounting Standards issued by the Institute of Chartered Accountants of India;
BSE	BSE Limited;
CAF	Common Application Form;
CDSL	Central Depository Services (India) Limited;
CFO	Chief Financial Officer;
CIN	Corporate Identification Number;
CIT	Commissioner of Income Tax;
CLRA	Contract Labour (Regulation and Abolition) Act, 1970;
Companies Act, 2013	Companies Act, 2013 along with rules made thereunder;
Companies Act, 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections);
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate Social Responsibility;
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
Depositories Act	The Depositories Act, 1996;
DIN	Director Identification Number;
DP	Depository Participant;
DP-ID	Depository Participant's Identification;
DR	Depository Receipts;
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation, and amortisation expense, as presented in the statement of profit and loss;
EGM	Extraordinary General Meeting;
EEA	European Economic Area;
EPS	Earning per Equity Share;
FDI	Foreign Direct Investment;
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations made thereunder;
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019;
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws;
FIPB	Foreign Investment Promotion Board;
FPIs	Foreign Portfolio Investors;
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI;
FY	Period of 12 months ending on March 31 of that particular year, unless otherwise stated;
GAAP	Generally Accepted Accounting Principles;
GDP	Gross Domestic Product;
GDR	Global Depository Receipt;
GNPA	Gross Net Performing Assets;
GoI / Government	The Government of India;

Term	Description
GST	Goods and Services Tax;
HUF	Hindu Undivided Family;
Ind AS	Indian Accounting Standards;
ICAI	The Institute of Chartered Accountants of India;
ICSI	The Institute of Company Secretaries of India;
IFRS	International Financial Reporting Standards;
Indian GAAP/ I-GAAP	Generally Accepted Accounting Principles In India;
Income Tax Act/ IT Act	The Income Tax Act, 1961 and amendments thereto;
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended;
INR / ₹ / Rs. / Indian Rupees	Indian Rupee, the official currency of the Republic of India;
IT	Information Technology;
MCA	The Ministry of Corporate Affairs, GoI;
Mn / mn	Million;
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996;
N.A. or NA	Not Applicable;
NAV	Net Asset Value;
NEFT	National Electronic Fund Transfer;
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect;
NR/ Non- Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI;
NRE	Non-resident external account;
NRI	Non-resident Indian;
NSDL	National Securities Depository Limited;
NSE	National Stock Exchange of India Limited;
OCB	Overseas Corporate Body;
p.a.	Per annum;
P/E Ratio	Price/Earnings Ratio;
PAN	Permanent account number;
PAT	Profit after Tax;
RBI	Reserve Bank of India;
RBI Act	Reserve Bank of India Act, 1934;
RoNW	Return on Net Worth;
SCORES	SEBI Complaints Redress System;
SCRA	Securities Contracts (Regulation) Act, 1956;
SCRR	Securities Contracts (Regulation) Rules, 1957;
SEBI	Securities and Exchange Board of India;
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 FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019;
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto;
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto;
Securities Act	United States Securities Act of 1933, as amended;
STT	Securities transaction tax;
Trade Mark Act	Trade Marks Act, 1999 and the rules thereunder, including subsequent amendments thereto;
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America;
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America;
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be;

## NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or CAFs may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through speed post the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Letter of Offer will be provided, through email and speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, SEBI and the Stock Exchange.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer, Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer, Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that she/he is authorized to acquire the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in her/his jurisdiction. Our Company, the Registrar to the Issue or any other person acting on behalf of us reserve the right to treat any CAF as invalid where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF. Neither the delivery of Letter of Offer, Abridged Letter of Offer and CAFs nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer.

Neither the delivery of this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer, Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

**THE CONTENTS OF THIS DRAFT LETTER OF OFFER, LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, NEITHER OUR COMPANY IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.**

### **NO OFFER IN THE UNITED STATES**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer, Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Draft Letter of Offer, Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Draft Letter of Offer, Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application

Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

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

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer, Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

**THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.**

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

### **CERTAIN CONVENTIONS**

Unless otherwise specified or the context otherwise requires, all references to “India” contained in this Draft Letter of Offer are to the Republic of India and the “Government” or “GoI” or the “Central Government” or the “State Government” are to the Government of India, Central or State, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the “US” or “U.S.” or the “United States” are to the United States of America and its territories and possessions.

Unless otherwise specified, all references in this Draft Letter of Offer are in Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

### **FINANCIAL DATA**

Unless stated or the context requires otherwise, our financial data included in this Draft Letter of Offer is derived from the Audited Financial Statements of our Company as of and for the financial year ended March 31, 2023 and Limited Review Unaudited Financial Results for the six months period ended September 30, 2023.

We have prepared our Audited Financial Statements of our Company as of and for the financial year ended March 31, 2023 and Unaudited Financial Results for the six months period ended September 30, 2023 in accordance with Indian Accounting Standard (Ind AS), Companies Act, and other applicable statutory and / or regulatory requirements. Our Company publishes its financial statements in Indian Rupees.

For details of the Audited Financial Statements for the financial year ended March 31, 2023 and the Limited Review Unaudited Financial Results for the half year ended September 30, 2023, please refer to the section titled “*Financial Statements*” beginning on page 52 of this Draft Letter of Offer.

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. Accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 months period ending on March 31 of that particular calendar year.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

### **CURRENCY AND UNITS OF PRESENTATION**

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

In this Draft Letter of Offer, our Company has presented certain numerical information. All figures have been expressed in “Lacs”. The amounts derived from financial statements included herein are represented in “Lacs”, as presented in the Consolidated Audited Financial Statements and the Unaudited Financial Results. One Lac represents 1,00,000 and one crore represents 1,00,00,000.

Except as otherwise set out in this Draft Letter of Offer, certain monetary thresholds have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

### **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry data used throughout this Draft Letter of Offer has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in this Draft Letter of Offer is reliable, it has not been independently verified.

The industry data used in this Draft Letter of Offer has not been independently verified by our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey.

The extent to which market and industry data used in this Draft Letter of Offer is meaningful depends on the reader’s familiarity with and understanding of methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which our business is conducted, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 14 of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

## FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute “forward-looking statements”. Investors can generally identify forward-looking statements by terminology including anticipate, believe, continue, can, could, estimate, expect, future, forecast, intend, may, objective, plan, potential, project, pursue, shall, should, target, will, would or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Letter of Offer that are not historical facts.

These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- Company’s ability to successfully implement our strategy, our growth and expansion, technological changes;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Audience’s taste and behavior;
- Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations;
- Inability to successfully obtain registrations in a timely manner or at all;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
- Our failure to keep pace with rapid changes in entertainment sector;
- Changes in laws and regulations relating to the industries in which we operate;
- Effect of lack of infrastructure facilities on our business;
- Intensified competition in industries/sector in which we operate;
- Our ability to attract, retain and manage qualified personnel;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Our ability to expand our geographical area of operation.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 14, 41, 57 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 gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views of our Company as at the date of this Draft Letter of Offer and are not a guarantee or assurance of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Accordingly, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct and given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our Company’s underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. None of our Company, our Directors nor any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date of this Draft Letter of Offer or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI (ICDR) Regulations, our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permission.

## SECTION II – SUMMARY OF THIS DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and it is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to prospective Investors. This summary should be read in conjunction with and is qualified by, the more detailed information appearing in this Draft Letter of Offer, including the sections titled “*Risk Factors*”, “*Objects of the Issue*”, “*Our Business*” and “*Outstanding Litigations, Defaults and Material Developments*” beginning on pages 14, 29, 41, 62 of this Draft Letter of Offer, respectively.

### SUMMARY OF OUR BUSINESS

We were incorporated as a Public Ltd. Company on February 07, 1994 with the express object of setting up of the largest Salt Refinery in North West India on the borders of Phalodi in the middle of Bikaner and Jaisalmer.

Our Company’s Plant Location is strategically located to save huge transportation cost and logistic cost for supplying salt to MNCs who are manufacturers of detergents based out of Haryana, Punjab and Himachal Pradesh.

Our company also has a 25000 MT Spices plant to make spices at Phalodi near Jodhpur which is rich source of raw materials like red chilli spices and kasuri methi. As a matter of fact all leading companies of spices of India are procuring their raw material from these areas.

We are also a leading player in solar and wind energy. Our plant located in Phalodi is using upto 70% inhouse solar energy hence resulting in huge saving in electric cost and reducing carbon footprint. Our company is also having a large 1.5 MW Windmill which is having a long term tie-up with MPPCL at a most lucrative rate. The windmill is a great profit generating asset for our company.

For further details, please refer to the section titled “*Our Business*” beginning on page 41 beginning of this Draft Letter of Offer.

### OBJECTS OF THE ISSUE

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

(₹ in Lacs)

Sr. No.	Particulars	Amount
1.	To augment the existing and incremental working capital requirement of our company	2964.00
2.	General Corporate Purposes <sup>#</sup>	936.00
	<b>Total Net Proceeds*</b>	<b>3900.00</b>

*#Subject to the finalization of the basis of Allotment and the allotment of the Rights Equity Shares. The amount utilized for general corporate purposes shall not exceed 25% of the Issue Proceeds.*

*\*Assuming full subscription and Allotment of the Rights Equity Shares.*

For further details, please refer to the section titled “*Objects of the Issue*” beginning on page 29 of this Draft Letter of Offer.

### SUBSCRIPTION TO THE ISSUE BY OUR PROMOTER AND PROMOTER GROUP

The Promoters and Promoter Group of our Company through their letter dated 15<sup>th</sup> December, 2023, have confirmed that they intend to subscribe in part or to full extent of its Rights Entitlement in this Issue and that they may renounce their Rights Entitlements.

Any such subscription for Rights Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding in the Company. The allotment of Equity Shares of the Company subscribed by the Promoters and other members of the Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI (SAST) Regulations. The Issue shall not result in a change of control of the management of our Company in accordance with the provisions of SEBI (SAST) Regulations. Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

### SUMMARY OF OUTSTANDING LITIGATIONS

Nature of cases	Number of cases	Amount involved (₹ in Lacs)*
<b>Litigation filed against us</b>		
i. Tax Matters		
ii. Other Matters	1	50.00
<b>Sub Total (A)</b>	<b>1</b>	<b>50.00</b>
<b>Litigation filed by us</b>		
i. Tax Matters		
ii. Other Matters	2	350.25
<b>Sub Total (B)</b>	<b>2</b>	<b>350.25</b>
<b>Total (A+B)</b>	<b>3</b>	<b>400.25</b>



\* To the extent quantifiable

For further details, please refer to section titled “*Outstanding Litigations, Defaults and Material Developments*” beginning on page 62 of this Draft Letter of Offer.

#### **RISK FACTORS**

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares, material litigations which impact the business of the Company and other economic factors, please refer to the section titled “*Risk Factors*” beginning on page 14 of this Draft Letter of Offer.

#### **CONTINGENT LIABILITIES**

For details of the contingent liabilities, as reported in the Financial Statements, please refer to the section titled “*Financial Statements*” beginning on page 52 of this Draft Letter of Offer.

#### **RELATED PARTY TRANSACTIONS**

For details of the related party transactions, as reported in the Financial Statements, please refer to the section titled “*Financial Statements*” beginning on page 52 of this Draft Letter of Offer.

#### **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

Our Company has not issued any Equity Shares for consideration other than cash during the last 1 (One) year immediately preceding the date of filing this Draft Letter of Offer.

### SECTION III - RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 41 and 57 respectively, as well as the other financial and statistical information contained in this Draft Letter of Offer. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Before making an investment decision, investors must rely on their own examination of the Issue and us.*

*This Draft Letter of Offer contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*In this Draft Letter of Offer, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "Risk Factors" on page 14 and "Management Discussion and Analysis of Financial Condition and Results of Operations" on page 57 respectively of this Draft Letter of Offer unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Financial Information of the Company" prepared in accordance with the Indian Accounting Standards.*

#### Materiality

The Risk factors have been determined and disclosed on the basis of their materiality. The following factors have been considered for determining the materiality:

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively;
3. Some events may not be material individually but may be found material collectively;
4. Some events may not be material at present but may be having material impact in future.

#### **INTERNAL RISK FACTORS**

1. ***Our Company is a party to various litigation and claims. These legal proceedings are pending at different levels of adjudication before various courts and regulatory authorities. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status. A classification of these legal and other proceedings is given below:***

Our Company is involved in certain litigations which are pending at various levels before different forums. The outstanding matters include tax proceedings and other material pending litigations involving our Company. The brief details of such outstanding litigations are as follow:

Nature of cases	Number of cases	Amount involved (₹ in Lacs)*
<b>Litigation filed against us</b>		
i. Tax Matters		
ii. Other Matters	1	50.00
<b>Total (A)</b>	<b>1</b>	<b>50.00</b>
<b>Litigation filed by us</b>		
iii. Tax Matters		
iv. Other Matters	2	350.25
<b>Sub Total (B)</b>	<b>2</b>	<b>350.25</b>
<b>Total (A+B)</b>	<b>3</b>	<b>400.25</b>

There can be no assurance that these legal proceedings will be decided in our favour. In addition to the expenditure and costs attached to such litigation proceedings, any adverse decision in these proceedings may have a significant effect on our financial condition and cash flows. In the event of any adverse outcome in a tax proceeding, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence.

For further details of these legal proceedings, please see the chapter titled “Outstanding Litigations and Other Defaults” beginning on page 62.

**2. *The shares of the Company and one of the Promoter Group company has been suspended from CSE & DSE.***

The shares of Company & Spectrum Foods Limited (Promoter Group company) have been suspended from CSE (The Calcutta Stock Exchange Limited) and DSE (Delhi Stock Exchange) due to non-compliance of various provisions of the listing agreement. Both the Exchanges, i.e., CSE & DSE are not operational for trading. Such non-compliances may have major financial impact on the Company in future.

**3. *We have entered into Rent Agreement with one of our Promoter, Mr. Girdhar Saboo to use his property as registered office of our Company.***

We have entered into Rent Agreement with one of our Promoter, Mr. Girdhar Saboo to use his property as registered office of our Company. Non-renewal of rent agreement or any dispute on property or dispute between Promoter and our Company or any damage to the property due to any reason might affect our use of such property as registered office of our Company, which could materially and adversely affect our reputation, business operations and have to pay increased rentals.

For further details of our Registered office, please refer to chapter titled “Our Business” beginning on Page 41 of this Draft Letter of Offer.

**4. *We depend on our corporate logo that we may not be able to protect and/or maintain.***

Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill. We have not yet applied trademark registration for our Corporate Logo. Consequently, we do not enjoy the statutory protections accorded to registered trademarks in India for our Company. There is no guarantee that the application for registration of our logo will be accepted in favour of the Company whenever applied. This may affect our ability to protect our trademark in the event of any infringement of our intellectual property. In the absence of such registrations, competitors and other companies may challenge the validity or scope of our intellectual property right over these brands or our corporate name or logo. As a result, we may be required to invest significant resources in developing new brands or names, which could materially and adversely affect our business, financial condition, results of operations and prospects. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business, financial condition, results of operations and prospects.

**5. *If we lose the services of the members of our senior management or other key employees or if we are not able to attract or retain qualified persons, our business and operations would be adversely affected.***

Our performance is substantially dependent on the performance of our senior management and key employees. There can be no assurance that any member of our senior management or other key employees will not leave us in the future. Such departures may adversely affect our business and operations. Our success is also highly dependent on our continuing ability to identify, hire, train, retain and motivate highly qualified management, technical, sales and marketing personnel. In particular, the recruitment of skilled product developers and experienced sales personnel remains critical to our success. Competition for such skills is intense and continuous, and we may not be able to attract, integrate or retain highly qualified technical, sales or managerial personnel in the future.

**6. *We sell our products in competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.***

Our food industry is highly competitive, coupled with the large number of players and also the existence of unorganized players. Also, several national and international food manufacturers and brand owners have set-up their own distribution arms / have distribution tie-ups in India. With the high level of competition, our results of operations are sensitive to, and may be materially and adversely affected by, competitive pricing, services offered, brand recognition and other factors. Competition may result in pricing pressure, reduced profit margin or a failure to increase our market share, any of which could substantially harm our business and results of our operations.

Many of our competitors have significant competitive advantages, including longer operating histories, larger and broader customer base, greater financial, research and development, marketing, distribution budgets and other resources than we do. The number of our direct competitors and the intensity of competition may increase as we expand into other product lines or as other smaller traders expand into other product lines. Our competitors may enter into business combinations or alliances. Our competitors may also be able to respond more quickly and effectively than we do to new or changing opportunities, technologies, trends or customer preferences, which could result in a decline in our revenues. There can be no assurance that we can effectively compete with our competitors in

the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

**7. *Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our operational standards and processes, and improper use of confidential information. It is not always possible

to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

**8. *If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risks.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. Any dilution or deficiency in our internal control system may expose us to additional risks.

**9. *Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirement accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory.

**10. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to use systems/equipment capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will use such systems/equipment effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analysis of market and other data or the strategies we use or plan in future to use will be successful under various market conditions.

**11. *Conflicts of interest may arise out of common business undertaken by our Company and our Promoter Group Entities.***

Certain of our Group entities are authorized by their memorandum to carry similar activities as those conducted by our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group entities in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other companies in which our Promoters or their immediate relatives have interests. There can be no assurance that our Promoters or members & entities of our Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

**12. *Relevant Copies of educational qualifications and Experience of some of our directors are not traceable***

Relevant copies of the educational qualifications of some of our Directors are not traceable. The information included in the our management section are based on the affidavits obtained from the Directors. Consequently, we cannot assure you that such information in relation to the particular Directors are true and correct and you should not place undue reliance on the experience and qualification of our management included in this Draft Letter of Offer.

**13. *Our Company has entered into certain related party transactions and may continue to do so in the future.***

Our Company has entered into related party transactions with our Promoters, Directors, and their relatives in the past. While our Company believes that all such transactions have been conducted on the arms length basis and as per the requirements of Companies Act, 2013, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation.

**14. *In the event that any of our contingent liabilities materialise, our financial condition, results of operations and cash flows may be adversely affected.***

As of March 31, 2022 and March 31, 2021 our aggregate contingent liabilities amounted to ₹ 180.5 lacs. We cannot assure you that these contingent liabilities shall not become established as liabilities. In the event any of these contingent liabilities become established as liabilities, it may have an adverse effect on our financial condition and results of operations. Further, there can be no assurance that we shall not incur similar or increased levels of contingent liabilities in the future. For further details, see also “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 57.

**15. *We may not be able to generate profits at the same rate of return that we earned from our historical projects.***

The profits that we generate from our projects may not be utilised in our business at or above the rate of return that we earn from these projects and we may not utilise capital in the most efficient manner. For example, there may be periods during which we may deposit funds in fixed deposits or other short term investments that generate low post-tax returns. We may also invest in mutual funds which are exposed to market and credit risks and may not generate rates of return above the rates of return we earn on our other investments, or at all, or such investments may result in losses. Our failure to generate rates of return on our capital equal to or above the rate of return we earn on our projects may decrease our return on net worth and capital employed, which may in turn adversely affect our business prospects, financial condition and results of operation.

**16. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

We are in the food business. Our future ability to pay dividends will depend on the earnings, financial condition and capital requirements of our Company. Dividends distributed by us will attract tax at rates applicable from time to time. We cannot assure you that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all.

**17. *We are a listed company and are required to comply with rules and regulations imposed by the Stock Exchanges and SEBI with respect to continuous listing and the Companies Act. Any failure to comply with such rules and regulations or any wrong disclosure made to the Stock Exchange or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.***

As a listed company, we are required to comply with certain conditions for continuous listing under the SEBI Listing Regulations and other rules and regulations imposed by SEBI, which require us to make certain periodic disclosures, including disclosures about any material events or occurrences with respect to our Company, disclosure of our financial statements and disclosure of our updated shareholding pattern. Any failure to comply with these continuous disclosure requirements or any wrongful disclosure made by us to the Stock Exchange or any other statutory authority may lead to penalties being imposed on us.

We believe, we are in compliance with rules and regulations imposed by the BSE and SEBI with respect to continuous listing, any failure to comply with such rules and regulations or any wrong disclosure/ Non filing to the BSE or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.

**18. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by a public financial institution or a scheduled commercial bank and our management will have broad discretion over utilization of the Net Proceeds.***

Our Company proposes to utilize the Net Proceeds to fulfill working capital and for general corporate purposes. Our proposed deployment of Net Proceeds has not been appraised by a public financial institution or a scheduled commercial bank and is based on management estimates. Our management will have broad discretion to use the Net Proceeds. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We cannot assure you that use of the Net Proceeds to meet our future capital requirements, fund our growth and for other purposes identified by our management would result in actual growth of our business, increased profitability or an increase in the value of our business.

**19. *The deployment of funds is entirely at our discretion and as per the details mentioned in the chapter titled “Objects of the Issue”.***

As the Issue size is not more than ₹10,000 lakhs, under Regulation 82 of the SEBI ICDR Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilization of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilization of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoters shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same.

**20. *The price of the Equity Shares may be highly volatile after the Issue.***

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Issue as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

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

Our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

**22. *The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.***

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control: volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;

- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- significant developments in India's economic liberalisation and deregulation policies;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

Indian stock exchanges, including the Stock Exchanges, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

**23. *Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

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

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

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

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ

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

- 26. *You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.***

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

- 27. *There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchange until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

- 28. *Non-receipt of complete Call Money may have an impact of a consequential shortfall in Net Proceeds.***

The Call(s) shall be deemed to have been made at the time when the resolution authorising such Call is passed at the meeting of our Board. The Call(s) may be revoked or postponed at the discretion of our Board, from time to time. Our Company, at its sole discretion, may send one or more reminders for the Call(s) as it deems fit, and if it does not receive the Call Money as per the timelines stipulated, it would forfeit the Application Money. Non-receipt of complete Call Money and a consequential forfeiture of the Application Money may lead to a shortfall in the Net Proceeds, which may have to be met out of internal accruals and may impact our business and our growth plans. For details, see 'Objects of the Issue' on page 29.

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

Under the Companies Act, 2013, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

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

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

## **EXTERNAL RISK FACTORS**

- 31. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax ("GST") regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or

onerous requirements or regulations resulting from the amendment of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2021 and the Ministry of Finance has notified the Finance Act, 2021 ("Finance Act") on March 28, 2021, pursuant to assent received from the President, and the Finance Act will come into operation with effect from July 1, 2020. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. 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. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, a draft of the Personal Data Protection Bill, 2019 ("Bill") has been introduced before the Lok Sabha on December 11, 2019, which is currently being referred to a joint parliamentary committee by the Parliament. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

**32. *Foreign investors are subject to foreign investment restrictions under Indian law.***

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

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

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

**34. *The ability of Indian companies to raise foreign capital may be constrained by Indian law.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

**35. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

**36. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance of our business. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence and spending. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

**37. *Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.***



India has experienced natural calamities such as earthquakes, tsunamis, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

**38. *Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well as the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

**39. *A slowdown in economic growth in India could cause our business to suffer.***

Our results of operations and financial condition are dependent on, and have been adversely affected by, conditions in financial markets in the global economy and, particularly in India. The Indian economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, business corruption, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, inflation, commodity and energy prices and various other factor Any slowdown in the Indian economy may adversely affect our business, financial condition, results of operations and the price of our Equity Shares.

**40. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the draft letter of offer.***

While facts and other statistics in the draft letter of offer relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "Industry Overview" beginning on page 36 of this draft letter of offer. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

## SECTION IV – INTRODUCTION

### THE ISSUE

This Issue has been authorised by way of a resolution passed by our Board of Directors on 10<sup>th</sup> October, 2023, in pursuance of Section 62(1)(a) of the Companies Act, 2013.

The following is a summary of the Issue, which should be read in conjunction with, and is qualified in its entirety by, more detailed information in the section titled “*Terms of the Issue*” beginning on page 70 of this Draft Letter of Offer.

<b>Equity Shares outstanding prior to the Issue</b>	48,48,386 Equity Shares
<b>Rights Equity Shares offered in the Issue*</b>	[●] Rights Equity Shares
<b>Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement)</b>	[●] Equity Shares
<b>Rights Entitlement</b>	[●] Equity Shares for every [●] Equity Shares held on the Record Date
<b>Record Date</b>	[●], 2024
<b>Face Value per Equity Share</b>	₹10.00/- (Rupees Ten Only) each
<b>Issue Price per Equity Share</b>	<p>₹ [●]/- (Rupees [●] Only) including a premium of ₹ [●]/- (Rupees [●] Only) per Rights Equity Share</p> <ul style="list-style-type: none"> <li>On Application, Investor have to pay [●]% of the Issue Price.</li> <li>On First Call, Investor have to pay [●]% of the Issue Price</li> </ul>
<b>Issue Size</b>	<p>Upto Rs. 4,000 Lakhs**</p> <p>** Assuming full Subscription</p>
<b>Terms of the Issue</b>	Please refer to the section titled “ <i>Terms of the Issue</i> ” beginning on page 70 of this Draft Letter of Offer
<b>Use of Issue Proceeds</b>	Please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on page 29 of this Draft Letter of Offer
<b>Security Code/ Scrip Details<sup>#</sup></b>	<p><b>ISIN:</b> INE547C01018</p> <p><b>BSE Scrip Code:</b> SPECFOOD</p> <p><b>ISIN for Rights Entitlements:</b> [●]</p>

\* For Rights Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 1 Equity Shares or is not in multiples of 1, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of One additional Rights Equity Share each, if such Eligible Equity Shareholders have applied for additional Rights Equity Shares over and above their Rights Entitlements.

#Our Company would obtain a separate ISIN for the Rights Equity Shares for each Call, as may be required under applicable law.

#Assuming full subscription and Allotment and receipt of all Call Money with respect to Rights Equity Shares

Amount payable per Rights Issue*	Face Value (₹)	Premium (₹)	Total (₹)
On Application	[●]	[●]	[●]
On First Call <sup>#</sup>	[●]	[●]	[●]

\*For details on the Payment Schedule, please see the chapter titled “*Terms of the Issue*” beginning on page [●].

# To be paid at such time as may be determined by the Board at its sole discretion

## GENERAL INFORMATION

Our Company was originally incorporated as a public limited company on February 07, 1994, under the name and style of “*Spectrum Leasing and Finance Limited*” under the provisions of the Companies Act, 1956, with the Registrar of Companies, Rajasthan, Jaipur and Certificate of Commencement of Business was issued by the Registrar of Companies, Rajasthan, Jaipur on May 13, 1994. The equity shares of our Company were listed on the BSE Limited on September 02, 1996. The Scrip symbol ‘SPECFOOD’ and ISIN ‘INE547C01018’. A Fresh Certificate of Incorporation consequent upon change in name of the Company under the name and style of “*Spectrum Foods Limited*” was issued by the Registrar of Companies, Rajasthan, Jaipur on November 05, 1998 along with Certificate of Registration of Alterations of Objects on November 06, 1998. Further, a fresh Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) was issued by the Registrar of Companies, Rajasthan, Jaipur on February 28, 2013. The Corporate Identification Number of our Company is L15499RJ1994PLC008016.

