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Our company was originally formed as Partnership Firm in the name and style of "M/s Annapurna Agro Industries" through partnership deed dated November 27, 2015, Subsequently the constitution of partnership firm was changed through partnership deed dated May 15, 2016, dated April 1, 2018, dated April 1, 2019 and dated December 01, 2020 Further, the Partnership Firm was converted into Private Limited Company "Annapurna Swadisht Private Limited" on February 11, 2022, under Part I (Chapter XXI) of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted into a public limited company pursuant to approval of the Shareholders at an Extraordinary General meeting held on June 28, 2022 and consequently, the name of our Company was changed to "Annapurna Swadisht Limited" and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by Registrar of Companies, Kolkata on July 8, 2022. The Corporate Identification Number of our Company is U15133WB2022PLC251553.

> Registered Office: 90, Phears Lane, Unit No. 604, 6th floor PS- Bowbazar Kolkata-700012 (West Bengal), India; Tel: 033 - 4603 2805; E-mail: cs@annapurnasnacks.in; Website: www. annapurnasnacks.in; Contact Person: Mr. Shakeel Ahmed, Company Secretary and Compliance Officer; CIN: U15133WB2022PLC251553

> > **OUR PROMOTERS: RITESH SHAW AND SHREERAM BAGLA**

THE ISSUE

INITIAL PUBLIC OFFER OF UP TO 43,22,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF ANNAPURNA SWADISHT LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING TO ₹[●] LAKHS (THE "ISSUE"). THE ISSUE INCLUDES A RESERVATION OF UP TO 2,16,000 EQUITY SHARES OF FACE VALUE ₹ 10/- EACH FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE, AGGREGATING UP TO ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UP TO 41,06,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [● 1/- PER EQUITY SHARE, AGGREGATING UP TO ₹ [●] LAKHS IS HEREINAFTER REFEREED TO AS THE "NET ISSUE".

> • OIB PORTION: NOT MORE THAN 50% OF THE NET ISSUE • RETAIL PORTION: NOT LESS THAN 35% OF THE NET ISSUE

NON-INSTITUTIONAL PORTION: NOT LESS THAN 15% OF THE NET ISSUE

PRICE BAND: ₹68 TO ₹70 PER EQUITY SHARE OF FACE VALUE ₹10/- EACH.

THE FLOOR PRICE IS 6.8 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 7 TIMES OF THE FACE VALUE OF THE EQUITY SHARES

BIDS CAN BE MADE FOR A MINIMUM OF 2000 EQUITY SHARES AND IN MULTIPLES OF 2000 EQUITY SHARES THEREAFTER .

RISKS TO INVESTORS:

- The licenses and registration which were in the name of M/s. Annapurna Agro Industries are in the process of transfer in the name of our Company. However, in case any of
- such licenses and registration are not transferred, the operations of our Company may be adversely affected. We do not own the premises in which our manufacturing facilities are located and the same is on lease arrangement. Any termination of such lease / license and/or nonrenewal thereof and attachment by Property Owner could adversely affect our operations.
- Our inability to expand or effectively manage our growing distribution network may have an adverse effect on our business results of operations and financial condition.
- Increase in the prices of our raw material may have an adverse effect on our business.
- Listing date. The Price/Earnings ratio based on Diluted EPS for Fiscal 2022 for the company at the upper end of the Price Band is 20.35 as compared to the average Industry Peer Group

The Merchant Banker associated with the Issue has handled 2 (Two) public issue in the past three years out of which none of the Issues closed below the Issue Price on

PE ratio of 210.15. The weighted average cost of acquisition of all the shares transacted by the Promoter and Promoter Group in last 3 years and 1 year from the date of Red **Herring Prospectus (RHP):** Cap Price