### REGISTERED OFFICE OF OUR COMPANY

#### SPECTRUM FOODS LIMITED

L-5 B-II, Krishna Marg C-Scheme,

Jaipur 302001, Rajasthan, India

**Tel:** +91141 2379483

**Email:** [salt@suryasalt.com](mailto:salt@suryasalt.com)

**Website:** [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com)

**CIN:** L15499RJ1994PLC008016

**Registration Number:** 15499

### CHANGES IN THE REGISTERED OFFICE

There has been no change in the registered office since incorporation

### ADDRESS OF THE REGISTRAR OF COMPANIES

#### REGISTRAR OF COMPANIES, RAJASTHAN

C/6-7, 1st Floor, Residency Area,

Civil Lines, Jaipur-302001, Rajasthan.

**Tel:** 0141-2981913

**Email:** [roc.jaipur@mca.gov.in](mailto:roc.jaipur@mca.gov.in)

**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### COMPANY SECRETARY AND COMPLIANCE OFFICER

#### Ms. Ankita Sharma

L-5 B-II, Krishna Marg C-Scheme,

Jaipur 302001, Rajasthan, India

**Tel:** +91141 2379483

**Email:** [salt@suryasalt.com](mailto:salt@suryasalt.com)

**Website:** [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com)

### STATUTORY AUDITORS OF OUR COMPANY

#### M/s R.P. Khandelwal & Associates,

Chartered Accountants

**Address:** 103 I Floor, Navjeevan Complex, 29, Station Road, Jaipur-302001 Rajasthan

**Tel No.:** 0141-4911163

**Email:** [ronak7335@rediffmail.com](mailto:ronak7335@rediffmail.com)

**Contact Person:** Mr. Ronak Khandelwal

**Membership No:** 423822

**Firm Registration No:** 001795C

#### ADVISOR TO THE ISSUE

**GYR Capital Advisors Private Limited**

428, Gala Empire, Near JB Tower,  
Drive In Road, Thaltej, Ahmedabad GJ - 380054

**Tel:** +91 87775 64648

**Email:** [info@gyrcapitaladvisors.com](mailto:info@gyrcapitaladvisors.com)

**Website:** [www.gyrcapitaladvisors.com](http://www.gyrcapitaladvisors.com)

**Investor Grievance E-mail:** [compliance@gyrcapitaladvisors.com](mailto:compliance@gyrcapitaladvisors.com)

**Contact Person:** Mohit Baid

**SEBI Registration Number:** INM000012810

#### REGISTRAR TO THE ISSUE

**BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED**

Beetal House, 3rd Floor, 99, Madangir,

Behind Local Shopping Centre

Near Dada Harsukhdas Mandir, New Delhi-62

**Tel:** 011-29961281-83, 011-26051061, 26051064

**Fax:** 011 2996 1284

**Email:** [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

**Website:** [www.beetalfinancial.com](http://www.beetalfinancial.com)

**Investors Grievance E-mail:** [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

**Contact Person:** Mr. Punit Mittal, General Manager

**SEBI Registration Number:** INR000000262

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) ). For details on the ASBA process, see section titled “*Terms of the Issue*” beginning on page 70 of this Draft Letter of Offer.

#### BANKERS TO THE ISSUE / REFUND BANK

[•]

#### BANKERS TO THE COMPANY

**STATE BANK OF INDIA**

SME Branch, Bais Godam

**Tel:** 09513388555

**E-mail:** [sbi.00744@sbi.co.in](mailto:sbi.00744@sbi.co.in)

**Contact Person:** Nitesh Chawla

#### EXPERT

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

Our Company has received a written consent from our Statutory Auditors, M/s R.P. Khandelwal & Associates, to include their name in this Draft Letter of Offer as an ‘expert’, as defined under Section 2 (38) of the Companies Act, 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of the Consolidated Audited Financial Statements and the statement of special tax benefits dated December 19, 2023, included in this Draft Letter of Offer, and such consent has not been withdrawn as on the date of this Draft Letter of Offer.

#### SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

## ISSUE SCHEDULE

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

<b>Last Date for credit of Rights Entitlements</b>	[●]
<b>Issue Opening Date</b>	[●]
<b>Last Date for On Market Renunciation of Rights Entitlements#</b>	[●]
<b>Issue Closing Date*</b>	[●]
<b>Finalization of Basis of Allotment (on or about)</b>	[●]
<b>Date of Allotment (on or about)</b>	[●]
<b>Date of credit (on or about)</b>	[●]
<b>Date of listing (on or about)</b>	[●]

*Note:*

*#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date;*

*\*Our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares who have not provided the details of their demat accounts to our Company or to the Registrar to the Issue, they are required to provide their demat account details to our Company or the Registrar to the Offer not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 (One) day before the Issue Closing Date, i.e., [●].

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before the Issue Closing Date, due to prevailing COVID-19 related conditions. For details on submitting Application Forms, please refer to the section titled “*Terms of the Issue*” beginning on page 70 of this Draft Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar to the Issue at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) after keying in their respective details along with other security control measures implemented there at. For further details, please refer to the paragraph titled see “*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” under the section titled “*Terms of the Issue*” beginning on page 70 of this Draft Letter of Offer.

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

## CREDIT RATING

As this proposed Issue is of Rights Equity Shares, the appointment of a credit rating agency is not required.

## DEBENTURE TRUSTEE

As this proposed Issue is of Rights Equity Shares, the appointment of debenture trustee is not required.

## MONITORING AGENCY

Since the Issue size does not exceed ₹ 100 crore, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulations.

## APPRAISING ENTITY

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

## UNDERWRITING

This Issue is not underwritten, and our Company has not entered into any underwriting arrangement.

## FILING

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores.

Since the size of this Issue falls below this threshold, this Letter of Offer will be filed with the Stock Exchanges and not with

SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

This Letter of Offer is being filed with the Stock Exchanges i.e BSE as per the provisions of the SEBI ICDR Regulations. Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Letter of Offer to the e-mail address: [cfddil@sebi.gov.in](mailto:cfddil@sebi.gov.in).

#### **MINIMUM SUBSCRIPTION**

The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoters and members of our Promoter Group have undertaken to (i) subscribe to the full extent of their respective Rights Entitlements, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR; and (ii) have also confirmed that they shall not renounce their Rights Entitlements except to the extent of renunciation within the promoter or members of promoter group.

In accordance with Regulation 86 of SEBI (ICDR) Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under “*Terms of the Issue*” on page 70 of this Draft Letter of Offer.

## CAPITAL STRUCTURE

The capital structure of our Company and related information as on date of this Draft Letter of Offer, prior to and after the proposed Issue, is set forth below:

(In ₹ Lacs, except share data)

Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
<b>Authorized Equity Share capital</b>		
2,50,00,000 (Two Crore Fifty Lakh Only) Equity Shares of Rs.10 each.	2500.00	-
<b>Issued, subscribed and paid-up Equity Share capital before this Issue</b>		
48,48,386 (Forty Eight Lacs Forty Eight Thousand Three Hundred and Eighty Six Only) Equity Shares of Rs.10 each.	484.83	-
<b>Present Issue in terms of this Draft Letter of Offer<sup>(a)</sup> (b)</b>		
[●] ([●]) Issue of Equity Shares, each at a premium of ₹ [●]/- (Rupees [●] Only) per Equity Share, at an Issue Price of ₹[●]/- (Rupees [●] Only) per Equity Share	[●]	[●]
<b>Issued, subscribed and paid-up Equity Share capital after the Issue</b>		
[●] ([●]) Equity Shares of Rs.10 each.	[●]	
<b>Subscribed and paid-up Equity Share capital</b>		
[●] ([●]) fully paid-up Equity Shares	[●]	
[●] ([●]) partly paid-up Equity Shares	[●]	
<b>Securities premium account</b>		
Before the Issue (as on September 30, 2023)	15,738,287	
After the Issue <sup>(c)</sup>	[●]	

(a) The present Issue has been authorized by our Board of Directors pursuant to the resolution passed in their meeting conducted on 10<sup>th</sup> October, 2023.

(b) Assuming full subscription for allotment of Rights Equity Shares.

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

### NOTES TO THE CAPITAL STRUCTURE

#### 1.Details of outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares

As on the date of this Draft Letter of Offer, our Company does not have any warrants, outstanding instruments or securities which are convertible which are convertible into Equity Shares.

#### 2.Details of Equity Shares held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such Equity Shares

The details of the Equity Shares held by our Promoters and members of our Promoter Group, including details of Equity Shares which are locked-in, pledged or encumbered can be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/spectrum-foods-ltd/specfood/531982/shareholding-pattern/>

#### 3.Details of Equity Shares acquired by the promoters and promoter group in the last one year prior to the filing of this Draft Letter of Offer

Our Promoter of the Company has not acquired any Equity Shares in the last one year prior to the filing of this Draft Letter of Offer.

#### 4.Intention and participation by the promoter and promoter group

The Promoters and Promoter Group of our Company through their letter dated December 15<sup>th</sup>, 2023, have confirmed that they shall (i) subscribe to their Rights Entitlements in the Issue or renounce a portion of their Rights Entitlements in favour of the other Promoters or member(s) of our Promoter Group and (ii) subscribe to additional Rights Equity Shares including subscribing to any unsubscribed portion in the Issue, if any, or subscription pursuant to Rights Entitlement acquired through renunciation, either individually or jointly and/ or severally with the Promoter(s) or any other members of the Promoter Group, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SEBI Takeover Regulations and other applicable laws/ regulations. The acquisition of Rights Equity Shares by our Promoters and our Promoter Group, over and above its Rights Entitlements, as applicable, or subscription to the unsubscribed portion of this Issue, shall not result in a change of control of the management of

our Company. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under the Applicable Law.

5. The ex-rights price of the Equity Shares as per Regulation 10(4)(b) of SEBI SAST Regulations is ₹ [●]/-.

#### **6. Shareholding Pattern of our company**

- (a) The details of the shareholding pattern of our Company as on September 30, 2023 can be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/spectrum-foods-ltd/specfood/531982/shareholding-pattern/>
- (b) The details of shareholders of our Company holding 1% or more of the paid-up capital as on September 30, 2023 can be accessed on the website of BSE at <https://www.bseindia.com/corporates/shpdrPercent.aspx?scripcd=531982&qtrid=119.00&CompName=SPECTRUM%20FOODS%20LTD.&QtrName=September%202023&Type=TM>

7. At any given time, there shall be only one denomination of the Equity Shares of our Company.

All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on date of this Draft Letter of Offer. Further, the Rights Equity Shares allotted pursuant to the Issue, shall be partly paid up.



## OBJECTS OF THE ISSUE

Our Company proposes to utilize the Net Proceeds to:

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

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

### ISSUE PROCEEDS

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

(₹ in Lacs)	
Particulars	Amount
Gross Proceeds from the Issue <sup>#</sup>	4000.00
Less: Estimated Issue related Expenses	100.00
<b>Net Proceeds from the Issue*</b>	<b>3900.00</b>

<sup>#</sup> Assuming full subscription and Allotment;

<sup>\*</sup> The Issue size will not exceed ₹ 4000 Lacs. If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.

### REQUIREMENT OF FUNDS AND UTILISATION OF NET PROCEEDS

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

(₹ in Lacs)		
Sr. No.	Particulars	Amount
1.	To augment the existing and incremental working capital requirement of our company	2964.00
2.	General Corporate Purposes <sup>#</sup>	936.00
	<b>Total Net Proceeds*</b>	<b>3900.00</b>

<sup>#</sup> The amount to be utilized for General corporate purposes will not exceed 25.00% of the Gross Proceeds;

<sup>\*</sup> To be determined on finalization and updated in the Letter of Offer at the time of filing with the BSE.

### UTILIZATION OF NET PROCEEDS AND SCHEDULE OF IMPLEMENTATION

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

(₹ in Lacs)

Sr. No.	Particulars	Amount to be deployed from Net Proceeds	Estimated deployment of Net Proceeds for the Financial Year ending March 31, 2024	Estimated deployment of Net Proceeds for the Financial Year ending March 31, 2025
1.	To augment the existing and incremental working capital requirement of our company	2964.00	0	2964.00
2.	General Corporate Purposes <sup>#</sup>	936.00	0	936.00
	<b>Total Net Proceeds*</b>	<b>3900.00</b>	<b>0</b>	<b>3900.00</b>

<sup>#</sup> The amount to be utilized for General corporate purposes will not exceed 25.00% of the Gross Proceeds;

<sup>\*</sup> Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

The above fund requirements are based on our current business plan, management estimates and have not been appraised by any bank or financial institution. Our Company's funding requirements and deployment schedule are subject to revision in the future at the discretion of our Board and will not be subject to monitoring by any independent agency. In view of the competitive environment of the industry in which we operate, we may have to revise our business plan from time to time and consequently, our funding requirements may also change. Our historical funding requirements may not be reflective of our future funding plans. We may have to revise our funding requirements, and deployment from time to time on account of various factors such as economic and business conditions, increased competition and other external factors which may not be within our control. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. Further, in case the Net Proceeds are not completely utilized in a scheduled Fiscal Year due to any reason, the same would be utilised (in part or full) in the next Fiscal Year/ subsequent period as may be determined by our Company, in accordance with applicable law. For further details, please see the section titled "Risk Factors" beginning on page 14 of this Draft Letter of Offer.

In case of any increase in the actual utilisation of funds earmarked for any of the Objects of the Issue or a shortfall in raising

requisite capital from the Net Proceeds, such additional funds for a particular activity will be met through means available to us, including by way of incremental debt and/or internal accruals. If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for future growth opportunities including funding other existing Objects, if required and will be used towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purpose will not exceed 25% of the Gross Proceeds from the Issue in accordance with applicable law.

## MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75.00% of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue.

## DETAILS OF THE OBJECTS OF THE ISSUE

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

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

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

The details of estimation of Working Capital Requirement (on consolidated basis), is as under:

(₹ in Lacs)

Particulars	March 31, 2022	March 31, 2023 (Audited)	September 30, 2023 (Unaudited)	March 31, 2024 (Estimated)	March 31, 2025 (Projected)
<b>Current Assets</b>					
Inventories	317.77	192.35	198.56	178.30	1176.13
Trade Receivables	202.10	127.12	294.79	339.01	1009.36
Cash and Cash Equivalents	4.22	11.93	10.44	13.24	1064.56
Short-term loans and advances	81.83	2.45	-	31.76	41.29
Other Current Assets	--	--	37.27		517.17
<b>Total Current Assets (1)</b>	<b>605.92</b>	<b>333.85</b>	<b>541.06</b>	<b>562.30</b>	<b>3808.51</b>
<b>Current Liabilities</b>					
Short Term Borrowings	27.51	--	--	76.50	91.80
Trade Payables	63.66	584.04	661.33	392.32	686.56
Other Current Liabilities	503.58	513.47	20.96	20.48	27.65
Short Term Provision	9.82	25.75	-	11.88	14.85
<b>Total Current Liabilities (2)</b>	<b>604.57</b>	<b>1123.26</b>	<b>682.29</b>	<b>501.19</b>	<b>820.87</b>
<b>Working Capital (1-2)</b>	<b>1.35</b>	<b>789.41</b>	<b>-141.23</b>	<b>61.11</b>	<b>2987.64</b>
<b>Source of Working Capital</b>					
I) Networth / Internal Accruals	1.35	0	0	61.11	23.64
II) Proceeds from Rights Issue	--	0	0	-	2964.00

The following table set forth the holding period (with days rounded-off to the nearest) considered:

Particulars	March 31, 2022	March 31, 2023	September 30, 2023	March 31, 2024 (Estimated)	March 31, 2025 (Projected)
<b>Inventory</b>	<b>115</b>	<b>150</b>	<b>183</b>	<b>91</b>	<b>177</b>
<b>Debtors</b>	<b>36</b>	<b>38</b>	<b>37</b>	<b>59</b>	<b>85</b>
<b>Creditors</b>	<b>15</b>	<b>92</b>	<b>285</b>	<b>103</b>	<b>59</b>

The working capital projections made by the Company are based on certain key assumptions, as set Out below:

Particulars	Basis of Estimation/Assumption
Inventory	Inventory days are computed from historic standalone financial statements of our Company (consumption of material). For the Financial Year 2022 the inventory holding was 115 days, For Financial Year 2023, the inventory holding was 150 days. Our Company has assumed the holding level of inventory as 91 days for the Financial Year 2024 as well and for the Financial Year 2025 as 177 days
Debtors	Debtor days are computed from historic standalone financial statements of our Company (revenue from operation) and analyzing the trend. For the Financial Year 2022 the debtor holding period was 36 days, For the Financial Year 2023, Debtor holding was 38 days. Our Company has assumed the holding level for the debtor as 59 days of the revenue from operation for the Financial Year 2024 and for the Financial Year 2025 as 85 days
Creditors	Creditor days are computed from historic standalone financial statements of our Company (consumption of material, other expenses and material purchase). For the Financial Year 2022

	the creditors holding period was 15 days, For the Financial Year 2023, the creditors holding was 92. Our Company has assumed the holding level days for the Trade Payables as 103 days of the consumption of material and material purchase for Financial Year 2024 expected to majority of trade payables and for the Financial Year 2025 as 59 days
--	---

## 2. General Corporate Purpose

The remaining Net Proceeds, if any, shall be utilized towards general corporate purposes and the amount to be utilized for general corporate purposes shall not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds. Such utilization towards general corporate purposes shall be to drive our business growth, including, amongst other things including but not limited to funding our growth opportunities, strengthening marketing capabilities and brand building exercises, and strategic initiatives and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals/consents, as applicable.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Board will have flexibility in utilizing surplus amounts, if any.

### EXPENSES FOR THE ISSUE

The Issue related expenses consist of fees payable to the Legal Advisor to the issue, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchange. Our Company will need approximately ₹ [●]/- towards these expenses, a break-up of the same is as follows:

(₹ in Lacs)

Activity	Estimated Expense	% of Estimated Issue Size Expenses	% of Estimated Issue Size
Fees of Registrar to the Issue	[●]	[●]	[●]
Fee to the legal advisor, other professional service providers and statutory fee	[●]	[●]	[●]
Fees payable to regulators, including depositories, Stock Exchanges and SEBI	[●]	[●]	[●]
Statutory Advertising, Marketing, Printing and Distribution	[●]	[●]	[●]
Other expenses (including miscellaneous expenses and stamp duty)	[●]	[●]	[●]
<b>Total estimated Issue expenses*</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\* Subject to finalization of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.

### APPRAISAL OF THE OBJECTS

None of the Objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank or financial institution.

### STRATEGIC AND/ OR FINANCIAL PARTNERS

There are no strategic and financial partners to the objects of the issue.

### BRIDGE FINANCING FACILITIES

Our Company have not raised or availed any bridge financing facilities for meeting the expenses as stated under the Objects of the Issue.

### INTERIM USE OF FUNDS

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or make any such investment as may be allowed by SEBI from time to time.

### MONITORING OF UTILIZATION OF FUNDS

Since the proceeds from this Issue are less than ₹10,000 Lacs, in terms of Regulation 41(1) of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for this Issue. However, as per SEBI (LODR) Regulation, the Board of Directors of the Company would be monitoring the utilization of the proceeds of the Issue. The Company will disclose the utilization of the Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Issue Proceeds in the Financial Statements of the Company for the relevant Financial Years subsequent to receipt of listing and trading approval from the Stock Exchange.

We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in this Draft Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only

until all the Issue Proceeds have been utilized in full. Pursuant to Regulation 32 of the SEBI (LODR) Regulations, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Regulation 32 of the SEBI (LODR) Regulations, the Company shall furnish to the Stock Exchange, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee.

#### **VARIATION IN OBJECTS**

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the '*Postal Ballot Notice*') shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Gujarati, the vernacular language of the jurisdiction where the Registered Office is situated.

#### **KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE**

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

#### **OTHER CONFIRMATIONS**

Except as disclosed above, there are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration our directors, or Key Managerial Personnel.

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

## STATEMENT OF TAX BENEFITS

### Statement of possible special tax benefits available to the Company and its Shareholders

S. No.	Details	Page Number
1.	Statement of Tax Benefits	S-1 to S-3

**STATEMENT OF SPECIAL TAX BENEFITS**

**STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SPECTRUM FOODS LIMITED ("THE COMPANY") AND THE SHAREHOLDERS OF THE COMPANY UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA**

Date: 19<sup>th</sup> December, 2023

To,  
The Board of Directors  
**Spectrum Foods Limited**  
L-5, B-II, Krishna Marg C-Scheme,  
Jaipur, Rajasthan, India, 302001

Dear Sir's,

**Ref: Proposed Rights issue of equity shares of face value of Rs. 10/- each (the "Equity Shares" and such offering, the "Issue") of Spectrum Foods Limited (the "Company") pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018 ("SEBI Regulations") and the Companies Act, 2013, as amended (the 'Act')**

We refer to the proposed Right issue of equity shares of Spectrum Foods Limited ("the Company"). We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 1961, The Central Goods and Services Tax Act, 2017, The Integrated Goods and Services Tax Act, 2017, The State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, Customs Act, 1962 and Foreign Trade Policy 2015 2020, as amended by the Finance Act, 2021, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India for inclusion in the Draft Letter of Offer (collectively referred to as "Offer Documents") for the right issue of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their

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participation in the issue. We are neither Suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

- The Company or its Shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/ would be met;
- There venue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the Draft Letter of Offer for the proposed Right issue of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the Offer document.

### **LIMITATIONS**

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance given that the authorities/courts will concur with the views expressed herein. Our views is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws 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. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who May or may not invest in the proposed issue relying on the statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") ("Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the issue).

Thanking You,  
Yours Faithfully,

**R.P. Khandelwal & Associates**  
Chartered Accountants  
Firm Registration No. 001795C



**CA Ronak Khandelwal**  
Partner  
M. No.: 423822  
UDIN: 23423822BGUCOC1172

103, 1st Floor, Navjeevan Complex, 29, Station Road, JAIPUR-  
Email: ronak7335@rediffmail.com  
Telephone: 0141-4911163, 9602841120 /9314031763



**ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS  
AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS**

**Direct Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 ('the Act'), as amended by Finance Act, 2021 i.e., applicable for Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.

**A. SPECIAL TAX BENEFITS TO THE COMPANY**

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2023-24 onwards, provided the total income of the company is computed without claiming certain specified incentives/ deductions or setoff of losses, depreciation etc, and claiming depreciation determined in the prescribed manner.

In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. The company has represented to us that it has applied section 115BAA for the assessment year 2024-25.

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

**Indirect Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("CST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2015-2020 ("FTP") (collectively referred as "Indirect Tax").

**A. SPECIAL TAX BENEFITS TO THE COMPANY**

There are no special tax benefits available to the Company under GST law.

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax.



## SECTION V – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.*

### GLOBAL ECONOMIC OVERVIEW

The war in Ukraine has triggered a costly humanitarian crisis that, without a swift and peaceful resolution, could become overwhelming. Global growth is expected to slow significantly in 2022, largely as a consequence of the war. A severe double-digit drop in GDP is expected in Ukraine due to fighting. A deep contraction is projected for Russia due to sanctions and European countries' decisions to scale back energy imports. The economic costs of war are expected to spread farther afield through commodity markets, trade, and—to a lesser extent—financial interlinkages. Fuel and food price rises are already having a global impact, with vulnerable populations—particularly in low-income countries—most affected.

The war in Ukraine will amplify economic forces already shaping the global recovery from the pandemic.

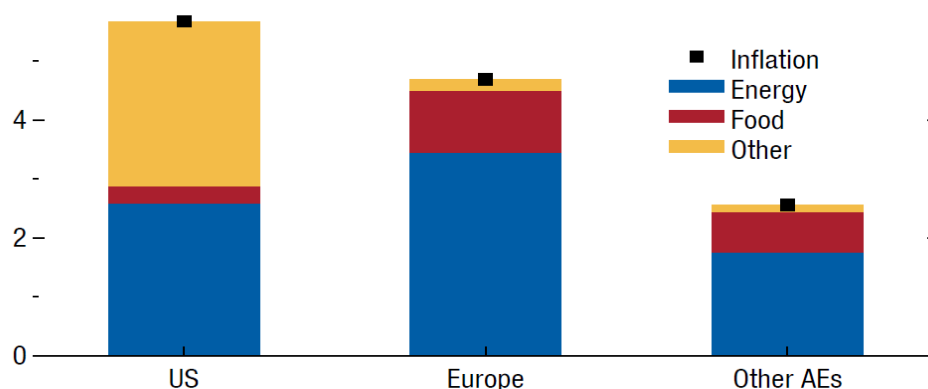
The war has further increased commodity prices and intensified supply disruptions, adding to inflation. Even before Russia invaded Ukraine, broad price pressures had led central banks to tighten monetary policy and indicate increasingly hawkish future stances. As a result, interest rates had risen sharply and asset price volatility had increased since the start of 2022—hitting household and corporate balance sheets, consumption, and investment.

The prospect of higher borrowing costs has also increased the cost of extended fiscal support. These changes are occurring faster than previously expected even as many parts of the global economy—particularly countries with low vaccination rates—must contend with continued strain on health care systems because of the pandemic.

The war has also added to already high uncertainty about the global outlook. Although many countries appear to be moving past the acute phase of the pandemic, new variants could again lead to waves of infection and further disruption. Inflation pressure could strengthen more than anticipated and demand more aggressive policy responses. Tighter financial conditions will shine a harsh spotlight on debt vulnerabilities among sovereign and corporate borrowers, risking widespread debt distress. Moreover, with continued tight policies toward the real estate sector and the possibility of more widespread lockdowns as part of the strict zero-COVID strategy, China's economy could slow more than currently projected—with consequences for Asia and beyond. This could further set back the recovery, particularly in emerging market and developing economies. More limited policy space could compound scarring effects, particularly in emerging market and developing economies, where medium-term baseline output is expected to be close to 6 percent below pre-pandemic projections.

More fundamentally, geopolitical tensions threaten the rules-based frameworks that have governed international economic relations since World War II. Current sanctions imposed with the aim of pressing Russia to end the war are already cutting financial and trade linkages between Russia and other countries, with far-reaching repercussions. Increased global polarization also impedes the cooperation essential for long-term prosperity. This could include derailing the urgent climate change agenda and undermining multilateral efforts to improve debt resolution frameworks, trade integration, and initiatives to avoid future pandemics.

The following graph shows the changes in inflation drivers across the globe due to varying factors from December 2020-21.



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/04/19/world-economic-outlook-april-2022>)

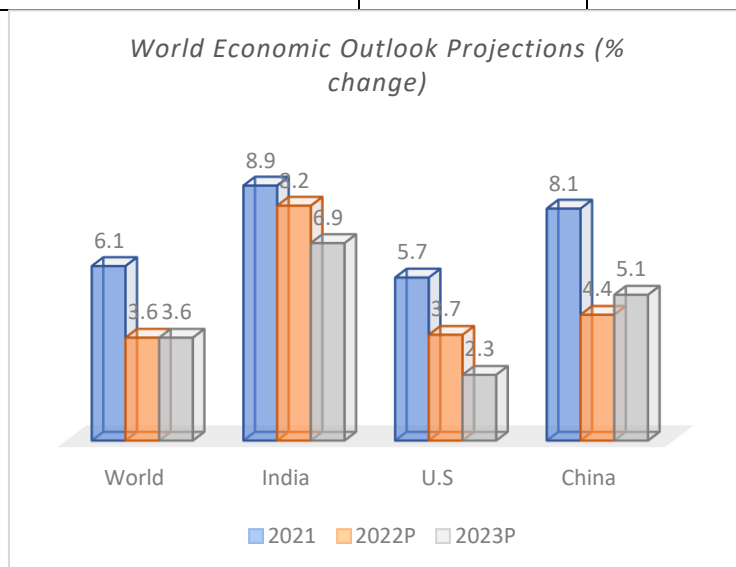
Global growth is projected to slow from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023. This is 0.8 and 0.2 percentage points lower for 2022 and 2023 than projected in January.

Beyond 2023, global growth is forecast to decline to about 3.3 percent over the medium term. War-induced commodity price increases and broadening price pressures have led to 2022 inflation projections of 5.7 percent in advanced economies and 8.7

percent in emerging market and developing economies—1.8 and 2.8 percentage points higher than projected last January. Multilateral efforts to respond to the humanitarian crisis, prevent further economic fragmentation, maintain global liquidity, manage debt distress, tackle climate change, and end the pandemic are essential.

#### World Economic Outlook Projections (% change)

	2021	2022P	2023P
<b>World Output</b>	<b>6.1</b>	<b>3.6</b>	<b>3.6</b>
<b>Advanced Economies</b>	<b>5.2</b>	<b>3.3</b>	<b>2.4</b>
India	8.9	8.2	6.9
U.S	5.7	3.7	2.3
France	7.0	2.9	1.4
Brazil	4.6	0.8	1.4
Russia	4.7	-8.5	-2.3
Japan	1.6	2.4	2.3
U.K	7.4	3.7	1.2
Germany	2.8	2.1	2.7
China	8.1	4.4	5.1
<b>Emerging Market &amp; Developing Economies</b>	<b>6.8</b>	<b>3.8</b>	<b>4.4</b>



(Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/04/19/world-economic-outlook-april-2022>)

### INDIAN ECONOMIC OVERVIEW

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY2021-22.

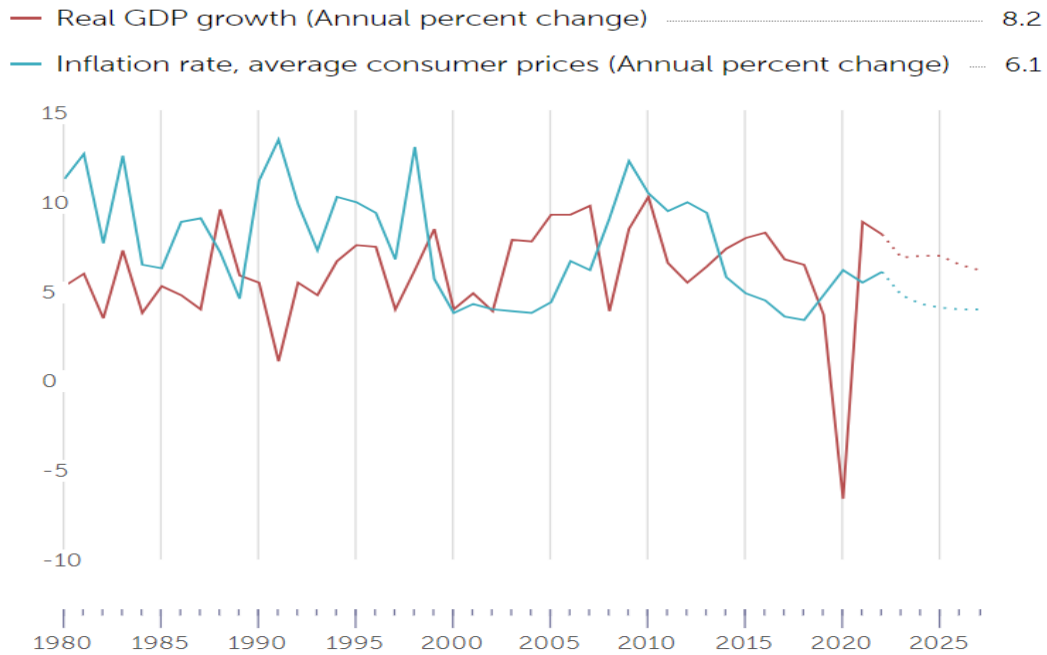
India is the third-largest unicorn base in the world with over 83 unicorns collectively valued at US\$ 277.77 billion, as per the Economic Survey. By 2025, India is expected to have 100 unicorns, which will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'.

India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.

According to data from the Department of Economic Affairs, as of January 28, 2022, foreign exchange reserves in India reached the US\$ 634.287 billion mark.

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

### GDP and Inflation rate in India

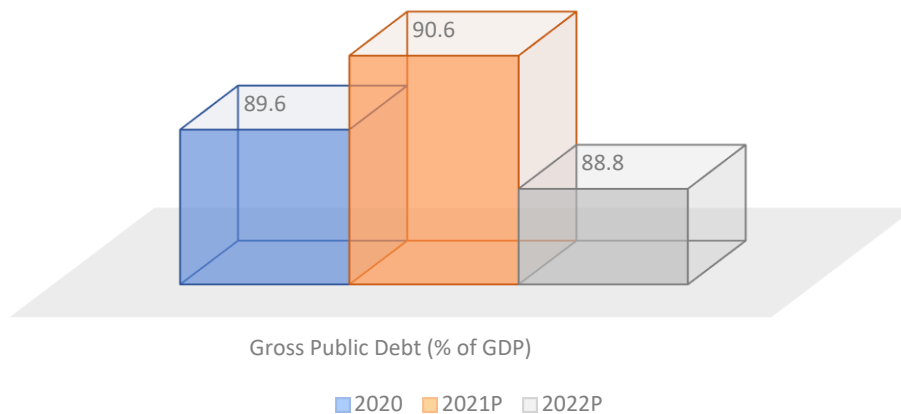
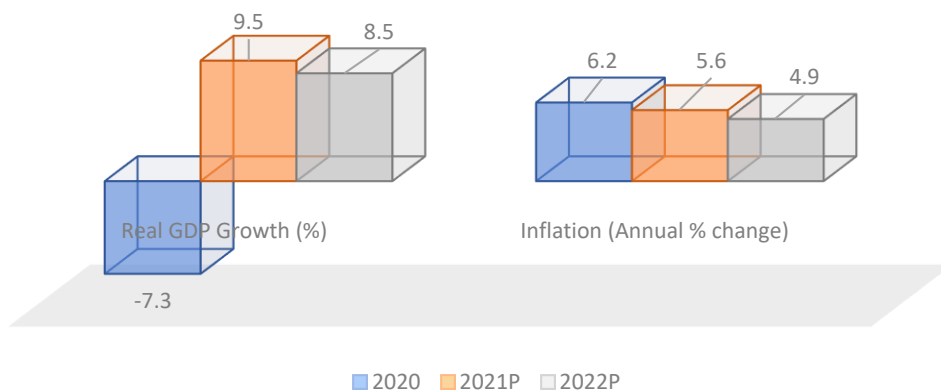


(Source: <https://www.imf.org/en/Countries/IND>)

India's economy is poised for a rebound after enduring a second wave of COVID-19 infections this year that further constrained activity and took a heavy toll on its people.

India's broad range of fiscal, monetary and health responses to the crisis supported its recovery and, along with economic reforms, are helping to mitigate a longer-lasting adverse impact of the crisis.

### India: Economic statistics



(Source: <https://www.imf.org/en/News/Articles/2021/11/02/na111121-indias-economy-to-rebound-as-pandemic-prompts-reforms>)

(Source: <https://www.imf.org/en/Publications/CR/Issues/2021/10/14/India-2021-Article-IV-Consultation-Press-Release-Staff-Report-and-Statement-by-the-492841>)

Following the deadly 'second wave,' growth in FY22 is expected to be nearer to the lower bound of the range of 7.5 to 12.5 percent – still putting India among the fastest growing economies in the world. The pace of vaccination, which is increasing, will determine economic prospects this year and beyond. Successful implementation of agriculture and labor reforms would boost medium-term growth, while weakened household and corporate balance sheets may constrain it. The economic slowdown triggered by the outbreak is believed to have had a significant impact especially on poor and vulnerable households. Recent projections of GDP per capita growth, taking into account the impact of the pandemic, suggest that poverty rates in 2020 have likely reverted to estimated levels in 2016.

The informal sector, where the vast majority of India's labor force is employed, has been particularly affected. As in most countries, the pandemic has exacerbated vulnerabilities for traditionally excluded groups, such as youth, women, and migrants. Labor market indicators suggest that urban households are now more vulnerable to fall into poverty than they were before the onset of the pandemic.

The response of the government to the COVID-19 outbreak has been swift and comprehensive. A national lockdown to contain the health emergency was complemented by a comprehensive policy package to mitigate the impact on the poorest households (through various social protection measures) as well as on small and medium enterprises (through enhanced liquidity and financial support).

To build back better, it will be essential for India to stay focused on reducing inequality, even as it implements growth-oriented reforms to get the economy back on track. The World Bank is partnering with the government in this effort by helping strengthen policies, institutions, and investments to create a better future for the country and the people through green, resilient and inclusive development.

In response to the COVID-19 shock, the government and the Reserve Bank of India took several monetary and fiscal policy measures to support vulnerable firms and households, expand service delivery (with increased spending on health and social protection) and cushion the impact of the crisis on the economy. Thanks in part to these proactive measures, the economy is expected to rebound.

(Source: <https://www.worldbank.org/en/country/india/overview#1>)

In 2022-23, India's GDP is expected to rise by 8.0-8.5%, owing to broad vaccine coverage, gains from supply-side reforms and regulatory ease, healthy export growth, and the availability of fiscal space to ramp up capital spending. The trajectory set for India's economy by the previous year's budget has been reinforced in Budget 2022-23. A lot of private investments taking place and consumption levels are rising as a result of increased employment. Capex generated by the government will also encourage private investment. The Production Linked Incentive (PLI) schemes in 14 sectors will further encourage private investment in order to boost export growth and allow for feasible import substitution in the country. The growth forecast for 2022-23 is based on the premise that there will be no further devastating pandemic-related economic disruption, that the monsoon will be expected, and that major central banks will withdraw global money in a relatively orderly manner.

Despite the third wave of COVID-19, overall economic activity remained stable, indicating that India has learned to cope with virus-related restrictions. Several high frequency indicators, such as electricity consumption, PMI manufacturing, exports, and e-way bill creation, reflect this. The economy's confidence has been bolstered even more by the rapid pace of immunisation. In addition, the Union Budget commitment to asset creation (public infrastructure development) in 2022-23 will re-energize the virtuous cycle of investment and crowd in private investment with huge multiplier effects, boosting inclusive and sustainable growth. Consumption will rise up once the uncertainty and worry caused by the Covid-19 virus has passed, and the demand rebound will allow the private sector to step in with investments to boost production to satisfy the rising demand. This scenario should play out for the Indian economy in 2022-23, barring geopolitical and economic surprises.

The geo-political tension triggered by the conflict between Russia and Ukraine since 24th February, 2022 has not ceased. The economic fallout of the crisis is only gradually unfolding. It may be accentuating some of the trends already underway such as global food shortages. The dated Brent Crude oil price, which forms the bulk of Indian crude oil basket has hovered around USD 105-106 / bbl since 1st of April, after having risen above USD 135 in the first/second week of March from around USD 95 just before the crisis. The Government is exploring all viable options, including import diversification, to procure crude at an affordable price. Affordability is desired as even the present level of international crude price, should it persist for a long time, may come in the way of India achieving a real economic growth rate north of 8 per cent in FY23. Be that as it may, India's economy, having swiftly recovered in 2021-22, after the pandemic induced contraction, may prove resilient owing to government's thrust on capital expenditure and improved corporate sector's financial health.

Real GDP of India increased by 8.4% YoY in Q2 of FY 22, recovering more than 100% of pre-pandemic output in the equivalent quarter of FY 20. India is one of the few countries to have grown for four consecutive quarters in Covid-19 (Q3, Q4 of FY21 and Q1, Q2 of FY22), demonstrating the economy's resiliency.

The recovery was fuelled by a resurgence in the services sector, a complete recovery in manufacturing, and continued expansion in the agriculture sector. In addition to successful pandemic management and signalling impact of promised measures, recovery was aided by a quick increase in vaccine coverage from 32% of the adult population at the end of Q1 to 75% at the end of Q2 of FY 22. According to the latest GDP estimates issued by the NSO, the Indian economy increased by 8.4% YoY in Q2 of FY 22, after growing by 20.1% YoY the previous quarter.

Industry has also been showing robust growth, particularly in the second -half of 2021-22. The combined Index of Eight Core Industries registered a YoY growth of 5.8 per cent in February 2022, highest in the last four months following an increase in output of natural gas, coal, refinery products among others. PMI manufacturing has stayed in the expansionary zone continuously for nine months contributing much to the recovery in 2021-22. Credit to industry has also seen a boisterous growth with loan growth to large corporates finally turning positive towards end of 2021-22.

(Source: <https://www.ibef.org/economy/monthly-economic-report>)

#### Action against Covid-19 – India

India has been successfully running world's second largest vaccination programme administering, as on 31st March 2022, more than 184 crore doses of vaccine. Around 91 crore of adults have received at least one dose, of which 79 crore are now fully vaccinated. The coverage of adolescents aged between 15-18 years stands at 76 per cent. In numbers, 5.7 crore adolescents have received at least one dose of which 3.8 crore are fully vaccinated, equivalent to 51 per cent of their population.

From 16th March 2022, vaccination drive has been extended to cover the adolescent population in the age group of 12-14 years. As of 31st March 2022, 1.7 crore doses have been administered to this age group. Additionally, India has also expanded its booster dose programme by removing a restriction related to comorbidities. About 2.3 crore precautionary doses have been administered to healthcare, front line workers and people aged above 60 years.

Steady fall in new COVID-19 cases and the consequent withdrawal of restrictions across states continue to strengthen the economic activity. Daily cases further abated to less than 1400 in March, reaching about one-eighth of what it was in February. The daily recoveries continue to outnumber daily new cases pushing up the recovery rate to 98.7 per cent. As on 31st March, 2022 India had less than 26 thousand active cases – down from a peak of 22.0 Lac cases on 27th Jan 2022. Delhi and Maharashtra have now made masks optional to wear reflecting their belief that the pandemic is under control. The hope is that any new variant such as Omicron XE would not pose a serious threat to the economic recovery.

In view of the controlled pandemic situation, mobility continues to expand above prepandemic levels by 7.5 per cent in March compared to 3.3 per cent in February. Average daily E-toll count increased to 87.2 Lac in March 2022 registering a growth of 40 per cent on year on year (y-o-y) basis. While average E-toll collection expanded by 32.8 per cent on y-o-y basis to ₹132.0 crore in March 2022. During 2021-22, average daily E-toll collection increased by 64 per cent while average daily E-toll count higher by 81 per cent compared to previous year.

### INDIAN SPICE INDUSTRY

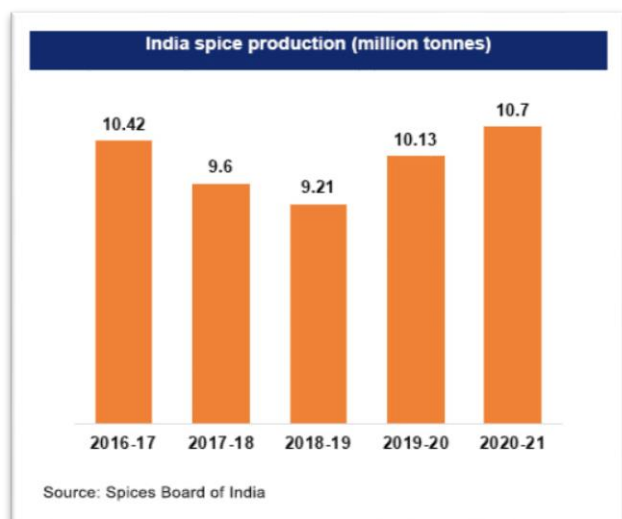
#### Overview

India is the world's largest spice producer. It is also the largest consumer and exporter of spices. The production of different spices has been growing rapidly over the last few years. Production in 2021-22 stood at 10.88 million tonnes. During 2020-21, the export of spices reached an all-time high both in terms of value and volume by registering a growth of 17% in US\$ value terms and 30% in volume terms.

During 2021-22, the single largest spice exported from India was chili followed by spice oils and oleoresins, mint products, cumin, and turmeric.

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

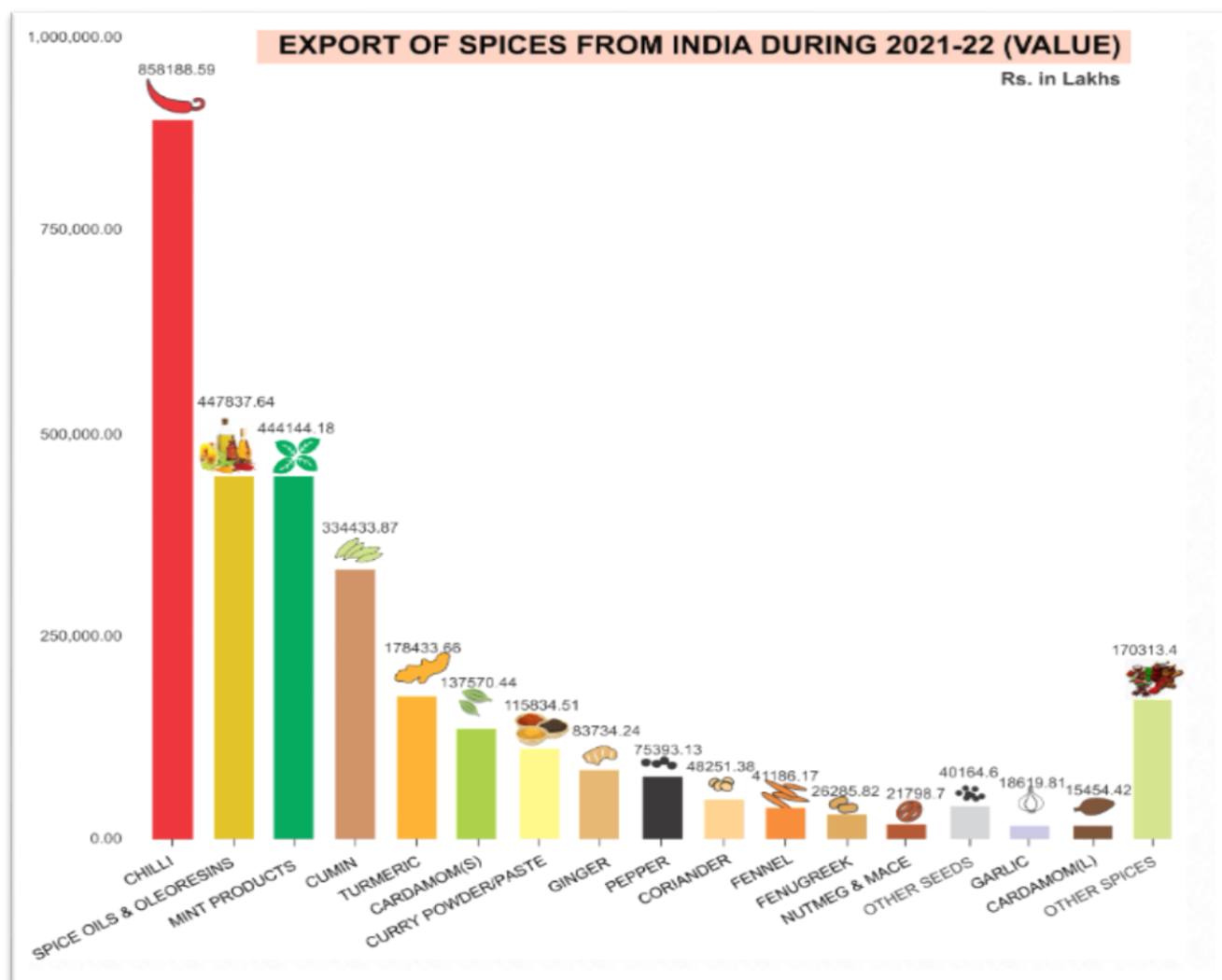
The largest spices-producing states in India are Madhya Pradesh, Rajasthan, Gujarat, Andhra Pradesh, Telangana, Karnataka, Maharashtra, Assam, Orissa, Uttar Pradesh, West Bengal, Tamil Nadu, and Kerala.





## Export Market

India is the largest exporter of spice and spice items. For the year 2021-22, the country exported spices worth US\$4,102.29 million.



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

In September 2022, the exports of spices from India increased by 6.62% to US\$ 330.46 million. In 2021-22, India exported 1.53 million tonnes of spices. From 2017-18 to 2021-22, the total exported quantity from India grew at a CAGR of 10.47%.

For FY22, total volumes of chili, cumin, turmeric, and ginger exports were 0.55, 0.21, 0.15, and 0.14 million tonnes.

During 2020-21, the export of chili, ginger, cardamom (small & large), coriander, turmeric, celery, cumin, fennel, fenugreek, other seeds such as ajwain seed, mustard, aniseed, nutmeg & mace; other spices such as asafetida, tamarind, etc., expanded both in value and volume as compared to 2019-20. Even the export of value-added products such as spice oils & oleoresins grew both in terms of value and volume; the export of curry powder/paste increased in terms of value and the export of mint products increased in terms of volume.

## Major Export Destinations

India exported spices and spice products to 180 destinations worldwide in 2020-21. The top destinations among them were China, the USA, Bangladesh, Thailand, the UAE, Sri Lanka, Malaysia, the UK, Indonesia, and Germany. These nine destinations comprised more than 70 percent of the total export earnings in 2020-21.

Spices worth Rs. 6,27,155.48 lakhs (US\$ 791.5 million) were exported to China in 2020-21 which constituted 23% of the overall value exported. USA imported spices worth Rs. 4,65,000.00 lakhs (US\$ 586.8 million) in 2020-21, constituting 17% of the total exported value from India. Bangladesh imported spices worth Rs. 2,51,280.47 lakhs (US\$ 317.1 million) from the country during the above period and it comprised 9% of the total exported value from India. UAE exported spices worth Rs. 1,65,298.53 lakhs (US\$ 208.6 million) from India in 2020-21 which is 6% of the total value exported.

Chilli was the most exported spice from India. During 2021-22, China imported Rs. 3,144 crores (US\$ 396.9 million) of chili in 2020-21. During the same period, China imported cumin worth Rs. 1,397.4 crores (US\$ 176.4 crores). Mint products imported by China during the same period stood at Rs. 1,779.6 crores (US\$ 227.2 million).

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

## **Government Initiatives & Recent Developments in the Spice Industry**

### **Export Development and Promotion of Spices**

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

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

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

### **Spice Complex Sikkim**

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

*(Source: ibef.org)*

## OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft letter of offer, including the information contained in the section titled 'Risk Factors', beginning on page no. 18 of this Draft Letter of Offer.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors' and the chapters titled 'Financial Statement' and 'Management Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page no. 18, 54 and 101 respectively, of this Draft Letter of Offer.

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Letter of Offer, all references to "we", "us", "our" and "our Company" are to Spectrum Foods Limited and Group Entities as the case may be.

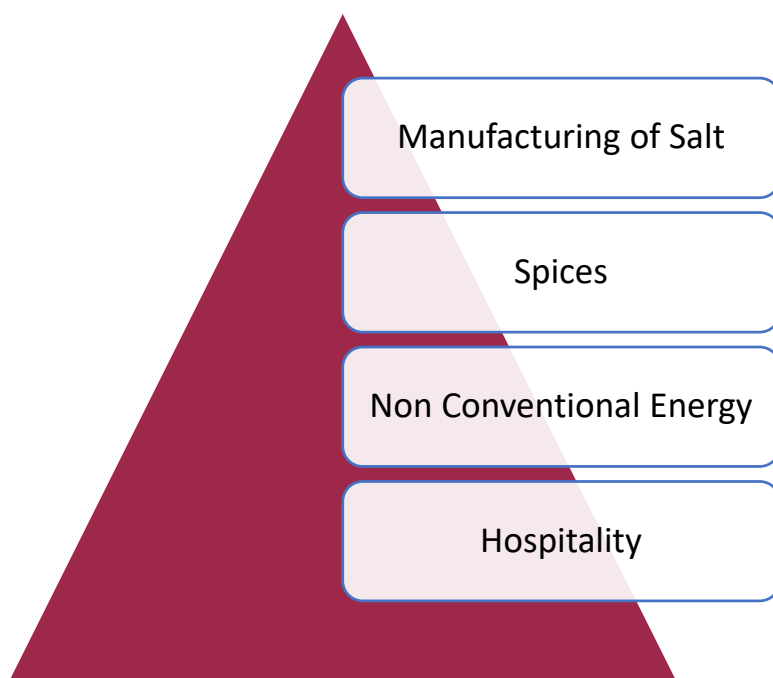
### OVERVIEW

Spectrum Foods Ltd – a stalwart of innovation since 1994. Ranging from Salt Refinery to B2B excellence, our enduring commitment extends to renewable energy and hospitality, setting unwavering standards of quality.

Since 1994, our unwavering commitment to innovation and industry leadership began with an ambitious goal: establishing North India's largest Salt Refinery. Today, as a premier B2B Salt and Spices Manufacturer, we continue setting benchmarks for excellence. Our dedication to sustainability is evident through a 400kWh captive solar power plant and a 1.5 MW Suzlon Windmill in M.P. with 25 years long term PPA at most attractive rates. Furthermore, our journey expands into impactful hospitality projects.

Spectrum Foods Limited was incorporated on February 7, 1994 with the express object to refine salt to a very high degree of purity. The sophisticated Principles of chemical engineering used by the Company are the same as favoured by the leading Salt Refineries.

The Business activities our company are as follows:



#### 1. Salt:

Spectrum Foods Limited is a Company located in Phalodi, Western Rajasthan bordering Haryana and Punjab. Our plant is strategically located to supply salt to Industrial hub in Baddi and Rajpura.

Baddi in Himachal Pradesh and Rajpura in Ludhiana, Punjab are going to be major industries hub for Detergent, Textile and Dying Industry and SFL salt refinery is strategically located to take advantage of these markets and enjoy the first move benefit.

With an impressive manufacturing capacity of 200,000 MT/YR, Spectrum Foods Limited has emerged as a beacon of quality and reliability in producing high-purity salt.

Nestled in Phalodi, Rajasthan, our cutting-edge manufacturing facilities grant us a strategic advantage, reducing transport costs for businesses sourcing from North India, including regions like Jammu & Kashmir.

Distinguished by our gallantry setup, SFL leads the charge in producing Industrial grade salt, available in convenient 50 kg and 1000 kg Jumbo Bags. Our automated loading systems ensure seamless transitions from salt packaging to truck loading, offering unmatched efficiency.

We are the chosen partner for industry leaders across chemicals manufacturing, power generation, and textile dyeing, showcasing our ability to cater to diverse requirements.



Salt has a long and influential role in world history. From the dawn of civilisation, salt has been a key factor in economic, religious, social and political development. In every part of the world, salt has been the subject of superstition, folklore and warfare, it has been used as currency.

Our salt is divided into 3 (three) categories:

#### **Table Salt**

Table Salt is suitable for use at the table in cooking. Our Salts are Free Flowing and do not contain any harmful anticaking agents which are present in all other brands of free-flowing salt.

Specification:

Characteristic	Test results
Moisture, % by mass	0.092 %
Water Insoluble, % by mass	0.098 %
Acid Insoluble, % by mass	----
Chloride Content (as NaCl), % by mass	99.10 %
Calcium (as Ca), % by mass	0.32 %
Magnesium (as Mg), % by mass	0.044 %
Sulphate (as SO <sub>4</sub> ), % by mass	0.281 %
Alkalinity (as Na <sub>2</sub> CO <sub>3</sub> ), % by mass	0.140 %
Iron (as Fe), ppm	Nil
Iodine Content (as I), PPM	30 PPM
Practical Size (a) 24 Mesh	+ 2 %

#### **Industrial Salt**

Spectrum Foods Ltd manufactures salt for a variety of industries ranging from salt for textile and dyeing industries to salt for cattle feed industry to micro fine salt for popcorn and noodles industry. We also manufacture triple refined free-flow Industrial Salt for Detergents & Textile Industries, Substitute for Globar Salt etc.

Industrial Salt is divided into three categories:

- Low Hardness Salt
- Superfine Loose Salt
- Industrial Loose Salt

#### **Specification of Low Hardness Salt:**

Characteristic	Test Results
Chloride Content (asNaCl), % by mass	99.10%
Moisture, % by mass	0.110 %
Water Insoluble, % by mass	0.18 %
Acid Insoluble, % by mass	--
Calcium (as Ca), % by mass	0.004 %
Magnesium (as Mg), % by mass	0.009 %
Sulphate (as SO <sub>4</sub> ), % by mass	0.181 %
Alkalinity (as Na <sub>2</sub> CO <sub>3</sub> ), % by mass	0.160 %
Iron (as Fe), ppm	less than 5 PPM
Particle Size (a) 30 Mesh (b) 60 Mesh	+ 6 % +88 %
Hardness	45 PPM

#### **Specification Superfine Loose Salt :**

Characteristic	Test Results
Moisture, % by mass	0.09 %
Water Insoluble, % by mass	0.20 %
Acid Insoluble, % by mass	Nil
Chloride Content (asNaCl), % by mass	99.10 %
Calcium (as Ca), % by mass	0.32 %
Magnesium (as Mg), % by mass	0.044 %
Sulphate (as SO <sub>4</sub> ), % by mass	0.281 %
Alkalinity (as Na <sub>2</sub> CO <sub>3</sub> ), % by mass	0.140 %
Iron (as Fe), PPM	Nil
Iodine Content (as I), PPM	35 PPM
Particle Size (60 Mesh)	+ 5 % max
Hardness	--

**Specification Industrial Loose Salt :**

Characteristic	Test Results
Moisture, % by mass	0.1 %
Water Insoluble, % by mass	0.11 %
Acid Insoluble, % by mass	Nil
Chloride Content (as NaCl), % by mass	99.30 %
Calcium (as Ca), % by mass	0.004 %
Magnesium (as Mg), % by mass	0.005 %
Sulphate (as SO <sub>4</sub> ), % by mass	0.200 %
Alkalinity (as Na <sub>2</sub> CO <sub>3</sub> ), % by mass	0.070 %
Iron (as Fe), PPM	less than 5ppm
Iodine Content (as I), PPM	35 PPM
Particle Size (30 Mesh)	+ 10 % max.
Hardness	--

**Ice Melter:**

The application of salt causes ice to melt is that a solution of water and dissolved salt has a lower freezing point than pure water. When added to ice, salt first dissolves in the film of liquid water that is always present on the surface, thereby lowering its freezing point below the ice's temperature.

Ice in contact with salty water therefore melts, creating more liquid water, which dissolves more salt, thereby causing more ice to melt, and so on. The higher the concentration of dissolved salt, the lower its overall freezing point.

There is a limit, however, to the amount of salt that can be dissolved in water. Water containing a maximum amount of dissolved salt has a freezing point of about zero degrees Fahrenheit. Therefore, the application of salt will not melt the ice on a sidewalk if the temperature is below zero degrees F.

Salt melts ice essentially because adding salt lowers the freezing point of the water. Pure water freezes at 32°F (0°C). Water with salt (or any other substance in it) will freeze at some lower temperature.

**2. Spices:** Spice play an important role in enhancing the flavor and taste of the foods. Venturing beyond salt, our group company, Spectrum Foods Ltd., has established a state-of-the-art Spice Manufacturing facility at Phalodi, Rajasthan. Our enticing array of spices in various forms, meticulously packaged to meet demand, encompasses a range of offerings including turmeric powder, red chili powder, fennel, fenugreek, cumin seeds, coriander seeds, and more.

**3. Renewable Energy:**

Renewable energy, a beacon of cleanliness, affordability, and domestic empowerment, shines as an endless resource. By leaving no emissions in its wake, it revitalizes the air and water we share. The embrace of renewable power sparks local economies, forging jobs and fostering prosperity. Solar and wind farms not only generate energy but also infuse vitality into communities, paving the way for new roads, schools, libraries, and hospitals.

Renewable energy is clean, affordable, domestic, and effectively infinite. It produces no emissions and results in cleaner air. Renewable power creates jobs and generates revenue for local communities. Revenue from windmill helps stimulate local economies that need new roads, schools, libraries and hospitals.

Spectrum Foods Ltd. stands unwavering in its commitment to a cleaner future, across multiple locations. Our Windmill in Ratlam, Madhya Pradesh has been signed at a record PPA of 5.92 Rs. Per unit and is having a long term PPA of 25 years with MPPGCL/MP Government, which will give the company an enhanced profitability.

As the consumption of energy grows, the population depends more and more on fossil fuels such as coal, oil and gas day by day. There is a need to secure the energy supply for future since the prices of gas and oil keep rising by each passing day. So we need to use more and more renewable sources of energy.

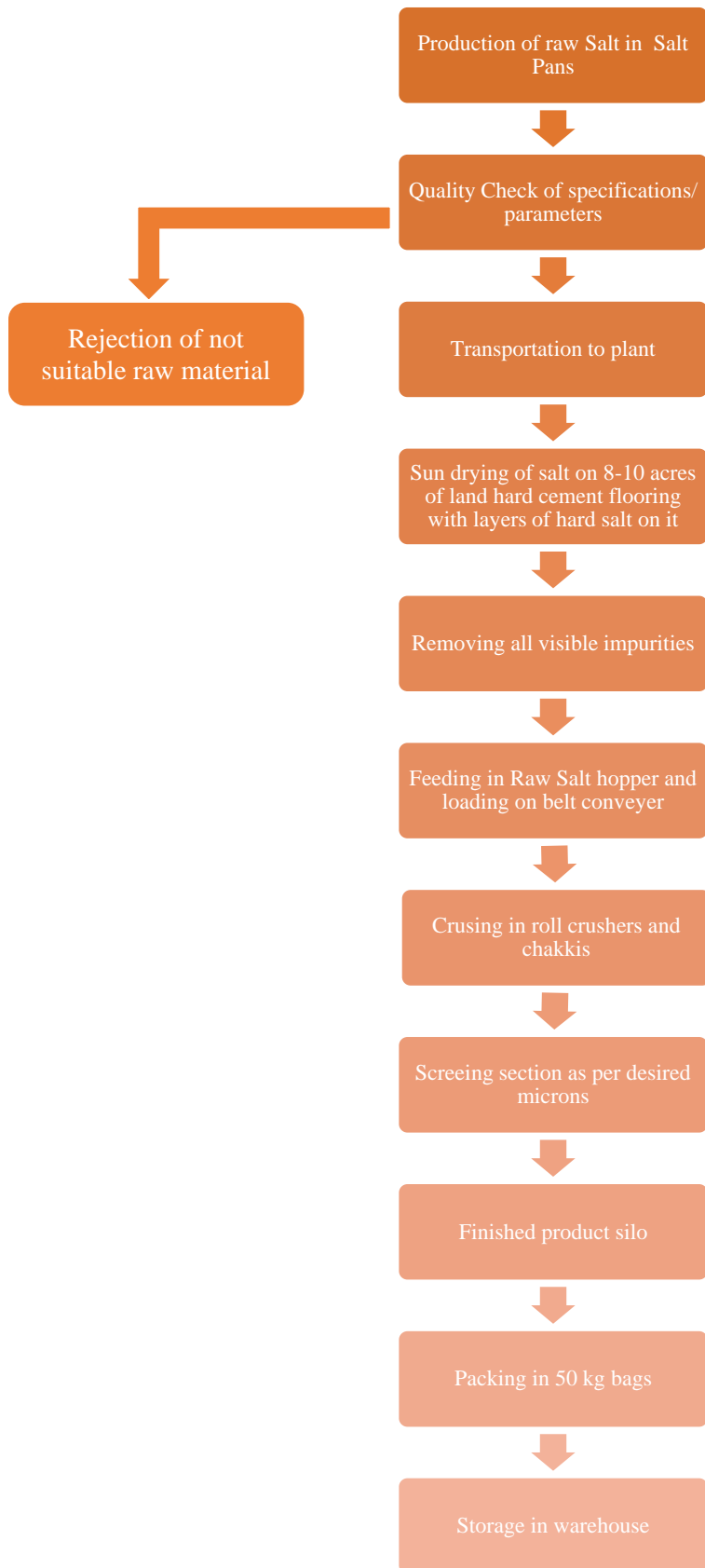
**4. Hospitality:**

Our resort, poised to be a sanctuary for detoxification, stress-relief, and soulful rejuvenation, is harmoniously integrated with its natural surroundings, offering a serene escape from the urban hustle. This venture takes the essence of personalized service to new heights, providing an oasis of tranquility, away from the bustling crowds.

The Company has been granted permission to setup a 185 rooms resort at Pushkar, Rajasthan. Land for the same has been acquired and converted into hotel usage. Further the Company plans to setup resorts at major tourist locations in future.

Rajasthan is going to be a major tourism hub in the times to come and we at Spectrum Foods Limited plan to achieve full potential from the growth in Tourism and FMCG space.





## OUR COMPETITIVE STRENGTHS

### 1. Customer-Centric Approach:

In the world of business, understanding the customer is an invaluable skill that can make or break success. When a company places a strong emphasis on comprehending and fulfilling customer needs, it paves the way for elevated satisfaction and unwavering loyalty. Our journey towards success is intrinsically tied to our capacity to not only address but also surpass customer expectations. It is through this dedication to customer satisfaction that we can achieve significant progress and build lasting relationships with our valued clientele.

### 2. Talented Team:

A diverse and talented workforce is the cornerstone of our organization, bound by a common goal – to steer our company towards success through their unparalleled expertise and unwavering commitment. Our team members bring a rich tapestry of backgrounds, experiences, and perspectives to the table, fostering a culture of inclusivity and innovation. Their unique skillsets, combined with a shared dedication to excellence, empower us to tackle challenges head-on and seize opportunities with agility.

### 3. Strong Market Position:

With a solid market presence and a reputation for quality, Spectrum Foods Limited holds a strong position in the industry, gaining recognition for reliability and innovation.

### 4. Strategic Partnerships:

Forming strategic alliances with key industry players has further enhanced the company's offerings, expanded its market reach, and allowed access to additional resources and expertise.

### 5. Financial Stability:

Spectrum Foods Limited maintains a strong financial standing, enabling it to invest in long-term strategies, withstand market fluctuations, and foster sustainable growth.

### 6. Organisation Stability:

Our group has an established track record which indicates the company's ability to weather economic and business cycles and competent promoters have over a decade of relevant experience. This indicates our ability to maintain business viability and steer the business through operational hurdles. We have a strong team and workforce of skilled, trained, well equipped and expertise employee that has led the organisation on the path to success.

### 7. Quality Policy:

Total customer satisfaction is always the guiding principle in providing product excellence. We ensure this by implementing and continually improving our quality management system, adhere to time line and schedules, being cost competitive, enabling teamwork with the organisation, doing things right the first time and every time etc.

### 8. Smooth Flow of Operations:

Over the years we have developed a wide clientele base and this was done with our valued based relationship approach. Our existing relationships help us to get repeat businesses from our customers. This has helped us to maintain a long term working relationship with our customers and improve our customer retention strategies.

## OUR BUSINESS STRATEGIES

### 1. Innovation and R&D Excellence:

We prioritize innovation and invest significantly in Research and Development (R&D). Our commitment to staying at the forefront of technological advancements enables us to develop cutting-edge products and solutions that anticipate market needs and set new industry standards.

### 2. Market Expansion and Global Reach:

We are dedicated to expanding our market reach globally. Our strategy involves penetrating new markets, establishing strategic partnerships, and tailoring our offerings to suit the unique needs of diverse regions.

### 3. Customer-Centric Approach:

Our customer-centric approach is at the heart of everything we do. We place immense value on understanding our customers' needs, preferences, and challenges.

### 4. Sustainability and Corporate Social Responsibility:

Sustainability is an integral part of our business strategy. We are dedicated to minimizing our environmental impact, adopting eco-friendly practices, and contributing positively to the communities in which we operate. Our commitment to Corporate Social Responsibility (CSR) ensures that we operate ethically and sustainably.

### 5. Talent Development and Empowerment:

We believe in nurturing a talented and diverse workforce. Our strategy includes continuous learning and development programs that empower our employees to innovate, grow, and contribute their best to the company.

## 6. Focus on Increase in Volume of Sales:

As a part of our growth strategy our focus is on increasing sales volume through expansion, diversification and spread in geographical outreach. We are currently providing services to several client domestically. Our emphasis is on scaling of our operations in other markets which shall provide us with more attractive opportunities.

## 7. Reduction of operational costs:

Apart from expanding business and revenues we have to look for areas reduce costs and achieve efficiencies in order to remain a cost competitive company.

## COMPETITION

The industry, in which we operate is very unorganized and highly fragmented and the main challenges lies in quality, reliability, pricing and goodwill to mention the least.in India. Our organization is well geared up in meeting to all these concerns and challenges and have put in place the necessary protocols to stay afloat in the market place with a difference.

There are no entry barriers in our industry which puts us to the threat of competition from new entrants as there are numerous players operating in the industry. We face tough competition in our business from a large number of unorganized as well as from organized players operating in the similar space. Our aim is to provide the branded, standardized and uniform qualitative services at competitive prices to our consumers. Many of our competitors have substantially large capital base and resources than we do and offer broader range of products and services. We believe that the principal factors of competition in our business include clientele relationships, professional employees, pricing and reliability. We believe that our ability to compete effectively is primarily dependent on ensuring consistent service quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings approach puts us ahead in dealing with all challenges and expectations by our customers.

## HUMAN RESOURCE

An effective and efficient human resource are a key to the success of any organization and our company has been well focused in adopting the best standards in the industry which not only gives us the benefit of attracting good talent but gives us an edge towards providing best qualitative services to our customers. Our manpower is a mix of experienced and young talent pool of resources which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans. Our dedicated staff members are the backbone of our successes and none of the milestones would have been possible without immense contribution and dedication on their part. The details of department wise number of employees are given here below:

Department	No. of Employees
Human Resource	2
Accounting	3
Purchase	3
Sales & Marketing	6
Admin	2
Production and Operation	28
Legal	2
<b>Total</b>	<b>46</b>

## INSURANCE

Our Company has availed HDFC Ergo Business Secure – Laghu Udhya Policy for insuring our building, plant and machinery situated at our manufacturing unit.

## PROPERTY

### Owned Property:

### Rented Property:

Details of Agreement	Address of Property	Term	Purpose
Rent Agreement dated 1 <sup>st</sup> April, 2021 executed between M/s Spectrum Foods Limited (“Licensee”) and Mr. Girdhar Saboo (“Licensor”)	L5-B II Krishna Marg, C-Scheme, Jaipur, Rajasthan-302001	9 Years from 1st April, 2021	Registered Office
Phalodi land details	Khasra No. 2316, Badi Dhani, Bhartasar Rin Road, P.O BAP Tehsil BAP, District Phalodi Old District Jodhpur Rajasthan	Owned Property	Refinery Unit

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Our Articles of Association provide that our Board shall consist of minimum 3 (Three) Directors and not more than 15 (Fifteen) Directors, unless otherwise determined by our Company in a general meeting.

As on date of this Draft Letter of Offer, Our Company has Five (5) Directors consisting of one (1) Managing Director, one (1) executive director, one (1) Non-Executive Director and two (2) Non-Executive Independent Directors. The present composition of our Board of Directors and its committees are in accordance with the corporate governance requirements provided under the Companies Act and SEBI (LODR) Regulations, to the extent applicable.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Letter of Offer:

Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment / Reappointment	Other Directorships / Designated Partners
<b>Name:</b> Girdhar Saboo <b>Father's Name:</b> Gopal Saboo <b>DOB:</b> 23-09-1969 <b>Age:</b> 54 Years <b>Qualification:</b> Bachelor of Engineering <b>Experience:</b> 25 Years <b>Designation:</b> Managing Director <b>Address:</b> 33 Suraj Nagar West, Keshav Path Civil Lines, Jaipur, Rajasthan, India 302001 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>DIN:</b> 00364750 <b>PAN:</b> ADGPS6680P <b>Term:</b> Appointed as Managing Director for 5 Years from 1 <sup>st</sup> October, 2021	Appointed as Director Upon Incorporation.  Appointed as Managing Director w.e.f. 1st October, 2021	<b>Indian Public Limited Companies</b> SABOO SODIUM CHLORO LIMITED <b>Indian Private Limited Companies</b> <ul style="list-style-type: none"> <li>Saboo Damodar Ropeways Private Limited</li> <li>Saboo Energy And Power Private Limited</li> <li>Rajasthan Mega Developers Private Limited</li> <li>Sunstone Engineering Industries Pvt Ltd</li> <li>Saboo E-Commerce Private Limited</li> <li>Fortress Hotels and Resorts Private Limited (Part IX)</li> <li>Abrasive Emery Industries Limited</li> </ul> <b>Indian Companies Limited by Guarantee</b> NIL <b>Indian Limited Liability Partnerships</b> NIL
<b>Name:</b> Sangita Devi <b>Father's Name:</b> Umeshchandra Lal <b>DOB:</b> 01-01-1983 <b>Age:</b> 40 Years <b>Qualification:</b> Passed Senior Secondary <b>Experience:</b> 7 Years <b>Designation:</b> Non Executive Non Independent Director <b>Address:</b> Rajas govindi, Nawacity, Nagaur, Rajasthan- 341509 <b>Occupation:</b> Service <b>Nationality:</b> Indian <b>DIN:</b> 09161446 <b>PAN:</b> DWZPD3808K <b>Term:</b> Liable to Retire by Rotation	Appointed as Non-Executive Non Independent Director w.e.f. 30 <sup>th</sup> June, 2021	<b>Indian Public Limited Companies</b> <ul style="list-style-type: none"> <li>Saboo Sodium Chloro Limited</li> </ul> <b>Indian Private Limited Companies</b> <ul style="list-style-type: none"> <li>NIL</li> </ul> <b>Indian Companies Limited by Guarantee</b> <ul style="list-style-type: none"> <li>NIL</li> </ul> <b>Indian Limited Liability Partnerships</b> <ul style="list-style-type: none"> <li>NIL</li> </ul>

### Past Directorships in suspended companies



<b>Name:</b> Rakesh Godha <b>Father's Name:</b> Mahaveer Prasad Godha <b>DOB:</b> 15-05-1968 <b>Age:</b> 55 Years <b>Qualification:</b> Graduate <b>Experience:</b> 15 Years <b>Designation:</b> Executive Director <b>Address:</b> 9/313, Near World Trade Park, Malviya Nagar, Jaipur-302017 <b>Occupation:</b> Service <b>Nationality:</b> Indian <b>DIN:</b> 08540738 <b>PAN:</b> AEAPG6411K <b>Term:</b> Retire by rotation	Appointed as Executive Director with effect from 12 <sup>th</sup> August, 2019.	<b>Indian Public Limited Companies</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Private Limited Companies</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Companies Limited by Guarantee</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Limited Liability Partnerships</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul>
<b>Name:</b> Gajendra Singh Rathore <b>Father's Name:</b> Shankar Singh Rathore <b>DOB:</b> 13/09/1969 <b>Age:</b> 55 Years <b>Qualification:</b> Graduate <b>Experience:</b> 10 years <b>Designation:</b> Independent Director <b>Address:</b> <b>Occupation:</b> Service <b>Nationality:</b> Indian <b>DIN:</b> 10328268 <b>PAN:</b> ACCPR9654B <b>Term:</b> 5 years from 15 <sup>th</sup> November, 2023	Appointed as Independent Director w.e.f 15 <sup>th</sup> November, 2023	<b>Indian Public Limited Companies</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Private Limited Companies</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Companies Limited by Guarantee</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Limited Liability Partnerships</b> <p>Nil</p>
<b>Name:</b> Kailash Chand Sharma <b>Father's Name:</b> Mathura Prasad Sharma <b>DOB:</b> 03.07.1961 <b>Age:</b> 63 <b>Qualification:</b> Graduate <b>Experience:</b> 15 years <b>Designation:</b> Additional Independent Director <b>Address:</b> 33A Mansarovar Colony, Kala Kaun Alwar, Rajasthan 301001	Appointed as Additional Independent Director w.e.f 28 <sup>th</sup> November, 2023	<b>Indian Public Limited Companies</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Private Limited Companies</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Companies Limited by Guarantee</b> <ul style="list-style-type: none"> <li>• Nil</li> </ul> <b>Indian Limited Liability Partnerships</b> <p>Nil</p>



<b>Occupation:</b> Service  <b>Nationality:</b> Indian  <b>DIN:</b> 10396593  <b>PAN:</b> RKQPS3090P  <b>Term:</b> Upto Ensuing AGM		
<b>Name:</b> Gopal Kumawat  <b>Father's Name:</b> Harinarayan Kumawat  <b>DOB:</b> 10.02.1984  <b>Age:</b> 40 years  <b>Qualification:</b> Graduate  <b>Experience:</b> 4 Years  <b>Designation:</b> Additional Independent Director  <b>Address:</b> B 58, Ekta Nagar, Dhawas, Behind Heerapura Power House, Ajmer Road, Ajmer, Jaipur - 302006  <b>Occupation:</b> Service  <b>Nationality:</b> Indian  <b>DIN:</b> 10328689  <b>PAN:</b> DEFPK2797J  <b>Term:</b> Upto Ensuing AGM	Appointed as Additional Independent Director w.e.f 28 <sup>th</sup> November, 2023	<b>Indian Public Limited Companies</b> <ul style="list-style-type: none"> <li>Saboo Sodium Chloro Limited</li> </ul> <b>Indian Private Limited Companies</b> <ul style="list-style-type: none"> <li>Nil</li> </ul> <b>Indian Companies Limited by Guarantee</b> <ul style="list-style-type: none"> <li>Nil</li> </ul> <b>Indian Limited Liability Partnerships</b> <p>Nil</p>

None of our Directors are, or were a director of any listed company, whose shares have been, or none of our directors were suspended for trading on any of the stock exchanges during the term of their directorships in such companies during the last 5 (Five) years preceding the date of this Draft Letter of Offer.

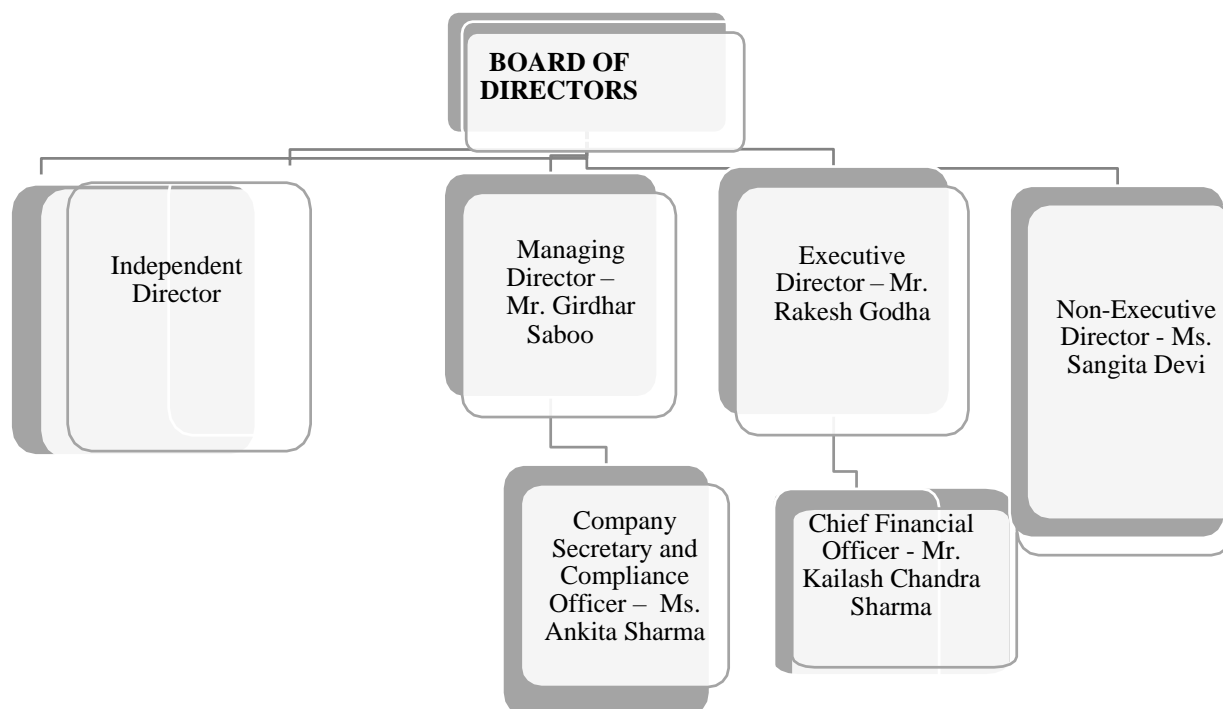
#### Past Directorships in delisted companies

None of our Directors have held positions as directors within any listed companies that have been delisted from any stock exchange during their tenure in the past 10 (ten) years preceding the date of this Draft Letter of Offer.

#### SENIOR MANAGEMENT AND KEY MANAGERIAL PERSONNEL

Set forth below are the details of our senior management and key managerial personnel :

Name	Designation	Associated with Company since
Mr. Kailash Chand Sharma	Chief Financial Officer	27-02-2015
Ms. Ankita Sharma	Company Secretary & Compliance Officer	08-11-2023



### Corporate Governance

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are applicable to us.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI (ICDR) Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

**SECTION VI – FINANCIAL INFORMATION**  
**FINANCIAL STATEMENTS**

<b>Sr No.</b>	<b>Particulars</b>	<b>Page No</b>
1.	Unaudited Financial Results for the half year ended September 30, 2023	F-1 to F-5
2.	Audited Financial Statements as at and for the year ended March 31, 2023	F-6 to F-39

# SPECTRUM FOODS LIMITED

CIN:L15499RJ1994PLC008016

Regd.Off.:L-5,B-II,Krishna Marg, C-Scheme,Jaipur (Raj)-302001

(O)+91-141-4191000/015 \* Fax:+91-141-2365888

Website : www.suryasalt.com \* Email : salt@suryasalt.com

## Un-Audited Financial Results for Quarter and Half Year ended-30.09.2023

(In Lacs)

		Quarter Ended			Half Year Ended		Year Ended
A	Date of start of reporting period	01-07-2023	01.04.2023	01.07.2022	01.04.2023	01.04.2022	01-04-2022
B	Date of end of reporting period	30-09-2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31-03-2023
C	Whether results are audited or unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
D	Nature of report standalone or consolidated	Standalone	Standalone	Standalone	Standalone	Standalone	Standalone
<b>1</b>	<b>Revenue From Operations</b>						
	Revenue from operations	504.740	533.430	337.170	1038.170	747.320	1570.630
	Other income	1.890	1.240	3.650	3.130	3.760	11.600
	<b>Total Revenue</b>	<b>506.630</b>	<b>534.670</b>	<b>340.820</b>	<b>1041.300</b>	<b>751.080</b>	<b>1582.230</b>
<b>2</b>	<b>Expenses</b>						
(a)	Cost of materials consumed	36.270	164.880	6.180	201.150	173.230	622.520
(b)	Purchase of stock in trade	0.000	0.000	0.000	0.000	0.000	0.000
(c)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	27.950	-34.150	30.530	-6.200	-47.050	0.000
(d)	Employee benefit expense	11.520	6.050	19.360	17.570	24.890	66.650
(e)	Finance costs	3.260	0.000	13.880	3.260	27.920	39.530
(f)	Depreciation and amortisation expense	24.660	24.660	28.460	49.320	56.910	114.490
(g)	Total other expenses	72.880	126.260	37.770	199.140	125.310	666.520
	<b>Total expenses</b>	<b>176.540</b>	<b>287.700</b>	<b>136.180</b>	<b>464.240</b>	<b>361.210</b>	<b>1509.710</b>
<b>3</b>	<b>Profit before tax</b>	<b>330.090</b>	<b>246.970</b>	<b>204.640</b>	<b>577.060</b>	<b>389.870</b>	<b>72.520</b>
<b>4</b>	<b>Tax Expense</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>	<b>25.750</b>
	Current tax	0.000	0.000	0.000	0.000	0.000	0.000
	Deferred tax	0.000	0.000	0.000	0.000	0.000	8.430
<b>5</b>	<b>Net profit (Loss) for the period</b>	<b>330.090</b>	<b>246.970</b>	<b>204.640</b>	<b>577.060</b>	<b>389.870</b>	<b>38.340</b>
<b>6</b>	<b>Other Comprehensive Income, net of tax</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>
<b>7</b>	<b>Total comprehensive income</b>	<b>330.090</b>	<b>246.970</b>	<b>204.640</b>	<b>577.060</b>	<b>389.870</b>	<b>38.340</b>
<b>8</b>	<b>Details of equity share capital</b>						
	Paid-up equity share capital	484.840	484.840	484.840	484.840	484.840	484.840
	Face value of equity share capital	10.000	10.000	10.000	10.000	10.000	10.000
<b>9</b>	<b>Earnings per equity share</b>						
	Basic	6.808	5.094	4.221	11.902	8.041	0.791
	Diluted	6.808	5.094	4.221	11.902	8.041	0.791

Date:-18.10.2023

Place:-JAIPUR

Notes:-

- The above financial results have been reviewed by the Audit Committee and thereafter approved by the Board in its meeting held on 18.10.2023
- Based on the management approach as defined in the IND-AS-108 Operating segments, the chief operating decision maker evaluates the company's performance based on an analysis of various performance indicators by business segments. Accordingly information has been presented along these business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.
- The company have adopted companies (Indian Accounting Standard) Rules, 2015(Ind-AS) prescribed under Section 133 of the Companies Act 2013 read with relevant rules thereunder and in terms of Regulation 33 of the SEBI (LODR) Regulations as amended from time to time.
- Further for the previous periods have been regrouped/reclassified wherever considered necessary.



FOR SPECTRUM FOODS LIMITED

*Girdhar Saboo*

GIRDHAR SABOO

MANAGING DIRECTOR

DIN :-00364750

# SPECTRUM FOODS LIMITED

CIN:L15499RJ1994PLC008016

Regd.Off.:L-5,B-II,Krishna Marg, C-Scheme,Jaipur (Raj)-302001

(O)+91-141-4191000/015 \* Fax:+91-141-2365888

Website : www.suryasalt.com \* Email : salt@suryasalt.com

STATEMENT OF ASSETS & LIABILITIES		
Particulars	30th September 2023 Un-Audited	31st March 2023 Audited
<b>A. ASSETS</b>		
<b>1. Non-Current Assets</b>		
(a) Fixed Assets	774.94	806.68
(b) Non-current Investment	90.39	90.39
(c) Long term Loans & Advances	134.38	157.49
(d) Short Term Provisions		-
<b>Sub-total-non current assets</b>	<b>999.71</b>	<b>1,054.56</b>
<b>2. Current Assets</b>		
(a) Inventories	198.56	192.35
(b) Trade Receivables	294.79	127.12
(c) Cash and Cash equivalents	10.44	11.93
(d) Short-term loans and advances	-	-
(e) Other current assets	37.27	2.45
<b>Sub-total-current Assets</b>	<b>541.06</b>	<b>333.85</b>
<b>Total Assets</b>	<b>1,540.77</b>	<b>1,388.41</b>
<b>B. EQUITY AND LIABILITIES</b>		
<b>1. Shareholder's funds</b>		
(a) Share Capital	484.84	484.84
(b) Reserve and Surplus	125.61	(485.61)
<b>Sub-total - Shareholder's funds</b>	<b>610.45</b>	<b>(0.77)</b>
<b>2. Non-current liabilities</b>		
(a) Long-term borrowings	106.53	116.00
(b) Deferred tax liabilities (Net)	141.50	149.92
<b>Sub-total Non-current liabilities</b>	<b>248.03</b>	<b>265.92</b>
<b>3. Current liabilities</b>		
(a) Short-term borrowings	-	-
(b) Trade Payable	661.33	584.04
(c) Other Current liabilities	20.96	513.47
(d) Short-term Provisions	-	25.75
<b>Sub-total - Current liabilities</b>	<b>682.29</b>	<b>1,123.26</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>1,540.77</b>	<b>1,388.41</b>

Date:-18.10.2023

Place:-JAIPUR

FOR SPECTRUM FOODS LIMITED



**GIRDHAR SABOO**  
MANAGING DIRECTOR  
DIN:-00364750



SPECTRUM FOODS LIMITED  
CIN: L15499RJ1994PLC008016  
CASH FLOW STATEMENT FOR QUARTER AND HALF YEAR ENDED-30.09.2023

(Rs. in Lakhs)

Particulars	Un-Audited 30.09.2023	For the year ended March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and extraordinary items	577.06	38.34
Adjustments for:		
Finance Cost	3.25	39.53
Exceptional cost_Prel.exp.w/o.	-	-
Deferred tax	-	8.41
Income tax	-	15.51
Depreciation and amortisation expense	49.32	114.49
<b>Operating profit / (loss) before working capital changes</b>	<b>629.63</b>	<b>216.28</b>
<b>Changes in working capital:</b>		
<b>Change in Current Liabilities</b>		
Increase /( Decrease) in Trade Payables	77.29	520.38
Increase /( Decrease) in Borrowings	(9.47)	(27.51)
Increase /( Decrease) in Other financial liabilities	-	1.21
Increase /( Decrease) in Other current liabilities	(492.51)	9.89
Increase /( Decrease) in Other Non-current liabilities	-	112.48
Increase /( Decrease) in Provisions (except IT)	-	5.69
<b>Total</b>	<b>(424.69)</b>	<b>622.14</b>
<b>Change in current Assets</b>		
(Increase)/Decrease in Inventory	(6.21)	(125.42)
(Increase)/Decrease in Trade receivables	(167.67)	(74.97)
(Increase)/Decrease in Others current financial assets	23.11	(2.67)
(Increase)/Decrease in Other current assets	(34.82)	148.90
(Increase) / Decrease in Non current Financial Assets	-	(26.69)
<b>Total</b>	<b>(185.59)</b>	<b>(83.85)</b>
<b>Net change</b>	<b>(239.10)</b>	<b>705.99</b>
<b>CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>390.53</b>	<b>922.27</b>
Less: Taxes paid	-	15.51
<b>NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>390.53</b>	<b>906.76</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Increase) / Decrease in Long Term Loans & Advances	-	-
Purchase of Fixed Assets	1.49	5.52
(Increase)/decrease to CWIP	-	-
Proceeds From Sales/written off of Fixed Assets	-	-
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>	<b>1.49</b>	<b>5.52</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Procurement of Borrowings	-	-
Repayment of Borrowings	-	-
Capital Subsidy under TUF	-	-
Interest paid	-	39.53
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES</b>	<b>-</b>	<b>39.53</b>
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>389.04</b>	<b>861.71</b>
<b>Cash and Cash equivalents at beginning period</b>	<b>11.93</b>	<b>4.22</b>
<b>Cash and Cash equivalents at end of period</b>	<b>400.97</b>	<b>865.93</b>
<b>D. Cash and Cash equivalents comprise of</b>		
Cash on hand	0.67	0.50
<b>Balances with banks</b>	<b>9.77</b>	<b>11.43</b>
In current accounts	10.44	11.93
<b>Total</b>	<b>10.44</b>	<b>11.93</b>

Date:-18.10.2023  
Place:-JAIPUR



FOR SPECTRUM FOODS LIMITED

*Girdhar Saboo*

GIRDHAR SABOO  
MANAGING DIRECTOR  
DIN:-00364750

# SPECTRUM FOODS LIMITED

CIN:L15499RJ1994PLC008016

Regd.Off.:L-5,B-II,Krishna Marg, C-Scheme,Jaipur (Raj)-302001

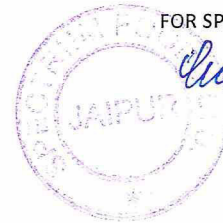
(O)+91-141-4191000/015 \* Fax:+91-141-2365888

Website : www.suryasalt.com \* Email : salt@suryasalt.com

Segment wise Revenue, Results and Capital Employed							
Particulars		Quarter ended			Half Year Ended		Year Ended
Date of start of reporting period		01-07-2023	01.04.2023	01.07.2022	01.04.2023	01.04.2022	01-04-2022
Date of end of reporting period		30-09-2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31-03-2023
Whether accounts are audited or unaudited		Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
Nature of report standalone or consolidated		Standalone	Standalone	Standalone	Standalone	Standalone	Standalone
<b>1</b>	<b>Segment Revenue</b>						
	(net sale/income from each segment should be disclosed)						
1	SALT MANUFACTURING/TRADING	462.67	507.79	298.20	970.46	669.01	1,323.10
2	POWER GENERATION	42.06	25.65	38.97	67.71	78.31	119.00
3	SHARES TRADING	-	-	-	-	-	128.53
	<b>Total segment revenue</b>	<b>504.73</b>	<b>533.44</b>	<b>337.17</b>	<b>1,038.17</b>	<b>747.32</b>	<b>1,570.63</b>
	<b>Less: Inter segment revenue</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Revenue from operations</b>	<b>504.73</b>	<b>533.44</b>	<b>337.17</b>	<b>1,038.17</b>	<b>747.32</b>	<b>1,570.63</b>
<b>2</b>	<b>Segment Result</b>						
	Profit (+) / Loss (-) before tax and interest from each segment						
1	SALT MANUFACTURING/TRADING	309.04	230.34	185.78	539.38	367.40	63.27
2	POWER GENERATION	21.18	16.63	28.65	37.81	46.62	43.00
3	SHARES TRADING	-	-	-	-	-	5.78
	<b>Total Profit before tax</b>	<b>330.22</b>	<b>246.97</b>	<b>214.43</b>	<b>577.19</b>	<b>414.02</b>	<b>112.05</b>
	i. Finance cost	3.25	-	13.56	3.25	27.92	39.53
	ii. Other unallocable expenditure net of	3.12	-	3.77	3.12	3.77	-
	<b>Profit before tax</b>	<b>330.09</b>	<b>246.97</b>	<b>204.64</b>	<b>577.06</b>	<b>389.87</b>	<b>72.52</b>
	Tax						
	<b>Profit/Loss after Tax</b>	<b>330.09</b>	<b>246.97</b>	<b>204.64</b>	<b>577.06</b>	<b>389.87</b>	<b>72.52</b>
<b>3</b>	<b>Segment Assets</b>						
1	SALT MANUFACTURING/TRADING	-	-	-	-	-	-
2	POWER GENERATION	-	-	-	-	-	-
3	SHARES TRADING	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>4</b>	<b>Segment Liabilities</b>						
1	SALT MANUFACTURING	-	-	-	-	-	-
2	POWER GENERATION	-	-	-	-	-	-
3	SHARES TRADING	-	-	-	-	-	-
	<b>Total capital employed</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Date:-18.10.2023

Place:-JAIPUR



FOR SPECTRUM FOODS LIMITED

*Girdhar Saboo*

GIRDHAR SABOO  
MANAGING DIRECTOR  
DIN:-00364750





**Limited Review Report on Quarterly Unaudited Financial Results pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Review Report to,  
The Board of Directors  
**M/s Spectrum Foods Limited**

We have reviewed the accompanying statement of unaudited financial results of **M/s Spectrum Foods Limited** for the period ended 30th September, 2023. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For M/s R.P.Khandelwal & Associates  
Chartered Accountant  
(Firm Registration No. 001795C)



**Ronak Khandelwal**  
Partner

(Membership No. 423822)

UDIN- 23423822BGUCLR6971

Place: Jaipur  
Date: 18.10.2023

103, 1st Floor, Navjeevan Complex, 29, Station Road, JAIPUR-  
Email: ronak7335@rediffmail.com  
Telephone: 0141-2369157, 9602841120 ® 2205824





## R. P KHANDELWAL & ASSOCIATES CHARTERED ACCOUNTANTS

### INDEPENDENT AUDITORS' REPORT

**To the Members of Spectrum Foods Limited**

**Report on the Audit of the Standalone Financial**

#### **Statements Opinion**

We have audited the standalone financial statements of Spectrum Foods Limited ('the Company') ('the Company'), which comprise the standalone balance sheet as at 31 March 2023, the standalone statement of profit and loss, and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, profit & loss and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Key Audit Matters (continued)**

##### **Description of Key Audit Matter**

<b>Evaluation of tax positions</b> <b>See note 30(a) to the standalone financial statements</b>	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
No such matters	

**Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

**Management's and Board of Directors' Responsibilities for the Standalone Financial Statements** The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and cash flows statement of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.



- Conclude on the appropriateness of managements and Board of Directors' use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

#### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (A) As required by Section 143(3) of the Act, we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - The standalone balance sheet, the standalone statement of profit and loss and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - In our opinion, the aforesaid standalone financial statements comply with the AS specified under section 133 of the Act.
  - On the basis of the written representations received from the directors as on 31 March 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act.
  - With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - The Company has not disclosed the impact of pending litigations as at 31 March 2023 on its financial statement and in its Notes to Accounts.
  - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- There has been no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- (i) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis- statement.
- The no dividend paid by the Company during the current year in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend. the Board of Directors of the Company have not proposed final dividend for the current year .
- With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limits laid down under section 197 of the Act.

**For M/s R.P. Khandelwal & Associates**  
**Chartered Accountant**  
**(Firm Registration No. 001795C)**  
**Sd/-**  
**R.P. Khandelwal**  
**Partner**  
**(Membership No.071002)**

**Place: Jaipur**

**Date: 30.05.2023**

**UDIN: 23071002BGYTZY2853**



(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2023, we report the following:

- (a) (A) The Company has not maintained proper records and registers showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company has not maintained proper records showing full particulars of intangible assets.
- According to the information and explanations given to us, The management of the Company has a regular program of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years as explained by the management. 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 had immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee). Accordingly, clause 3(i)(c) of the Order is applicable. Proper records and registers has not maintained
  - According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
  - According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- (a) The Company is a manufacturing company, Accordingly, it holds physical inventories in the form of raw material and WIP and accordingly, clause 3(ii)(a) of the Order is applicable. According to the information and explanations given to us inventory has been physically verified by the management. No Stock registered and other related records has been maintained by the company. Quantitative Details of Purchase of raw material and material consumed has not verified by us.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in shares of other companies. As per the explanation provided to us. The Company had provided guarantees, Same is stated in the financial statement.

(A) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has granted loans to subsidiaries as below:

Particulars	Loans (Rs. In millions)
Aggregate amount during the year- Subsidiary*	NIL
Balance outstanding as at the balance sheet date-- Subsidiary*	NIL

- According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans and advances in the nature of loans during the year are, prima facie, not prejudicial to the interest of the Company.

- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, in the case of loans and advances in the nature of loans given, the repayment of principal and payment of interest has not been stipulated.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans and advances in the nature of loans given.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loans granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over due's of existing loans or advances in the nature of loans given to same parties.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Further, in our opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made.
- The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017,
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues excluding GST, have been regularly deposited by the Company with the appropriate authorities;
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, other than GST, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to GST, Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or Cess or other statutory dues which have not been deposited on account of any dispute, except as mentioned below:

Name of the statute	Nature of dues	Amount* (Rs. In millions)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Income tax	34101	A.Y 18-19	Pending Before AO
..do....	..do.	1260	A.Y 17-18	Pending before AO
do..	..do.	5344.50	A.Y 16-17	Pending before AO



- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of to meet the obligations of its subsidiaries, as defined in the Act. The Company does hold investment in associate or joint venture (as defined in the Act) during the year ended 31 March 2023.
- According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements and Notes to Accounts as required by the applicable accounting standards.
- (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- Internal audit reports of the Company issued till date for the period under audit has not been provided to us.
- In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For; M/s R.P. Khandelwal & Associates**  
**Chartered Accountant**  
**(Firm Registration No. 001795C)**

**Sd/-**  
**R.P.Khandelwal, Partner**  
**(Membership No.071002)**  
**UDIN: 23071002BGYTZY2853**

**Place: Jaipur**  
**Date: 30.05.2023**



**Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Opinion**

We have audited the internal financial controls with reference to standalone financial statements of **Spectrum Foods Limited** ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, has adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

**Auditors' Responsibility (continued)**

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and provide reasonable assurance regarding prevention or timely

detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For M/s R.P.Khandelwal & Associates**  
**Chartered Accountant**  
**(Firm Registration No. 001795C)**

**Sd/-**

**R.P.Khandelwal**

**Partner**

**(Membership No.071002)**

**UDIN: 23071002BGYTZY2853**

**Place: Jaipur**

**Date: 30.05.2023**

BALANCE SHEET AS AT 31st MARCH, 2023			(Rs. in lakhs)	
	Note No.		31.03.2023 (Amount in Rs.)	31.03.2022 (Amount in Rs.)
<b>II. ASSETS</b>				
<b>(1) Non-current Assets</b>				
<b>(a) Property, Plant and equipment and Intangible assets</b>	1.0			
(i) Property, Plant & Equipment	1.1		806.68	915.65
(ii) Capital Work in Progress	1.2		-	-
(b) Non Current Investments	2.0			
(i) Investments	2.1		90.39	60.69
(ii) Other Financial Assets	2.2		-	-
(c) Other Non-current Assets				
(i) Investments in Govt. Deposits	3.1		-	69.52
(ii) Other long term loans and advances	3.2		157.49	10.99
<b>(2) Current Assets</b>				
(a) Inventories	4		192.35	317.77
(b) Trade Receivables	5		127.12	202.10
(c) Cash & Cash Equivalents	6.1		0.50	3.95
Bank balances other than © above	6.2		11.43	0.27
(b) Short Term Loans & Advances	7		2.45	81.83
<b>Total</b>			<b>1,388.41</b>	<b>1,662.77</b>
<b>I. EQUITY AND LIABILITIES</b>				
<b>(1) Shareholders Fund</b>				
(a) Share Capital	8		484.84	484.84
(b) Surplus	9		(485.61)	(523.95)
<b>(2) Non-current Liabilities</b>				
(a) Long Term Borrowings	10		116.00	955.82
(b) Deferred Tax Liabilities(net)	11		149.92	141.50
<b>(3) Current Liabilities</b>				
(a) Short Term Borrowings	12		-	27.51



(b) Trade Payables	13		-	-
(A) Total outstanding dues of micro enterprises and small enterprises; and	13.1			
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	13.2		584.04	63.66
(c) Other Current Liabilities	14		513.47	503.58
Other financial liabilities	15		-	-
(d) Short Term Provisions	16		25.75	9.82
<b>Total</b>			<b>1,388.41</b>	<b>1,662.77</b>
Significant Accounting Policies				
Notes referred to above from an integral part of the Financial Statements.				
As per our report of even date				
<b>For :R.P.KHANDELWAL &amp; ASSOCIATES</b>		<b>For &amp; on behalf of the Board of Directors</b>		
<b>Chartered Accountants</b>		<b>SPECTRUM FOODS LIMITED</b>		
Firm Reg. No.001795C				
Sd/-		Sd/-		Sd/-
<b>R.P.KHANDELWAL</b>		<b>Managing Director</b>		<b>Director</b>
<b>Partner</b>		Girdhar Saboo		Rakesh Godha
<b>M.No.: 071002</b>		DIN: 00364750		DIN: 08540738
Date: 30.05.2023				
Place : Jaipur				

PROFIT & LOSS ACCCOUNT FOR THE YEAR ENDING 31ST MARCH 2023				
(Rs. in Lakhs)				
	Note No		31.3.2023 (Amount in Rs.)	31.3.2022 (Amount in Rs.)
(I) Revenue from operations	17		1,570.63	1,616.85
(II) Other Income	17		11.60	19.27
<b>III. Total Income (I + II)</b>			<b>1,582.23</b>	<b>1,636.13</b>
<b>IV. Expenses:</b>				
Cost of material Consumed	18		622.52	1,034.11
Changes in inventories of finished goods, work-in-progress and stock-in-trade	19		-	61.46
Employee benefit expense	20		66.65	73.46
Financial costs	21		39.53	66.10
Depreciation and amortization expense	22		114.49	128.31
Manufacturing & Direct Exp.	24		355.94	161.48
Other expenses	24A		310.58	135.04
<b>Total Expenses</b>			<b>1,509.71</b>	<b>1,659.95</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items &amp; tax (III-IV)</b>			<b>72.52</b>	<b>(23.83)</b>
VI. Exceptional items			-	-
<b>VII. Profit/(loss) before extraordinary items &amp; tax (V-VI)</b>			<b>72.52</b>	<b>(23.83)</b>
VIII. Extraordinary items			-	-
<b>IX. Profit and Loss before tax</b>			<b>72.52</b>	<b>(23.83)</b>
<b>X. Less Income Tax expense:</b>				
(1) Current Tax	26.1		25.75	-
(2) Deferred Tax	26.2		8.43	1.62
<b>Profit (Loss) for the period from continuing operations (IX-X)</b>			<b>38.34</b>	<b>(25.45)</b>
<b>Profit/(Loss) for the period</b>			<b>38.34</b>	<b>(25.45)</b>
<b>XI. Profit/(Loss) for the period</b>			<b>38.34</b>	<b>(25.45)</b>
<b>Brought forward from Prev. year</b>			<b>(681.33)</b>	<b>(655.89)</b>
<b>Balance carried forward to next year</b>			<b>(642.99)</b>	<b>(681.33)</b>
Earning per equity share:	27			
Face value per equity shares Rs. 5/- fully paid up.				
Basic			0.69	(0.52)

Diluted			0.69	(0.52)
Notes referred to above form an integral part of Financial Statements				
<b>As per our report of even date attached</b>				
<b>For :R.P.KHANDELWAL &amp; ASSOCIATES</b>		<b>For &amp; on behalf of the Board of Directors</b>		
<b>Chartered Accountants</b>				
Sd/-		<b>SPECTRUM FOODS LIMITED</b>		
<b>R.P.KHANDELWAL</b>		Sd/-		Sd/-
<b>Partner</b>		<b>Managing Director</b>		<b>Director</b>
<b>M.No.: 071002</b>		Girdhar Saboo		Rakesh Godha
FRN: 001795C		DIN: 00364750		DIN: 08540738
Date: 30.05.2023				
Place : Jaipur				



STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH ,2023		
(Rs. in Lakhs)		
PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and extraordinary items	38.34	(23.83)
<b>Adjustments for :</b>		
Finance Cost	39.53	64.65
Exceptional cost_Prel. Exp. w/o.	-	11.15
Deferred tax	8.41	-
Income tax	15.51	1.62
Depreciation and amortization expense	114.49	128.31
<b>Operating Profit/(loss) before Working Capital Changes</b>	<b>216.28</b>	<b>181.90</b>
<b>Changes in working capital</b>		
<b>Change in Current Liabilities</b>		
Increase/(Decrease) in Trade Payables	520.38	(119.44)
Increase/(Decrease) in Borrowings	(27.51)	-
Increase/(Decrease) in other financial liabilities	1.21	-
Increase / (Decrease) in other current Liabilities	9.89	-
Increase / (Decrease) in other Non-current Liabilities	112.48	-
Increase / (Decrease) in provisions (except IT)	5.69	-
<b>Total</b>	<b>622.14</b>	<b>(119.44)</b>
<b>Change in current Assets</b>		
Increase/(Decrease) in Inventory	(125.42)	54.81
Increase/(Decrease) in Trade receivables	(74.97)	(81.44)
Increase/(Decrease) in Other current financial assets	(2.67)	0.40
Increase / (Decrease) in Other current assets	148.90	8.12
Increase / (Decrease) in Non current financial assets	(29.69)	11.52
<b>Total</b>	<b>(83.85)</b>	<b>(6.59)</b>
<b>Net Change</b>	<b>705.99</b>	<b>(112.85)</b>
<b>CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES</b>	<b>922.27</b>	<b>69.05</b>
Taxes paid	15.51	-
<b>NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES</b>	<b>906.76</b>	<b>69.05</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Increase)/Decrease in Long Term Loans & Advances	-	-
Purchase of Fixed Assets	5.52	62.00

Increase/ (Decrease) to CWIP	-	-
Proceeds From Sales/written off of Fixed Assets	-	(5.21)
<b>NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES</b>	<b>5.52</b>	<b>56.79</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Procurement of borrowings	-	-
Repayment of Borrowings	-	-
Capital Subsidy under TUF	-	-
Interest paid	39.53	64.65
<b>NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES</b>	<b>39.53</b>	<b>64.65</b>
<b>Net Increase (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>861.71</b>	<b>(52.39)</b>
<b>Cash and Cash Equivalents at the Beginning of the year</b>	<b>4.22</b>	<b>6.66</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>865.93</b>	<b>(45.73)</b>
<b><u>D Cash and Cash equivalents comprise of</u></b>		
Cash on hand	0.50	3.95
<b><u>Balances with banks</u></b>		
In current accounts	11.43	0.27
<b>Total</b>	<b>11.93</b>	<b>4.22</b>
This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by Accounting Standard – 3 (revised) "Cash Flow Statements"		
<b>As per our report of even date attached</b>	<b>For and on behalf of the Board of Directors</b>	
<b>For :R.P.KHANDELWAL &amp; ASSOCIATES</b>		
<b>Chartered Accountants</b>		
Sd/-	Sd/-	Sd/-
<b>R.P.KHANDELWAL</b>	Girdhar Saboo	Rakesh Godha
<b>Partner</b>	<b>Managing Director</b>	<b>Director</b>
<b>M.No.: 071002</b>	DIN: 00364750	DIN: 08540738
<b>FRN: 001795C</b>		
<b>Date: 30.05.2023</b>		
<b>Place : Jaipur</b>		



**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS****Note No. :1****A. Significant Accounting Policies****1. Basis of accounting:-**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

**2. Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**3. Revenue Recognition:-**

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**4. Property, Plant & Equipment :-**

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

Company has adopted cost model for all class of items of Property Plant and Equipment.

Fixed Asset register has not been maintained by the Company. Physical Verification of Fixed assets is done by the management as certified.

**5. Depreciation :-**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method as per companies Act 2013. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

All fixed assets are fully depreciated in the year of installation or Purchase. Depreciation on Fixed Assets is charged as per Companies Act 2013

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets,

net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. No Impairment has done during the year as certified by the management.

If impaired, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

6. Foreign currency Transactions: -

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Liabilities and receivables in foreign currency are restated at the year-end exchange rates. All exchange rate differences arising from conversion in terms of the above are included in the statement of profit and loss.

7. Investments :-

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds will be charged or credited to the statement of profit and loss.

8. Inventories :-

Inventories are valued as under:-

- |                |   |                                       |
|----------------|---|---------------------------------------|
| 1. Inventories | : | Lower of cost or net realizable value |
| 2. Scrap       | : | At net realizable value.              |

No Stock registered and other related records has been maintained by the company. Quantitative Details and Valuation of Purchase of raw material and material consumed has been certified by the management as provided to auditors.

9. Borrowing cost:-

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended uses or sale. All other borrowing costs are charged to revenue in the year of incurrence. The amount of borrowing cost capitalized during the year is "Nil"

10. Retirement Benefits:-

The company has not taken any policy for the payment of gratuity. The gratuity has not been provided in books on accrual basis. The leave encashment is not accounted in the books.

Company has not register under The Employees' Provident Funds And Miscellaneous Provident Act, 1952, and Gratuity Act.



**11. Taxes on Income:-**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

**12. Provisions, Contingent Liabilities and Contingent Assets:- (AS-29)**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Provision for Audit Fees and ROC Filing Charges has not been incorporated in the books.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

**General:**

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

**(B) Notes on Financial Statements**

- 1. The SSI status of the creditors is not known to the Company hence the information is not given.
- 2. Salaries includes directors remuneration on account of salary Rs. 66,65,354/- (Previous Year Rs. 56,34,144/-)
- 3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation. All the Unsecured Loans (Liability) taken on interest free.

## 4. Payments to Auditors:

<b>Auditors Remuneration</b>	<b>2022-23</b>	<b>2021-22</b>
Stock Audit Fees	0.00	0.00
Statuary Audit fees	35400.00	29500.00
Tax Audit Fees	0.00	0.00
GST	0.00	0.00
<b>Total</b>	<b>35400.00</b>	<b>29500.00</b>

No Provision for Statuary Audit Fees, Tax Audit fees and GST Audit Fees had been made during the year.

5. Loans and Advances are considered good in respect of which company does not hold any security.

6. No provision for retirement benefits has been made, in view of accounting policy. The impact of the same on Profit & Loss is not determined.

7. Advance received from others includes advances received from concerns in which directors are interested: (Rs. in lakhs)

<b>Name of Concern</b>	<b>Current Year Closing Balance</b>	<b>Previous Year Closing Balance</b>
Aditya saboo	13.00	9.00
Anoushka Saboo	55.00	33.40
Archana Saboo	Nil	156.50
Samskara Resort	Nil	50.60
Girdhar Gopal Saboo	66.41	88.28
Saboo Sodium Chloro Ltd	574.77	488.89

8. Advance to others includes advances to concerns in which Company itself and directors are interested:  
(Rs. in lakhs)

Name of Concern	Current Year Closing Balance	Previous Year Closing Balance
Nawa Salt Pvt Ltd	0.00	23.55
Tiger Salt Pvt Ltd	0.00	1.99
Saboo Energy & Power Pvt Ltd	0.00	5.00
Nawa Hotels and Resorts Private Limited	0.00	38.79

9. Related Party disclosure as identified by the company as mentioned under Sec 188 of Companies Act 2013 and other related Laws.

**(A) Related Parties and their Relationship**

**(I) Key Management Personnel**

1. Mr. Girdhar Gopal Saboo-MD
2. Ms.Eshita Dixit- CS
3. Mr Kailash Chand Sharma- CFO

**(II) Relative of Key Management Personnel**

1. Nil

10. Company has made no provision in respect of penalty imposed during the year. No penalty has imposed during the year on pending litigations.
11. Additional Regulatory Information/disclosures as required by General Instructions to Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.
12. % of imported & indigenous raw material Consumed & consumables

Particulars	22-23		21-22	
	%	Amount	%	Amount
Imported	0%	0.00	0%	0%
Indigenous	100%	497.10	100%	746.02



## 13. Value of Imports

Raw Material	Nil	Nil
--------------	-----	-----

Finished Goods	Nil	Nil
----------------	-----	-----

14. Expenditure in Foreign Currency	Nil	Nil
-------------------------------------	-----	-----

15. Earning in Foreign Exchange	Nil	Nil
---------------------------------	-----	-----

16. Previous year figures have been regrouped/rearranged wherever necessary.

**Signature to notes 1**

**In terms of Our Separate Audit Report of Even Date Attached.**

<b>For :R.P.KHANDELWAL &amp; ASSOCIATES</b>		<b>For &amp; on behalf of the Board of Directors</b>		
<b>Chartered Accountants</b>		<b>SPECTRUM FOODS LIMITED</b>		
Firm Reg. No.001795C				
Sd/-		Sd/-		Sd/-
<b>R.P.KHANDELWAL</b>		<b>Managing Director</b>		<b>Director</b>
<b>Partner</b>		Girdhar Saboo		Rakesh Godha
<b>M.No.: 071002</b>		DIN: 00364750		DIN: 08540738
Date: 30.05.2023				
Place : Jaipur				

## Notes Forming Part of Balance Sheet

<b>Note 1.2 : Capital Work in Progress</b>			(Rs. in Lakhs)
Sr. No.	Particulars	31st March, 2023	31st March, 2022
1	Capital work in progress-Building	0.00	0.00
2	Capital work in progress-Plant & Machinery	0.00	0.00
	-	-	-
	<b>Total</b>	<b>0.00</b>	<b>0.00</b>
<b>Note 2.1 : Non current investment(Rs. in Lakhs)</b>			
Sr. No.	Particulars	31st March, 2023	31st March, 2022
	(1) Investments		
	Quoted investments:-in Equity Shares	29.69	0
	Un Quoted investments:-in Equity Shares	60.69	60.69
	<b>Total</b>	<b>90.39</b>	<b>60.69</b>
	All above investments are carried at cost		
	Other disclosures		
(a)	Aggregate cost of quoted investment	29.69	NIL
	Aggregate market value of quoted investments	NIL	NIL
(b)	Aggregate amount of unquoted investments	60.69	60.69
(c)	Aggregate provision for diminution in value of investment	NIL	NIL
		NIL	NIL
<b>Note 2.1: OTHER FINANCIAL ASSETS</b>			(Rs. in Lakhs)
Sr. No.	Particulars	31st March, 2023	31st March, 2022
	(II) Other Financial Assets	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
<b>Note -3 : NON-CURRENT ASSET-GOVT.DEPOSITS</b>			(Rs. in Lakhs)
	(I) Investments in Govt. Deposits		
Sr. No.	Particulars	31st March, 2023	31st March, 2022
1.	Trade Investment in Certificate of Deposits in State Bank of India	-	69.52
	<b>Total</b>	<b>-</b>	<b>69.52</b>
<b>Note 3(ii): Long term loans and advances</b>			(Rs. in Lakhs)
Sr. No.	Particulars	31st March, 2023	31st March, 2022
	<b>Long term loans &amp; Advances</b>		
I)	Security deposit	4.68	4.68
II)	TDS and Adv,Taxes	6.50	5.44
III)	Other loans & advances-Pre paid Ins.	11.89	0.87
	Loan from Directors and Members	134.41	
	<b>Total</b>	<b>157.49</b>	<b>10.99</b>





<b>Note 6 : Cash and bank balances</b>		<b>(Rs. in Lakhs)</b>	
<b>Sr. No.</b>	<b>Particulars</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
<b>15.1</b>	Cash and cash equivalent	0.50	3.95
	<b>Sub total (A)</b>	<b>0.50</b>	<b>3.95</b>
<b>15.2</b>	<b>Bank balances - current accounts</b>		
	- In Fixed Deposit	-	-
	- In Current Account and Deposit A/c	11.43	0.27
	<b>Sub total (B)</b>	<b>11.43</b>	<b>0.27</b>
	<b>Total [ A + B ]</b>	<b>11.93</b>	<b>4.22</b>
<b>Note 7 : Short terms loans and advances</b>		<b>(Rs. in Lakhs)</b>	
<b>Sr. No.</b>	<b>Particulars</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
	Loans and Advance to Related Parties	-	69.33
	Other advances recoverable in cash or in kinds	2.45	12.50
	<b>Total</b>	<b>2.45</b>	<b>81.83</b>

<b>Note 8 : Share Capital</b>		<b>(Rs. in Lakhs)</b>	
<b>Particulars</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>	
<b>Authorised share capital</b>	<b>700.00</b>	<b>700.00</b>	
7000000 Equity Shares of Rs. 10/- each at par value			
<b>Issued share capital</b>	<b>640.45</b>	<b>640.45</b>	
640500 Equity Shares of Rs.10/-each at par value			
<b>Subscribed &amp; paid-up share capital</b>			
4848386 Equity Shares of Rs.10/-each at par value			
<b>Share holding pattern and details (holding more than 5% of total shares)</b>			
<b>Shareholder</b>	<b>% holding</b>	<b>No.of Shares</b>	
Girdhar Saboo	41.24	1999343	
Nawa Hotel & Resorts Pvt Ltd.	20.54	995894	
Tiger Salt Pvt Ltd.	18.74	908558	
<b>Total share capital</b>	<b>484.84</b>	<b>484.84</b>	

<b>Particulars</b>	<b>31st March, 2023</b>
Equity shares at the beginning of the year	640.45
<b>Add:</b> Shares issued during the current financial year	-
<b>Equity shares at the end of the year</b>	<b>640.45</b>

Note 8.3 : There is no fresh issue or buyback of shares during the year.

## Shares held by promoters at the end of the year 31st March 2023

Promoter Name	No. of Shares**	% of total shares**	% of change during the year
<b>Share holding pattern and details (holding more than 5% of total shares)</b>			
<b>Shareholder</b>	<b>% holding</b>	<b>No. of shares</b>	
Guirdhar Saboo	41.24	1999343	41.24%
Nawa Hotel & Resorts pvt Ltd.	20.54	995894	20.54%
Tiger Salt Pvt Ltd.	18.74	908558	18.74%
<b>Total</b>			<b>80.52%</b>

## Shares held by promoters at the end of the year ending 31st March 2022

Promoter Name	No. of Shares**	% of total shares**	% of change during the year
Guirdhar Saboo	1999343	41.24%	Nil
Nawa Hotel & Resorts pvt Ltd.	995894	20.54%	Nil
Tiger Salt Pvt Ltd.	908558	18.74%	Nil
<b>Total</b>	<b>3903795</b>	<b>80.52%</b>	<b>Nil</b>

## Note 9: Surplus

Particulars	31st March, 2023	(Rs. in Lakhs) 31st March, 2022
<b>General Reserve</b>		
At the beginning of the year	-	-
Add; Additions during the year		
Less: withdrawals/transfer		
Balance at the year end	-	-
<b>Capital Reserve</b>	-	-
<b>Security Premium Account</b>	<b>157.38</b>	<b>157.38</b>
<b>profit &amp; loss (Surplus)</b>	<b>-</b>	<b>-</b>
At the beginning of the year	(681.34)	(655.89)
Add/(Less): Additions during the year	38.34	(25.45)
	<b>(642.99)</b>	<b>(681.34)</b>
<b>Total</b>	<b>(485.61)</b>	<b>(523.95)</b>

## Note 10 : Long term borrowings-Secured Loan

(Rs. in Lakhs)

Particulars	31st March, 2023	31st March, 2022
SBI - Term loan for Wind Mill Ratlam)	-	279.22
AU Small Finance Bank	66.00	83.51
SBI - Term loan for GECL	-	123.02
SBI - GECL loan	-	82.29
Subsidy from VCA	50.00	-
<b>Loans and advances from related parties:</b>	-	-
<b>TOTAL -A</b>	<b>116.00</b>	<b>568.03</b>

**Note 10A : Long term borrowings-Unsecured Loan**

Particulars	31st March, 2023	31st March, 2022
Loan from Directors	-	88.29
Loan from Members and relatives	-	299.50
Loan from Body Corporate	-	-
<b>TOTAL-B</b>	<b>-</b>	<b>387.79</b>
<b>TOTAL-A+B</b>	<b>-</b>	<b>955.82</b>

**Note 11: Deferred tax liability**

(Rs. in Lakhs)

Particulars	31st March, 2023	31st March, 2022
Opening balance	141.50	139.88
Depreciation as per Companies Act 2013	114.49	-
Depreciation as per Income Tax Act 1961	82.08	-
Net reversible timing difference (1) - (2)	32.41	-
Deferred tax liab/asset recognised for the year	8.43	(1.62)
Add : Deferred tax income/(expense)	-	-
<b>Total</b>	<b>149.92</b>	<b>141.50</b>

**Note 12 : Short Term Borrowings**

(Rs. in Lakhs)

Particulars	31st March, 2023	31st March, 2022
<b>Working Capital Loan repayable on demand from Banks : Secured</b>		
State Bank of India - Cash Credit Limit	-	-



<b>Total</b>		-	27.51 <b>27.51</b>
<b>Note 13 : Trade payables</b>			(Rs. in Lakhs)
	<b>Particulars</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
13.1	Creditors for Goods- dues of micro enterprises and small enterprises	-	-
13.2	Creditors for Goods- dues of micro enterprises and small enterprises	584.04	63.66
<b>Total</b>		<b>584.04</b>	<b>63.66</b>

Note 13.3 : Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2021, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

Trade Payables ageing schedule as at 31st March,2023					(Rs. in Lakhs)
Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 years		
(i) MSME					
(ii) Others	-	584.04	-		<b>584.04</b>
(iii) Disputed dues - MSME	-	-	-		-
(iv) Disputed dues- others	-	-	-		-
<b>Trade Payables ageing schedule as at 31st March,2022</b>					(Rs. in Lakhs)
Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 year	2-3 years		
(i) MSME	-	-	-		-
(ii) Others	63.66	-	-		<b>63.66</b>
(iii) Disputed dues - MSME	-	-	-		-
(iv) Disputed dues- others	-	-	-		-

**Note 14 : Other Current Liabilities**

(Rs. in lakhs)

Particulars	31st March, 2023	31st March, 2022
Statutory Dues:		
Other Dues: GST	10.09	10.09

TDS Payable	4.55	4.49
Other Liabilities/Adv. from Customers	458.34	489.00
Other outstanding liab.	40.50	0.00
<b>Total</b>	<b>513.47</b>	<b>503.58</b>

**Note 15 :Outstanding Liabilities**

(Rs. in lakhs)

Particulars	31st March, 2023	31st March, 2022
Outstanding liabilities/Deposit from customers	0.00	0.00
Other outstanding liabilities	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Note 16 :Short Term Provisions**

(Rs. in lakhs)

Particulars	31st March, 2023	31st March, 2022
Provision for Income Tax/Advance Tax/TDS	25.75	4.16
Provision for Expenses	-	5.65
<b>Total</b>	<b>25.75</b>	<b>9.82</b>

**Note 17 : Revenue from operations**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
1	Sales of products (refer sub note 17.1)	1,570.63	1,616.85
2	Sale of services	-	-
	<b>Total</b>	<b>1,570.63</b>	<b>1,616.85</b>

**17.1 Sale of products**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
1	Sales - Export	-	-
2	Sales - Salt	1,323.10	1,220.69
	Sales - Electricity income from Wind energy	119.00	117.13
	Sale of Shares	128.53	279.02
	<b>Total</b>	<b>1,570.63</b>	<b>1,616.85</b>

**Note 18 : Other income**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
	<b>Other Non operating revenue</b>		
	Interest recd.on loans given	3.60	4.87
	Interest on FDR	3.24	11.52
	Insurance Claim	2.82	0.20
	Misc.Income and Discount Recd.	0.58	1.15
	Agriculture income	1.35	1.54
	<b>Total</b>	<b>11.60</b>	<b>19.27</b>

**Note 19 : Cost of material consumed**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
1	Cost of materials consumed:	622.52	1,034.11



	(refer sub note 18.1)		
	<b>Total</b>	<b>622.52</b>	<b>1,034.11</b>

**19.1 Cost of materials consumed**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
1	<u>Consumption of raw material</u>		
	Opening stock	312.11	-
	Add.Purchases:-		
	<b>Raw Material</b>	470.21	697.10
	<b>Packing Material Consumed</b>	5.64	40.89
	<b>Consumables consumed</b>	-	8.03
	Shares	21.25	288.08
	Total	809.21	1,034.11
	<b>Less :- Closing stock</b>	187	-
	<b>Total</b>	<b>623</b>	<b>1,034.11</b>

**Note 20 : Change in inventories**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
1	<u>Change in inventories of finished goods</u>		
	Opening stock:-	-	-
	<b>Trading Material</b>	5.66	<b>29.86</b>
	Manufacturing goods	-	37.26
	Total A	5.66	67.12
	Closing stock :-		
	<b>Trading Material</b>	5.66	5.66
	Manufacturing goods	-	-
	Total B	5.66	5.66
	<b>Increase/Decrease in Inventory</b>	-	61.46
2	<u>Changes in inventories of work-in-progress</u>	-	-
	Opening stock	-	-
	Closing stock	-	-
	Sub total (b)	-	-
	<b>Total</b>	-	<b>61.46</b>

**Note 21 : Employment benefit expenses**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
(i)	Salaries & Other Allowance	55.72	38.29
(ii)	Directors Remuneration (Plant)	-	18.00
(iii)	Wages (Packing Charges)	10.94	17.01
(iv)	Stypends	-	0.05
(v)	Contribution to ESIC	-	-
(vi)	Staff welfare Expenses	-	0.10
	<b>Total</b>	<b>66.65</b>	<b>73.46</b>

\* Considered as Related Party Transaction. Refer to note no. 25 for related party disclosure.

**21.1 Incentives to employees****(Rs. in Lakhs)**

Sr. No.	Particulars	2022-23	2021-22
1	Bonus	-	-
	<b>Total</b>	-	-

**21.2 Employment provident fund****(Rs. in Lakhs)**

Sr. No.	Particulars	2022-23	2021-22
1	Contribution to Provident Fund	-	-
	<b>Total</b>	-	-

**21.3 ESIC****(Rs. in Lakhs)**

Sr. No.	Particulars	2022-23	2021-22
1	Contribution to ESIC	-	-
	<b>Total</b>	-	-

**Note 22 : Financial cost****(Rs. in Lakhs)**

Sr. No.	Particulars	2022-23	2021-22
(i)	Processing Charges and bank charges	1.16	1.44
(ii)	Interest on CC Limit	3.48	6.64
(iii)	Interest paid on Term loans, Covid and other loans	34.89	58.02
	<b>Total</b>	<b>39.53</b>	<b>66.10</b>

\* Considered as Related Party Transaction. Refer to note no. 25 for related party disclosure.

**Note 23 : Depreciation and amortised cost****(Rs. in Lakhs)**

Sr. No.	Particulars	2022-23	2021-22
	Depreciation on Tangible Assets	114.49	128.31
	<b>Total</b>	<b>114.49</b>	<b>128.31</b>

**Note 24 : Manufacturing and Direct exp.****(Rs. in Lakhs)**

Sr. No.	Particulars	2022-23	2021-22
	Repairs and Maintenance exp. others	5.78	1.42
	Water and Electricity exp.	25.16	32.92
	Repairs and Maintenance exp.-vehicles	0.00	0.45
	Dealers Discount	286.31	98.66
	Loading and Unloading Charges	0.16	2.45

	Salt Digging and Labour charges	1.70	0.79
	AMC Charges of Wind Mill	24.60	23.72
	Consumables stores	10.17	
	Repairs and Maintenance Building Exp	1.48	0.01
	Freight inward exp.	0.56	1.07
	<b>Total</b>	<b>355.94</b>	<b>161.48</b>

**Note 25 : Other expenses**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
(a)	<b>Selling Expenses</b>		
	Sales Distribution & Retail exp.	0.07	0.23
	Freight & Cartage Outward	2.00	2.08
	Sales Promotion Expenses	0.25	0.50
	Travelling Exp.on Sales	0.00	0.34
	Distribuion Discount	286.31	98.66
	Rebate and Discount	0.17	1.46
	<b>Total</b>	<b>288.80</b>	<b>103.28</b>
(b )	<b>Administration Expenses</b>		
	Annual Custodial Fee	0.00	0.11
	Annual Listing Fee	3.54	3.54
	Conveyance Exp.	0.02	0.13
	Insurance exp.	1.23	1.63
	Legal & Professional Expenses	0.86	0.115
	Misc.exp.	0.67	0.37
	Professional service Exp.fee	2.82	1.81
	Printing and Stationery	0.08	0.07
	Share Transfer exp.	0.00	0.00
	Security transaction & DP.Charges.	0.00	0.78
	Sundry Bal.written off	0.00	0.17
	Prel.exp.w/o.	0.00	11.16
	Office Rent	6.00	6.00
	Vat Demand	0.00	0.11
	Solar Electric Demand	0.02	
	Sitting Fee	4.10	4.87
	Diesel/petrol Exp	2.45	
	Postage and Tel.Exp.	0.00	0.02
	Telephone exp.	0.00	0.30
	Payment to Auditors		
	Audit fee	0.00	0.30
	<b>Total</b>	<b>21.78</b>	<b>31.76</b>
	<b>Total</b>	<b>310.58</b>	<b>135.04</b>

**Note 25 : Exceptional Items**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
1	Loss on Sale of Fixed Assets	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>



**Note 27 : Deferred Tax Expense**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
<b>27.1</b>	<b>Current Tax</b>		
	Provision for Income Tax (Current Year)	0.00	0.00
	Short /(Excess) Provision for Income tax of earlier Years Adjusted	.	.
	<b>Total</b>	<b>0.00</b>	<b>0.00</b>
		.	.
<b>27.2</b>	<b>Deferred Tax</b>		
	Deferred Tax charge/(credit)	8.43	0.00
	Total Deferred Income Tax expense/(benefit)	<b>8.43</b>	-

**Note 26 : Earning per share**

(Rs. in Lakhs)

Sr. No.	Particulars	2022-23	2021-22
1	Net profit after tax	38.34	(25.45)
2	Weighted average number of equity shares	55.61	48.48
	<b>Earning per share (face value of Rs.10/-fully paid)</b>	<b>0.69</b>	<b>(0.52)</b>

Note 25: Disclosure as required by Para 20 of Accounting Standard-AS 18 "Related Parties" of the companies (Accounting Standard) Rules, 2006:-

**Names of related parties and description of relationship:**

Sr.No.	Name	Relationship
1	GIRDHAR SABOO	MANAGING DIRECTOR
2	SABOO SODIUM CHLORO LTD.	ASSOCIATE CO.

**Transactions with related parties for the year ended March 31, 2023**

(Rs. in Lakhs)

Sr. No.	Particulars	Purchase		Rent		Adv. against sales		Directors Remu.	
		2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
1	GIRDHAR SABOO	-	-	6.00	6.00	-	-	18.00	18.00
2	SABOO SODIUM CHLORO LTD.	167.70	527.28	-	-	1,068.67	488.89	-	-

## NOTES

This image shows a full page of white paper with horizontal blue ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



## FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on March 31, 2023 and as on September 30, 2023:

(₹ In Lacs)

<b>Nature of Borrowing</b>	<b>As on March 31, 2023</b>	<b>As on September 30, 2023</b>
Secured Borrowings	116.00	106.53
Unsecured Borrowings	0	0
<b>Total</b>	<b>116.00</b>	<b>106.53</b>

## ACCOUNTING RATIOS

The following tables present certain accounting and other ratios derived from the Un-audited Statement for September 30, 2023 and Audited Financial Statements for the Financial Years ending March 31, 2023, and March 31, 2022. For further details please refer to the chapter titled “Financial Statements” beginning on page 52 of this Draft Letter of Offer.

### EARNINGS PER SHARE

(₹ in Lacs, unless otherwise specified)

Particulars	For The Half Year Ended September 30, 2023	For The Financial Year Ended	
		March 31, 2023	March 31, 2022
Net profit / (loss) after tax, attributable to equity shareholders	577.06	38.34	25.45
Weighted average number of Equity Shares outstanding	48,48,386	48,48,386	48,48,386
Basic EPS in ₹	11.90	0.79	(0.52)
Diluted EPS in ₹	11.90	0.79	(0.52)
Face value in ₹	10.00	10.00	10.00

### NET ASSET VALUE PER EQUITY SHARE

(₹ in Lacs, unless otherwise specified)

Particulars	For The Half Year Ended September 30, 2023	For The Financial Year Ended	
		March 31, 2023	March 31, 2022
Net worth (A)	610.45	(1.17)	(39.12)
Number of Equity Shares outstanding (B)	48,48,386	48,48,386	48,48,386
NAV (A/B)	12.59	(0.02)	(0.81)
Face value in ₹	10.00	10.00	10.00

### RETURN ON NET WORTH

(₹ in Lacs, unless otherwise specified)

Particulars	For The Half Year Ended September 30, 2023	For The Financial Year Ended	
		March 31, 2023	March 31, 2022
Net worth (A)	610.45	(1.17)	(39.12)
Net Profit/(Loss) for the period from Continuing Operations and Discontinuing Operations Attributable to Equity Holders(B)	577.06	38.34	(25.45)
RONW (B/A*100)	94.53%	(3276.92)%	65.06%

### EBITDA

(₹ in Lacs, unless otherwise specified)

The formula used in the computation of the above ratios are as follows:

Particulars	For The Half Year Ended September 30, 2023	For The Financial Year Ended	
		March 31, 2023	March 31, 2022
Profit/(Loss) after tax (A)	577.06	38.34	-25.45
Tax expenses / (Credit) (B)	0.00	34.18	1.62
Exceptional Item (C)	0.00	0.00	0.00
Finance costs (D)	3.26	39.53	66.1
Depreciation & amortization expense (E)	49.32	114.49	128.31
EBIDTA (A+B+C+D+E)	629.64	226.54	170.58

Basic earnings per share	Net Profit/ (Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders before and after exceptional item, as applicable divided by Weighted Average number of Equity Shares outstanding at the end of the financial year
Diluted earnings per share	Net Profit/ (Loss) after Tax as per Statement of Profit and Loss attributable to Equity Shareholders before or after exceptional item, as applicable/ Weighted Average number of Equity Shares outstanding at the end of the financial year
Return on net worth (in %)	Profit/ (Loss) for the Period/Year as per Statement of Profit and Loss attributable to Equity Shareholders of the company divided by Net worth as attributable to equity shareholders of the company at the end of the financial year
Net asset value per Equity Share	Net Worth on basis divided by the number of Equity Shares outstanding for the period/year
EBITDA	Profit for the year before finance costs, tax, depreciation, amortisation and exceptional items as presented in the statement of profit and loss in the Consolidated Audited Financial Statements

## **MATERIAL DEVELOPMENTS**

Except as stated in this Draft Letter of Offer and as disclosed below, to our knowledge, no circumstances have arisen since March 31, 2023, which materially affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities:



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

*You should read the following discussion of our financial condition and results of operations together with our audited financial statements as of and for the Fiscal 2023 and Fiscal 2022 and our unaudited financial results for half year ended September 30, 2023 included in this Draft Letter of Offer. Our audited financial statements for Fiscal 2023 & Fiscal 2022 and unaudited financial results for half year ended September 30, 2023, are prepared in accordance with Indian GAAP. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Financial Statements and Unaudited Financial Results of our Company.*

*Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers SPECTRUM FOODS LIMITED, our Company. Unless otherwise indicated, financial information included herein are based on our “Financial Statements” for the period ended on September 30, 2023 and Financial Years 2023 and 2022 included in this Draft letter of offer beginning on page 52 of this Draft Letter of Offer.*

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

### BUSINESS OVERVIEW

We were incorporated as a Public Ltd. Company on February 07, 1994 with the express object of setting up of the largest Salt Refinery in North West India on the borders of Phalodi in the middle of Bikaner and Jaisalmer.

Our Company's Plant Location is strategically located to save huge transportation cost and logistic cost for supplying salt to MNCs who are manufacturers of detergents based out of Haryana, Punjab and Himachal Pradesh.

Our company also has a 25000 MT Spices plant to make spices at Phalodi near Jodhpur which is rich source of raw materials like red chilli spices and kasuri methi. As a matter of fact all leading companies of spices of India are procuring their raw material from these areas.

We are also a leading player in solar and wind energy. Our plant located in Phalodi is using upto 70% inhouse solar energy hence resulting in huge saving in electric cost and reducing carbon footprint. Our company is also having a large 1.5 MW Windmill which is having a long term tie-up with MPPCL at a most lucrative rate. The windmill is a great profit generating asset for our company.

For further details, please refer to the section titled “Our Business” beginning on page 41 beginning of this Draft Letter of Offer.

### FINANCIAL PERFORMANCE

The financial performance of our Company for half year ended on September 30, 2023 and as on March 31, 2023 is as follows:  
(₹ in Lacs)

Particulars	For the half year ended on September 30, 2023	Year Ended March 31, 2023
Revenue from operations	1041.3	1582.23
EBITDA	629.64	226.54
Profit/ (loss) after tax from continuing operation	577.06	38.34
Profit/ (loss) after tax from discontinuing operation	0.00	0.00
Profit/ (loss) from continuing and discontinuing operation	577.06	38.34

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subject to various risks and uncertainties, including those discussed in the section titled “Risk Factors” on page 14 beginning of this Draft Letter of Offer.

Our Company's future results of operations could be affected potentially by the following factors:

1. Company's ability to successfully implement our strategy, our growth and expansion, technological changes;
2. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
3. Audience's taste and behaviour;
4. Inability to successfully obtain registrations in a timely manner or at all;
5. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
6. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
7. Changes in laws and regulations relating to the industries in which we operate;
8. Effect of lack of infrastructure facilities on our business;

9. Intensified competition in industries/sector in which we operate;
10. Our ability to attract, retain and manage qualified personnel;
11. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
12. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Our ability to expand our geographical area of operation.

## SIGNIFICANT ACCOUNTING POLICIES

Except as mentioned in section titled “*Financial Statements*” beginning on page 52 of this Draft Letter of Offer, there has been no change in accounting policies during the Fiscal years 2023, 2022 and for half year ended September 30, 2023.

## CHANGES IN ACCOUNTING POLICIES

Except as mentioned in section titled “*Financial Statements*” beginning on page 52 of this Draft Letter of Offer, there has been no change in accounting policies during the Fiscal years 2023, 2022 and for half year ended September 30, 2023.

## COMPONENTS OF INCOME AND EXPENDITURE

### Total Revenue

Our total revenue is divided into revenue from operations and other income. Revenue from operations consists revenue from sale of goods.

### Total Expenses

Our total expenses comprise of purchase of stock in trade, change in inventories, Employee benefit expenses, Finance cost, Depreciation, Other expenses.

#### Change in Inventories

Our change in inventories comprise of change in opening and closing of raw materials.

#### Employee benefit expenses

Employee benefit expenses comprises of salaries and allowances.

#### Finance cost

Finance cost comprises of Bank Charges and Interest of Late Payment of TCS and TDS.

#### Other Expenses

Other expenses majorly comprise of Business Promotion Expense, Merchant Banking Fees, Professional Fees, GST Tax Expense, Legal Expenses, Listing Fees etc.

#### Taxation

The current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

## RESULTS OF OPERATIONS

The following discussion on results of operations should be read in conjunction with the Audited Financial Statements of our Company for the period ended September 30, 2023 and financial years ended March 31, 2023 and 2022:

(₹ in Lacs)

	For the period ended on September 30,				For the year ended on March 31,			
Particulars	2023	% of Total Revenue	2022	% of Total Revenue	2023	% of Total Revenue	2022	% of Total Revenue
<b>INCOME</b>								
Revenue from Operation	1038.17	99.70%	747.32	99.50%	1570.63	99.27%	1616.85	98.82%
Other Income	3.13	0.30%	3.76	0.50%	11.60	0.73%	19.27	1.18%

<b>TOTAL</b>	<b>1041.3</b>	<b>100.00%</b>	<b>751.08</b>	<b>100.00%</b>	<b>1582.23</b>	<b>100.00%</b>	<b>1636.12</b>	<b>100.00%</b>
<b>EXPENDITURE</b>								
Purchase of Stock in trade	201.15	19.32%	173.23	23.06%	622.52	39.34%	1034.11	63.21%
Change in inventories	0	0.00%	0	0.00%	0.00	0.00%	0	0.00%
Employee benefit expense	-6.2	-0.60%	-47.05	-6.26%	0.00	0.00%	61.46	3.76%
Finance cost	17.57	1.69%	24.89	3.31%	66.65	4.21%	73.46	4.49%
Depreciation	3.26	0.31%	27.92	3.72%	39.53	2.50%	66.1	4.04%
Other expenses	49.32	4.74%	56.91	7.58%	114.49	7.24%	128.31	7.84%
<b>TOTAL</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>	<b>355.94</b>	<b>22.50%</b>	<b>161.475</b>	<b>9.87%</b>
<b>Profit/(loss) before Exceptional Items</b>	<b>199.14</b>	<b>19.12%</b>	<b>125.31</b>	<b>16.68%</b>	<b>310.58</b>	<b>19.63%</b>	<b>135.035</b>	<b>8.25%</b>
Exceptional Items	<b>464.24</b>	<b>44.58%</b>	<b>361.21</b>	<b>48.09%</b>	<b>1509.71</b>	<b>95.42%</b>	<b>1659.95</b>	<b>101.46%</b>
Profit/ (Loss) on share of associates	<b>577.06</b>	<b>55.42%</b>	<b>389.87</b>	<b>51.91%</b>	<b>72.52</b>	<b>4.58%</b>	<b>-23.83</b>	<b>-1.46%</b>
<b>Profit/ (loss) before tax</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>	<b>0.00</b>	<b>0.00%</b>	<b>0.00</b>	<b>0.00%</b>
Less: Current Tax	0	0.00%	0	0.00%	0.00	0.00%	0.00	0.00%
Less : Deferred Tax	<b>577.06</b>	<b>55.42%</b>	<b>389.87</b>	<b>51.91%</b>	<b>72.52</b>	<b>4.58%</b>	<b>-23.83</b>	<b>-1.46%</b>
Less : Short Provision for Tax	0	0.00%	0	0.00%	25.75	1.63%	0	0.00%
Minority Interest	0	0.00%	0	0.00%	8.43	0.53%	1.62	0.10%
<b>Profit/ (loss) after tax</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>	<b>0.00</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>
	0	0.00%	0	0.00%	0.00	0.00%	0	0.00%
	<b>577.06</b>	<b>55.42%</b>	<b>389.87</b>	<b>51.91%</b>	<b>38.34</b>	<b>2.42%</b>	<b>-25.45</b>	<b>-1.56%</b>

#### **SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2023 COMPARED TO SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2022**

##### **Total Revenue**

Our total revenue for the Six Months Period ended September 30, 2023 was ₹1041.30 Lacs as compared to ₹ 751.08Lacs for the Six Months Period ended September 30, 2022, representing an increase of 38.64%. Total revenue comprises of:

##### Revenue from Operations

The revenue income from operations for the six months period on ended on September 30, 2023 was ₹ 1038.17Lacs as compared to ₹ 747.32Lacs for the six months period ended on September 30, 2022, representing an increase of 38.92%.

##### Other Income

The other income for the six months period on ended on September 30, 2023 was ₹ 3.13 Lacs as compared to ₹ 3.76 Lacs for the six months period on ended on September 30, 2022, representing decrease of 16.76%

##### **Total Expenses**

Our total expenses for the six months period on ended on September 30, 2023 was ₹ 464.24 Lacs as compared to ₹ 361.21 Lacs for the six months period on ended on September 30, 2022, representing an increase of 28.52 %. Total expenditure comprises of:

##### Cost of material consumed

The *Cost of material consumed* for the six months period on ended on September 30, 2023 was ₹ 201.15 Lacs as compared to ₹ 173.23 for the six months period on ended on September 30, 2022, representing an increase of 16.12 %.

##### Changes in Inventories

The Changes in Inventories for the six months period on ended on September 30, 2023 was ₹ (6.20) Lacs as compared to ₹ (47.05)Lacs for the six months period on ended on September 30, 2022, representing an decrease of 86.82 %.

##### Employee Benefit Expenses

The Employee Benefit Expenses for the six months period on ended on September 30, 2023 was ₹ 17.57 Lacs as compared to ₹ 24.89 Lacs for the six months period on ended on September 30, 2022, representing a decrease of 29.41 %.

### Finance Cost

The finance cost for the six months period on ended on September 30, 2023 was ₹ 3.26 Lacs as compared to ₹ 27.92 for the six months period on ended on September 30, 2022 representing a decrease of 88.32%.

### Depreciation

The depreciation expenses for the six months period on ended on September 30, 2023 was ₹ 49.32 Lacs as compared to ₹ 56.91 for the six months period on ended on September 30, 2022 representing a decrease of 13.34%.

### Other Expenses

Other Expenses for the six months period on ended on September 30, 2023 was ₹ 199.14 Lacs as compared to ₹ 125.31 Lacs for the six months period on ended on September 30, 2022, representing an increase of 58.92 %.

### Profit before Tax

Profit before tax for the six months period on ended on September 30, 2023 was ₹577.06 Lacs as compared to ₹ 389.87 Lakhs for the six months period on ended on September 30, 2022, representing an increase of 48.01%.

### Tax Expenses

Tax expenses for the six months period on ended on September 30, 2023 was ₹ 0 as compared to ₹ 0 for the six months period on ended on September 30, 2022, representing an increase of 0%.

### Profit after Tax

Profit after tax for the six months period on ended on September 30, 2023 was ₹ 577.06 Lacs as compared to ₹ 389.87 Lacs for the six months period on ended on September 30, 2022, representing an increase of 48.01 %.

## **COMPARISON OF FINANCIAL YEAR ENDED 2023 TO FINANCIAL YEAR ENDED 2022**

Our total revenue decreased by 3.29% to ₹1582.23 Lacs for the FY 2023 from ₹ 1636.12 Lacs for the FY 2022 due to the factors described below:

### Revenue from Operations

Our revenue from operations was decreased by 2.86% to ₹1570.63 Lacs for the FY 2023 from ₹1616.85 Lacs for the FY 2022.

### Other Income

Other income decreased by 39.80% to ₹ 11.60 Lacs for the FY 2023 from ₹ 19.27 Lacs in FY 2022.

### **Total Expenses:**

Our total expenses decreased by 9.05% to ₹ 1509.71 Lacs for the FY 2023 from ₹ 1659.95 Lacs for the FY 2022 due to the factors described below:

### Cost of material consumed

The Cost of material consumed in trade decreased by 39.80% to ₹ 622.52 Lacs in FY 2023 from ₹ 1034.11 Lacs in FY 2022.

### Changes in Inventories

The Changes in Inventories increased by 100% to ₹ 0 in FY 2023 from ₹- 61.46 Lacs in FY 2022.

### Employee Benefit Expenses

The Employee Benefit Expenses decreased by 9.27% to ₹ 66.65 Lacs in FY 2023 from ₹ 73.46 Lacs in FY 2022.

### Finance Cost

The Finance cost decreased by 40.20% to ₹39.53 Lacs in FY 2023 from ₹ 66.10 in FY 2022.

### Depreciation

The Depreciation expenses decreased by 10.77% to ₹114.49 Lacs in FY 2023 from ₹128.31 Lacs in FY 2022.

#### Manufacturing & Direct Expenses

The Manufacturing & Direct Expenses increased by 120.43% to ₹ 355.94 Lacs in FY 2023 from ₹ 161.48 Lacs in FY 2022.

#### Other Expenses

The Other expenses increased by 130 % to ₹ 310.58 Lacs in FY 2023 from ₹ 135.04 Lacs in FY 2022.

#### Profit before Tax

Our profit before tax increased by 304.32 % to ₹ 72.52 Lacs for the FY 2023 from ₹ (23.83) Lacs for the FY 2022.

#### Tax Expenses

Our tax expense also accordingly increased by 2009.88% % to ₹ 34.18 Lacs in FY 2023 from ₹ 1.62 Lacs in the FY 2022.

#### Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 250.65 % to ₹ 38.34 Lacs in FY 2023 from ₹ (25.45) Lacs in FY 2022.

### **RELATED PARTY TRANSACTIONS**

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relate to remuneration, salary, commission and Issue of Equity Shares. For further details of related parties kindly refer chapter titled “*Financial Statements*” beginning on page 52 of this Draft letter of offer.

### **SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2023 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS**

Other than as disclosed in this Draft Letter of Offer, there have been no significant developments after March 31, 2023, the date of the latest balance sheet included in this Draft Letter of Offer that may affect our future results of operations. For further information, see “*Material Developments*” on page 56 of this Draft Letter of Offer.



**OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS**

There are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters or Group Companies.

Further our Company, Directors, Promoters and Group Companies are not wilful defaulters or fraudulent borrowers and there have been no violations of securities laws in the past or pending against them.

**LITIGATION RELATING TO OUR COMPANY**

**A. CASES FILED AGAINST OUR COMPANY**

**1. Litigation involving Civil Laws**

- i. Small Farmer Agribusiness Consortium V/s SFL & Ors.

Case No. CCNI 4494/ 2022

CNR No. DLSE02-012245-2022

Court Name CMM SE-Saket

Next date 04.01.2024

Stage service of Summon

Details Venture capital amount converted into loan. For Spice plant, SFAC given interest free loan of Rs. 50 lacs and now asking for relief and convert into grant.

**2. Litigation involving Criminal Laws**

Nil

**3. Litigation involving Securities and Economic Laws**

Nil

**4. Litigation involving Taxation**

**Direct Tax**

Nil

**Indirect Tax**

Nil

**5. Other Pending Litigation based on Materiality Policy of our Company**

Nil

**B. CASES FILED BY OUR COMPANY**

**1. Litigation involving Civil Laws**

**i. Spectrum Foods Limited V/s BLA Packaging**

Case No.: 66/2023, Court Name: CC-1, BLA is packaging company supplied bad quality pouches for 1kg salt, also failed Standard drop test. Due to this bad quality packs, impact overall business and market reputation. Wholesalers, Distributors also gave bad feedback. We have initiated legal action to recover loss suffered due to this act.

**ii. Spectrum Foods Limited V/s MECH TECH MACHINES**

Case No. CMA/2642/2019

CNR No. RJHCO20471752019

Court Name HC No.6

Last date 04.08.2023

Next Date to be listed

Details

In our Salt refinery Plant, The Company has deliberately supplied under capacity salt dryer, resulting productivity loss. We have initiated legal action to recover loss suffered due to this act.

**2. Litigation involving Company Laws**

Nil

**3. Litigation involving Securities and Economic Laws**

Nil

**4. Litigation involving Taxation**

Nil

**5. Other Pending Litigation based on Materiality Policy of our Company**

Nil

**C. NOTICES FROM STATUTORY AUTHORITIES**

Nil

**LITIGATION RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY**

**A. CASES FILED AGAINST THE DIRECTORS**

**1. Litigation involving Civil/Statutory Laws**

Nil

**2. Litigation involving Criminal Laws**

Nil

**3. Litigation involving Economic Offenses**

Nil

**4. Litigation involving Tax Liabilities**

Nil

**5. Other Pending Litigation based on Materiality Policy of our Company**

Nil

**B. NOTICES FROM STATUTORY AUTHORITIES**

Nil

**C. CASES FILED BY THE DIRECTORS**

**1. Litigation involving Civil/Statutory Laws**

Nil

**2. Litigation involving Criminal Laws**

Nil

**3. Litigation involving Economic Offenses**

Nil

**4. Litigation involving Tax Liabilities**

Nil

## LITIGATION RELATING TO OUR PROMOTER AND PROMOTER GROUP ENTITIES

### A. CASES FILED AGAINST THE PROMOTER AND PROMOTER GROUP ENTITIES

#### 1. Litigation involving Civil/Statutory Laws

Nil

#### 2. Litigation involving Criminal Laws

Nil

#### 3. Litigation involving Economic Offenses

Nil

#### 4. Litigation involving Tax Liabilities

Nil

#### 5. Other Pending Litigation based on Materiality Policy of our Company

Nil

### B. CASES FILED BY THE PROMOTER AND PROMOTER GROUP ENTITIES

#### 1. Litigation involving Civil Laws

Nil

#### 2. Litigation involving Criminal Laws

Nil

#### 3. Litigation involving Securities and Economic Laws

Nil

#### 4. Litigation involving Labour Laws

Nil

#### 5. Litigation involving Taxation

Nil

## DISCLOSURES PERTAINING TO WILFUL DEFAULTERS OR FRAUDULENT BORROWER

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

## MATERIAL DEVELOPMENTS OCCURRING SINCE MARCH 31, 2023

There have not arisen, since the date of the last financial statements disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled “*Material Developments*” on page 56 of this Draft Letter of Offer.

## **GOVERNMENT AND OTHER APPROVALS**

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable as on the date of this Draft letter of offer) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as on the date of this Draft Letter of offer.

The main object clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

### **Pending Approvals:**

In addition, as on the date of the Draft Letter of Offer, there are no pending regulatory and government approvals and no pending renewals of licenses or approvals in relation to the activities presently undertaken by us or in relation to the Issue.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution of the Board passed at its meeting held on October 10, 2023 pursuant to Section 62(1)(a) of the Companies Act, 2013.

The Board of Directors has, at its meeting held on [●], determined the Issue Price as ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) in consultation with the Legal Advisor to the Issue, and the Rights Entitlement as [●] Rights Equity Shares for every [●] Equity Shares held on the Record Date.

This Draft Letter of Offer has been approved by our Board pursuant to their resolutions dated December 22, 2023.

Our Company has received in-principle approval from BSE pursuant to Regulation 28 of SEBI (LODR) Regulations, vide its letter dated [●] for listing of the Rights Equity Shares to be allotted pursuant to the Issue. Our Company will also make an application to BSE to obtain trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. Our Company has been allotted the ISIN [●] both from NSDL and CDSL for the Rights Equity Shares issued pursuant to this Issue. For details, see section titled “*Terms of the Issue*” beginning on page 70 of this Draft Letter of Offer.

### PROHIBITION BY SEBI AND OTHER GOVERNMENTAL AUTHORITIES

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

The companies with which the Promoters or the Directors are associated as promoters or directors have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

Neither our Promoters nor any of our Directors have been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are, in any manner, associated with the securities market.

### PROHIBITION BY RBI

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

### CONFIRMATION UNDER THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

As on the date of this Draft Letter of Offer, our Company, our Promoters and members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended (“SBO Rules”), to the extent applicable.

### ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on BSE Limited. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI (ICDR) Regulations and other applicable provisions of the SEBI (ICDR) Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations.

### COMPLIANCE WITH REGULATION 61 AND 62 OF THE SEBI (ICDR) REGULATIONS

The present Issue being of less than ₹5,000 Lacs, our Company is in compliance with first proviso to Regulation 3 of the SEBI (ICDR) Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI (ICDR) Regulations with SEBI for information and dissemination on the website of SEBI.

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI (ICDR) Regulations, to the extent applicable. Our Company has made application to the Stock Exchange and has received their in-principal approval for listing of the Rights Equity Shares to be issued pursuant to this Issue. BSE is the Designated Stock Exchange for the purpose of the Issue.

### COMPLIANCE WITH CLAUSE (1) OF PART B OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI (ICDR) Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI (LODR) Regulations, as applicable for the last one year immediately preceding the date of filing of the Draft Letter of Offer with BSE;
2. The reports, statements and information referred to above in clause (1) are available on the website of BSE;
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders’ Relationship Committee at frequent intervals, appropriate delegation of power by our Board of directors as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.



As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI (ICDR) Regulations, disclosures in this Draft Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of SEBI (ICDR) Regulations.

#### **DISCLAIMER CLAUSE OF SEBI**

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI (ICDR) Regulations as the size of issue is up to ₹5,000.00 Lacs.

As required, a copy of the Letter of Offer will be submitted to SEBI.

#### **DISCLAIMER FROM OUR COMPANY, OUR DIRECTOR(S)**

Our Company accept no responsibility for statements made otherwise than in this draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the Issue will be deemed to have represented to our Company and its officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice/evaluation as to their ability and quantum of investment in the Issue.

#### **CAUTION**

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

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at the date of this Draft Letter of Offer.

#### **DISCLAIMER WITH RESPECT TO JURISDICTION**

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Jaipur, India only.

#### **DESIGNATED STOCK EXCHANGE**

The Designated Stock Exchange for the purpose of this Issue will be BSE Limited.

#### **DISCLAIMER CLAUSE OF BSE**

As required, a copy of this Draft Letter of Offer shall be submitted to the BSE. The Disclaimer Clause as intimated by the BSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to the filing with SEBI, BSE and RoC.

#### **FILING**

The Draft Letter of Offer has not been filed with the SEBI for its observations as the size of the issue is less than ₹ 50 crore which does not require our company to file Draft Letter of Offer with SEBI. The Company has filed Draft Letter of Offer with the Stock Exchange for obtaining in-principle approval.

#### **SELLING RESTRICTIONS**

The distribution of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Rights Entitlement Letter, Application Form (collectively "Issue Materials") and the issue of Rights Equity Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Issue Materials may come are required to inform themselves about and observe such restrictions.

We are making this Issue of Equity Shares on a rights basis to the Eligible Equity Shareholders and will send/ dispatch the Issue Materials only to the Eligible Equity Shareholders who have provided an Indian address and who are located in jurisdictions where the issue and sale of the Rights Entitlements and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

Further, the Letter of Offer will be provided to those who have provided their Indian addresses to our Company and who makes a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, The Stock Exchange.

Our Company shall also endeavor to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

No action has been or will be taken to permit this Issue in any jurisdiction or the possession, circulation, or distribution of this Issue Materials or any other material relating to our Company, the Rights Equity Shares or Rights Entitlement in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, the Issue Materials must be treated as sent for information only and should not be copied, redistributed or acted upon for subscription to Rights Equity Shares or the purchase of Rights Entitlements. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the issue of the Rights Entitlements or Rights Equity Shares, distribute or send such document in, into the United States or any other jurisdiction where to do so would, or might contravene local securities laws or regulations or would subject the Company or their respective affiliates to any filing or registration requirement (other than in India). If the Issue Materials is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlement or Rights Equity Shares referred to in the Issue Materials. Envelopes containing an Application Form should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares in this Issue must provide an Indian address.

Any person who makes an application to acquire Rights Entitlement and the Rights Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction, without requirement for our Company or their respective affiliates to make any filing or registration (other than in India).

Neither the delivery of the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form nor any sale or offer hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or date of such information.

**THE CONTENTS OF THIS DRAFT LETTER OF OFFER, THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF BUYING OR SELLING OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. AS A RESULT, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR, AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX, AND RELATED MATTERS CONCERNING THE OFFER OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. IN ADDITION, NEITHER OUR COMPANY NOR ANY OF THEIR RESPECTIVE AFFILIATES ARE MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE RIGHTS EQUITY SHARES OR THE RIGHTS ENTITLEMENTS REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS EQUITY SHARES OR THE RIGHTS ENTITLEMENTS BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.**

#### **NO OFFER IN THE UNITED STATES**

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT, 1933, AS AMENDED, OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, "U.S. PERSONS" (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES REFERRED TO IN THIS DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA AND IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE RIGHTS EQUITY SHARES AND/ OR RIGHTS ENTITLEMENTS ARE PERMITTED UNDER LAWS OF SUCH JURISDICTIONS, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER, THE LETTER OF OFFER, AND ABRIDGED LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY SECURITIES OR RIGHTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES OR RIGHTS. ACCORDINGLY, THIS DRAFT LETTER OF OFFER, THE LETTER OF OFFER, THE ABRIDGED LETTER OF OFFER, ENTITLEMENT LETTER, AND APPLICATION FORM SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation or purchase of the Rights Equity Shares and/ or Rights Entitlements from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under this Draft Letter of Offer, the Letter of Offer. Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

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

Our Promoters and our Company are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "US SEC"), any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States. The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

Our Company has made adequate arrangements for redressal of investor complaints in compliance with the corporate governance requirements under the SEBI (LODR) Regulations as well as a well-arranged correspondence system developed for letters of routine nature. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular bearing reference number CIR/OIAE/2/2011 dated June 3, 2011. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 15 (Fifteen) days from the date of receipt of the complaint.

Any investor grievances arising out of the Issue will be handled by the Registrar to the Issue i.e., Kfin Technologies Limited. The agreement between the Company and the Registrar provides for a period for which records shall be retained by the Registrar in order to enable the Registrar to redress grievances of Investors.

**Investors may contact the Registrar or our Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole/ first holder, folio number or demat account number, serial number of the Application Form, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process),. For details on the ASBA process, please see "Terms of the Issue" on page 70 of this Draft Letter of Offer.**

### Investor Grievances arising out of this Issue

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

Company Secretary and Compliance Officer	Registrar to the Issue
<b>Ms. Ankita Sharma</b> L-5, B-II, Krishna Marg, C-Scheme, Jaipur - 302001 Rajasthan, India <b>Contact Details:</b> +91141 2379483/2372946 <b>Email:</b> salt@suryasalt.com	<b>BEETAL FINANCIAL &amp; COMPUTER SERVICES PRIVATE LIMITED</b> Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre Near Dada Harsukhdas Mandir, New Delhi-62 <b>Tel:</b> 011-9961281-83, 011-26051061, 26051064 <b>Fax:</b> 011 2996 1284 <b>Email:</b> <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a> <b>Website:</b> <a href="http://www.beetalfinancial.com">www.beetalfinancial.com</a> <b>Investors Grievance E-mail:</b> <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a> <b>Contact Person:</b> Mr. Punit Mittal, General Manager <b>SEBI Registration Number:</b> INR000000262

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are (011-9961281-83, 011-26051061).

## SECTION VIII – ISSUE INFORMATION

### TERMS OF THE ISSUE

*This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Draft Letter of Offer, Letter of Offer the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA.*

*Further, SEBI has pursuant to the SEBI Rights Issue Circular stated that in the event there are physical shareholders who have not been able to open a demat account pursuant to the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 or are unable to communicate their demat account details to our Company or the Registrar for credit of Rights Entitlements, such physical shareholders may be allowed to submit their Application. For more details, please see 'Making Application by Eligible Equity Shareholders holding Equity Shares in physical form'.*

### OVERVIEW

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the BSE and the terms and conditions as stipulated in the Allotment advice.

### IMPORTANT

#### 1. Dispatch and availability of Issue materials

In accordance with the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars, our Company will send/dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material ("Issue Materials") only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

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

- a) Our Company's website at [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com);
- b) Registrar to the Issue's website at [www.beetalfinancial.com](http://www.beetalfinancial.com);
- c) BSE website at [www.bseindia.com](http://www.bseindia.com);

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at [www.beetalfinancial.com](http://www.beetalfinancial.com) by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com).

**Please note that neither our Company nor the Registrar nor the Legal Advisor shall be responsible for non- dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e- mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.**

The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer has been filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and

Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes an Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Equity Shares under the laws of any jurisdiction which apply to such person.

Further, our Company along will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. In light of the current COVID-19 situation and pursuant to the SEBI Rights Issue Circulars, our Company and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

## **2. Facilities for Application in this Issue**

**In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI - Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process.**

### **a. ASBA facility**

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Please note that subject to SCSBs complying with the requirements of SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Applicants should note that they should be very careful to fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "*Application on Plain Paper under ASBA process*" on page 80 of this Draft Letter of Offer.

### **b. Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI - Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to: (a) The demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (b) A demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to: (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or (ii) Equity Shares held in the account of IEPF authority; or (iii) The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (iv) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (v) Credit of the Rights Entitlements returned/ reversed/ failed; or (vi) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

Eligible Equity Shareholders, whose Rights Entitlements are credited in demat suspense escrow account opened by our Company, are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account



etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar to the Issue not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 (One) day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar to the Issue, to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e., [www.beetalfinancial.com](http://www.beetalfinancial.com)). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e., [www.beetalfinancial.com](http://www.beetalfinancial.com)) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

#### **OTHER IMPORTANT LINKS AND HELPLINE**

The Investors can visit following links for the below-mentioned purposes:

1. Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.beetalfinancial.com](http://www.beetalfinancial.com);
2. Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company: [salt@suryasalt.com](mailto:salt@suryasalt.com);
3. Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [www.beetalfinancial.com](http://www.beetalfinancial.com);
4. Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [www.beetalfinancial.com](http://www.beetalfinancial.com).

#### **RENOUNCEES**

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

#### **BASIS FOR THIS ISSUE**

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members at the close of business hours on the Record Date.

#### **RIGHTS ENTITLEMENTS**

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

The Registrar will send/dispatch a Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form to all Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlements or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions, which will contain details of their Rights Entitlements based on their shareholding as on the Record Date.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.beetalfinancial.com](http://www.beetalfinancial.com)) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e., [www.beetalfinancial.com](http://www.beetalfinancial.com)). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

**Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue materials (“Issue Materials”) will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid**

**email address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. For further details,**

see “*Notice to Investors*” and “*Restrictions on foreign ownership of Indian securities*” on page 8 and 92 of this Draft Letter of Offer.

## PRINCIPAL TERMS OF THIS ISSUE

### Face Value

Each Rights Equity Shares will be having face value of ₹10.00 (Rupees Ten Only).

### Issue Price

Each Rights Equity Share is being offered at a price of ₹ [●]/- (Rupees [●] only) per Rights Equity Share (including a premium of ₹ [●]/- (Rupees [●] only) per Rights Equity Share) in this Issue.

The Issue Price for Rights Equity Shares has been arrived at by our Company in consultation with the Advisor to the Issue and has been decided prior to the determination of the Record Date.

### Rights Entitlements Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Rights Equity Share(s) for every [●] fully paid-up Equity Share(s) held by the Eligible Equity Shareholders as on the Record Date.

### Terms of Payment

[●] (Rupees [●]) per Rights Equity Share issued in [●] Rights Entitlement, (i.e., [●]-) per Rights Equity Share, including a premium of [●] per Rights Share).

On application, investor will have to pay [●] per right Share which constitute [●]% (Fifty percent) of the Issue price and the balance [●] per right on one or more subsequent call(s) as determined by the Board. Where an Applicant has applied for additional Rights Equity Shares and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI (ICDR) Regulations. If there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

### Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer. For details, see “*Procedure for Renunciation of Rights Entitlements*” on page 79 of this Draft Letter of Offer.

In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least 2 (Two) Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

### Process of Credit of Rights Entitlements in dematerialized account

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to: (a) The demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (b) A demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to: (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or (ii) Equity Shares held in the account of IEPF authority; or (iii) The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (iv) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (v) Credit of the Rights Entitlements returned/ reversed/ failed; or (vi) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The Rights Equity Shares offered under this Issue will be traded under a separate ISIN after each Call for the period as may be applicable under the rules and regulations prior to the record date for the final Call Notice. The ISIN representing the Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call Money in respect of the Rights Equity Shares, such Rights Equity Shares would be fully paid-up and merged with the existing ISIN of our Equity Shares.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master

sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 (One) day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCEDURE FOR APPLICATION” ON PAGE 77.**

### **Fractional Entitlements**

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 1 Equity Shares or is not in the multiple of 1 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder hold [●] Equity Shares, such Equity Shareholder will be entitled to [●] Rights Equity Share(s) and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/ her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 1 Equity Shares shall have ‘zero’ entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Shares, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

### **Ranking of Equity Shares**

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice.

The Rights Equity Shares being issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association. The Rights Equity Shares shall rank pari-passu, in all respects including dividend, with our existing Equity Shares.

### **Trading of the Rights Entitlements**

In accordance with the ASBA Circulars and SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the BSE under ISIN [●]. Prior to the Issue Opening Date, our Company will obtain the approval from the BSE for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchange on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. For details, see “*Procedure for Renunciation of Rights Entitlements – On Market Renunciation*” and “*Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*” on page 79 of this Draft Letter of Offer.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

### **Credit Rating**

As this Issue is a rights issue of Rights Equity Shares, there is no requirement of credit rating for this Issue.

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

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI (ICDR) Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary procedures for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number [●] dated [●]. Our Company will apply to the BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE Limited bearing Scrip Symbol 'SPECTRUM' under ISIN 'INE547C01018'. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the BSE Limited, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the BSE, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within 4 (Four) days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

### **Subscription to this Issue by our Promoter and our Promoter Group**

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see the paragraph titled "*Intention and participation by the promoter and promoter group*" under the chapter titled "*Capital Structure*" on page 27 of this Draft Letter of Offer.

### **Rights of holders of Rights Equity Shares of our Company**

Subject to applicable laws, holders of the Rights Equity Shares shall have the following rights:

- a. The right to receive dividend, if declared;
- b. The right to vote in person, or by proxy, except in case of Rights Equity Shares credited to the demat suspense account for resident Eligible Equity Shareholders;
- c. The right to receive surplus on liquidation;
- d. The right to free transferability of Rights Equity Shares;
- e. The right to attend general meetings of our Company and exercise voting powers in accordance with law; and
- f. Such other rights as may be available to a shareholder of a listed public Company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

**Subject to applicable law and Articles of Association, holders of Rights Equity Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Equity Shares in this Issue.**

## **GENERAL TERMS OF THE ISSUE**

### **Market Lot**

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialized mode is one Equity Share. Further, the Rights Equity Shares shall be allotted only in dematerialized form.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Rights Equity Shares offered in this Issue.

### **Nomination**

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in

dematerialized form, there is no need to make a separate nomination for the Rights Equity Shares to be allotted in this Issue. Nominations registered with the respective Depository Participants of the Investors would prevail. Any Investor holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

### **Arrangements for Disposal of Odd Lots**

The Rights Equity Shares will be traded in dematerialised form only and therefore the marketable lot is one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

### **Restrictions on transfer and transmission of shares and on their consolidation/splitting**

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI (LODR) Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

### **Notices**

In accordance with the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Letter of Offer will be provided by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their email address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Gujarati language daily newspaper with wide circulation (Gujarati being the regional language of Ahmedabad, where our Registered Office is situated). The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their website.

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

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue Rights Equity Shares to non-resident shareholders including additional Rights Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things:

1. Subscribe for additional Equity Shares over and above their Rights Entitlements;
2. Renounce the Equity Shares offered to them either in full or in part thereof in favour of a person named by them; or
3. Apply for the Equity Shares renounced in their favour.

Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlements Letters/ letters of Allotment/Allotment advice.

Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlements Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com). It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the e-mail address of non-resident Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange. The Board of Directors may at its absolute discretion, agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of



our Company.

Any non-resident shareholder who has applied in the Issue without submitting RBI approval and/or without providing Indian address, his/her application will be liable for rejection.

## PROCEDURE FOR APPLICATION

### How to Apply

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

### Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to the Eligible Equity Shareholders only to

- i. E-mail addresses of resident Eligible Equity Shareholders who have provided their e-mail addresses;
- ii. Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company;
- iii. Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company;

In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through e-mail address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

**Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).**

To update the respective e-mail addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit [www.beetalfinancial.com](http://www.beetalfinancial.com). Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of:

- i. Our Company at [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com);
- ii. The Registrar at [www.beetalfinancial.com](http://www.beetalfinancial.com);
- iii. The Stock Exchange at [www.bseindia.com](http://www.bseindia.com);

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com) by entering their DP-ID and Client-ID and PAN.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue on the basis of the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders applying in this Issue, as applicable.

In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares by:

- i. Submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

The ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or

**Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.**

**Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of**

**the Application. For details see “Grounds for Technical Rejection” on page 83 of this Draft Letter of Offer. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making an application that is available on the website of the Registrar and Stock Exchange or on a plain paper with the same details as per the Application Form available online. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Application on Plain Paper under ASBA process*” on page 80 of this Draft Letter of Offer.

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

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

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

1. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
2. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. Apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
5. Renounce its Rights Entitlements in full.

#### **PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS**

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

#### **Self-Certified Syndicate Banks**

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number ‘CIR/CFD/DIL/13/2012’ dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

#### **ACCEPTANCE OF THIS ISSUE**

Investors may accept this Issue and apply for the Rights Equity Shares:

Submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or

Please note that on the Issue Closing Date:

Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE, and

#### **Applications submitted to anyone other than the Designated Branches of the SCSB**

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section “*Application on Plain Paper under ASBA process*” on page 80 of this Draft Letter of Offer.

#### **ADDITIONAL RIGHTS EQUITY SHARES**

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. The Rights Entitlements comprise of 1 Rights Equity. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI (ICDR) Regulations and in the manner prescribed under the section “*Basis of Allotment*” on page 86 of this Draft Letter of Offer.

#### **Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.**

Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the

details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, Such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process.

## **PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange; or (b) through an off -market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Rights Equity Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

**OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES, AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE INVESTORS.**

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

### **i. On Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under the ISIN that shall be allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Share. To clarify further, fractional entitlements are not eligible for trading.

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

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN [●] (for Rights Entitlement) that shall be allotted for the Rights Entitlement and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement bases, where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

### **ii. Off Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN (for Rights Entitlement) that shall be allotted for the Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

## **APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS**

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the

SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

**Applications on plain paper will not be accepted from any address outside India.**

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (i) Name of our Company, being '**SPECTRUM FOODS LIMITED**;
- (ii) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (iii) Registered Folio No./DP and Client ID No.;
- (iv) Number of Equity Shares held as on Record Date;
- (v) Allotment option – only dematerialized form;
- (vi) Number of Rights Equity Shares entitled to;
- (vii) Total number of Rights Equity Shares applied for;
- (viii) Number of additional Rights Equity Shares applied for, if any;
- (ix) Total amount paid at the rate of ₹[●]/- for Rights Equity Shares issued in one Rights Entitlement;
- (x) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- (xi) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.
- (xii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
- (xiii) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (xiv) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- (xv) In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as '**Regulation S**'), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements." In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the

Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.kfintech.com>.

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

#### **APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM**

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

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or us Company, Eligible Equity Shareholders should visit <http://www.beetalfinancial.com/www.beetalfinancial.com>

#### **PROCEDURE FOR APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM**

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The Eligible Equity Shareholders can access the Application Form from:
  - (i) The website of the Registrar at [www.beetalfinancial.com](http://www.beetalfinancial.com);
  - (ii) Our Company at [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com) and
  - (iii) The Stock Exchange at [www.bseindia.com](http://www.bseindia.com).

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.beetalfinancial.com](http://www.beetalfinancial.com)) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN.

The Eligible Equity Shareholders shall, on or before the Issue Closing Date, (i) submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

**PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

#### **ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM**

**PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 87 OF THIS DRAFT LETTER OF OFFER.**

#### **GENERAL INSTRUCTIONS FOR INVESTORS**

1. Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process;
2. Please read the instructions on the Application Form sent to you;
3. The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees;
4. Application should be made only through the ASBA facility;
5. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English;



6. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “*Application on Plain Paper under ASBA process*” on page 80 of this Draft Letter of Offer;
7. In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA;
8. An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
9. Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange, and
10. Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar;
11. In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form;
12. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, **Applications without PAN will be considered incomplete and are liable to be rejected.** With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors;
13. In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon;
14. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB;
15. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant;
16. All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable; In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar;
17. Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number ‘CIR/CFD/DIL/13/2012 dated September 25, 2012’ within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility;
18. In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications;
19. Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law;
20. An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue;

#### **Do’s:**

1. Ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number;
2. Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act;
3. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“Demographic Details”) are updated, true and correct, in all respects;

4. Investors should provide correct DP-ID and client-ID/ folio number while submitting the Application. Such DP-ID and Client-ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

***Don'ts:***

1. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
3. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application;
4. Do not pay the Application Money in cash, by money order, pay order or postal order;
5. Do not submit multiple Applications.

***Do's for Investors applying through ASBA:***

1. Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only;
2. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application;
3. Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB;
4. Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same;
5. Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location;
6. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form on a plain paper Application;
7. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter;

***Don'ts for Investors applying through ASBA:***

1. Do not apply if you are not eligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa;
3. Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only;
4. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process;

**GROUND FOR TECHNICAL REJECTION**

Applications made in this Issue are liable to be rejected on the following grounds:

1. DP-ID and Client-ID mentioned in Application not matching with the DP-ID and Client ID records available with the Registrar;
2. Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company;
3. Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money;
4. Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders;
5. Account holder not signing the Application or declaration mentioned therein;
6. Submission of more than one Application Forms for Rights Entitlements available in a particular demat account;
7. Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application;
8. Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts);
9. Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories;

10. Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB;
11. Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer;
12. Physical Application Forms not duly signed by the sole or joint Investors;
13. Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, and money order, postal order or outstation demand drafts;
14. If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements;
15. Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs) or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) outside India and the United States and is a foreign corporate or institutional shareholder eligible to subscribe for the Rights Equity Share under the applicable securities laws or (b) a U.S. QIB in the United States, and in each case such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form;
16. Applications which have evidence of being executed or made in contravention of applicable securities laws;
17. Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar;
18. Applications by a non-resident without the approval from RBI with respect to Rule 7 of the FEMA Rules;

#### **DEPOSITORY ACCOUNT AND BANK DETAILS FOR INVESTORS HOLDING SHARES IN DEMAT ACCOUNTS AND APPLYING IN THIS ISSUE.**

**IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP-ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.**

**Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.**

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

**The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, and Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.**

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

#### **MODES OF PAYMENT**

All payments against the Application Forms shall be made only through ASBA facility or internet banking. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking.

##### **1.Mode of payment for Resident Investors**

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

## **2.Mode of payment for non-resident Investors**

As regards the Application by non-resident Investors, the following conditions shall apply:

- (i) Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, our Company;

*Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to (i) the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (ii) the e-mail addresses of the foreign corporate or institutional shareholders.*

*The Letter of Offer will be provided by the Registrar on behalf of our Company to the Eligible Equity Shareholders at (i) the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and (ii) the e-mail addresses of the foreign corporate or institutional shareholders, in each case who make a request in this regard.*

- (ii) Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws;
- (iii) Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI;

### **Notes**

- (i) In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act;
- (ii) In case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India;
- (iii) In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals;
- (iv) Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment;
- (v) In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account;
- (vi) Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Rights Equity Shares;

## **MULTIPLE APPLICATIONS**

In case where multiple Applications are made in respect the Rights Entitlements using same demat account, such Applications shall be liable to be rejected. However supplementary applications in relation to further Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “*Procedure for Applications by Mutual Funds*” below. Cases where Investor submits Application Forms along with plain paper or multiple plain paper Applications for same Rights Entitlements shall be treated as multiple applications.

In cases where multiple Application Forms are submitted, such Applications shall be treated as multiple applications and are liable to be rejected.

## **LAST DATE FOR APPLICATION**

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●] i.e., Issue Closing Date. The Board of Directors may extend the said date for such period as it may determine from time to time, **subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).**

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as may be extended by the Board of Directors, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, “*Basis of Allotment*” on page 86 of this Draft Letter of Offer.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE,

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

## WITHDRAWAL OF APPLICATION

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility may withdraw their application post the Issue Closing Date.

## ISSUE SCHEDULE

<b>Last date for Credit of Rights Entitlements</b>	[●]
<b>Issue Opening Date</b>	[●]
<b>Last Date for On Market Renunciation*</b>	[●]
<b>Issue Closing Date</b>	[●]
<b>Finalisation of Basis of Allotment (on or about)</b>	[●]
<b>Date of Allotment (on or about)</b>	[●]
<b>Date of Credit (on or about)</b>	[●]
<b>Date of Listing (on or about)</b>	[●]

\* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

Our Board of Directors may however decide to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

Our Board of Directors may however decide to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date.

## BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Rights Equity Shares in the following order of priority:

1. Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
2. Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
3. Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (1) and (2) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
4. Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (1), (2) and (3) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
5. Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (1), (2), (3) and (4) above, and the decision of our Board in this regard shall be final and binding. After taking into account Allotment to be made under (1) to (4) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

## ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS



Our Company will e-mail Allotment advice, refund intimations or demat credit of Rights Equity Shares and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialized mode) or in a demat suspense account or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 (Fifteen) days from the Issue Closing Date. In case of failure to do so, our Company and the Directors who are “officers in default” shall pay interest at 15% (Fifteen Percent) p.a. and such other rate as specified under applicable law from the expiry of such 15 (Fifteen) days’ period.

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

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

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

## **PAYMENT OF REFUND**

### ***Mode of making refunds***

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

1. Unblocking amounts blocked using ASBA facility.
2. National Automated Clearing House (hereinafter referred to as ‘**NACH**’) – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centers specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centers where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
3. National Electronic Fund Transfer (hereinafter referred to as ‘**NEFT**’) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (hereinafter referred to as ‘IFSC Code’), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
4. Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
5. RTGS – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.
6. For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.
7. Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

### ***Refund payment to non-residents***

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

## **ALLOTMENT ADVICE OR DEMAT CREDIT OF SHARES**

The demat credit of Shares to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

## **RECEIPT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM**

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO

1. THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR
2. THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR
3. DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form.

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

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

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

**PROCEDURE FOR APPLICATION BY CERTAIN CATEGORIES OF INVESTORS**

**Procedure for Applications by FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post -Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against Shares held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

### **Procedure for Applications by AIFs, FVCIs and VCFs**

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

### **Procedure for Applications by NRIs**

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

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian Company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid - up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian Company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issuance of the Rights Equity Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

### **Procedure for Applications by Mutual Funds**

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

### **Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)**

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net-worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

## **IMPERSONATION**

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

***“Any person who makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its Shares; or 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 Shares; or otherwise induces directly or indirectly a Company to allot, or register any transfer of, Shares 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 for fraud involving an amount of at least ₹ 10 Lacs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

In case the fraud involves (i) an amount which is less than ₹10 Lacs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 Lacs or with both.

## **PAYMENT BY STOCKINVEST**

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Rights Issue.

## **DISPOSAL OF APPLICATION AND APPLICATION MONEY**

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form to the Eligible Equity Shareholders upon submission of the Application.

Our Board of Directors of the Company reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In cases where refunds are applicable, such refunds shall be made within a period of 15 days. In case of failure to do so, our Company and the Directors who are “officers in default” shall pay interest at the prescribed rate. In case an application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

## **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

1. The complaints received in respect of the issue shall be attended to by our Company expeditiously and satisfactorily;
2. All steps for completion of the necessary formalities for listing and commencement of trading at BSE, where the Rights Equity Shares are to be listed are taken within the time limit specified by the SEBI;
3. The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company;
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 (Fifteen) days of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. Where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants;
6. Adequate arrangements shall be made to collect all ASBA applications;
7. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board declares that:

1. All monies received out of issue of this Rights Equity Issue to the public shall be transferred to a separate bank account.
2. Details of all monies utilized out of this Right Issue referred to in clause (A) above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilized; and
3. Details of all unutilized monies out of this Right Issue referred to in clause (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

## **IMPORTANT**

1. Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed ‘**SPECTRUM FOODS LIMITED – RIGHT ISSUE**’ on the envelope and postmarked in India or in the email) to the Registrar at the following address:

### **BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED**

Beetal house, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,

New Delhi, Delhi, 110062

Tel: 011 - 29961281 / 29961282

Fax No.: 011 – 29961284

Email: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)

**Investors Grievance E-mail:** [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

**Contact Person:** Mr. Punit Mittal, General Manager

**SEBI Registration Number:** INR000000262

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar ([www.beetalfinancial.com](http://www.beetalfinancial.com)). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are 011 - 29961281 / 29961282.
4. This Issue will remain open for a minimum 15 (Fifteen) days. However, the Board of Directors will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).



## 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, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“DPIIT”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

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 fall under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.

*The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## **SECTION IX – OTHER INFORMATION**

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialised form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.

## **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than 2 (Two) years prior to the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of these contracts and also the documents for inspection referred to hereunder, would be available on the website of the Company at [www.spectrumfoodsltd.com](http://www.spectrumfoodsltd.com) from the date of this Draft Letter of Offer until the Issue Closing Date.

### **MATERIAL CONTRACTS FOR THE ISSUE**

1. Registrar Agreement between our Company and the Registrar to the Issue;
2. Bankers to the Issue Agreement dated [●] among our Company, the Registrar to the Issue and the Bankers to the Issue;
3. Tripartite Agreement between our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement between our Company, CDSL and the Registrar to the Issue.

### **MATERIAL DOCUMENTS IN RELATION TO THE ISSUE**

1. Certified copies of the updated Memorandum of Association and Articles of Association of our company;
2. Certificate of incorporation of our company;
3. Copies of Annual Reports of our Company for the last three Financial Years for the Financial Year ending March 31, 2023, March 31, 2022 and March 31, 2021
4. Copy of Unaudited Financial Results for the six months period ended September 30, 2023.
5. Copy of the Resolution of our Board of Directors dated October 10, 2023 approving the Issue;
6. Copy of Resolution Copy of the Resolution of Board of Directors dated [●] finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio;
7. Resolution of our Board of Directors dated December 22, 2023 approving the Draft Letter of Offer;
8. Consents of our Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditor, Legal Advisor to the Issue, Bankers to our Company, Bankers to the Issue and the Registrar to the Issue for inclusion of their names in the Draft Letter of Offer to act in their respective capacities;
9. Report on Statement of Special Tax Benefits dated December 19, 2023 for our Company from the Statutory Auditors of our Company;de
10. In-principle approval issued by BSE dated [●];
11. Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to the Eligible Equity Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Draft Letter of Offer are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

<b>Sd/-</b> _____ <b>Mr. Girdhar Gopal Saboo</b> Chairman & Managing Director	<b>Sd/-</b> _____ <b>Mr. Rakesh Godha</b> Executive Director
<b>Sd/-</b> _____ <b>Mrs. Sangita Devi</b> Non Executive Director	<b>Sd/-</b> _____ <b>Mr. Kailash Chand Sharma</b> Additional Independent Director
<b>Sd/-</b> _____ <b>Mr. Gajendra Singh Rathore</b> Additional Independent Director	<b>Sd/-</b> _____ <b>Mr. Gopal Kumawat</b> Additional Independent Director

### SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

<b>Sd/-</b> _____ <b>Mr. Kailash Chand Sharma</b> Chief Financial Officer	<b>Sd/-</b> _____ <b>Ms. Ankita Sharma</b> Company Secretary & Compliance Officer
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**Place:** Jaipur

**Date:** 22<sup>nd</sup> December, 2023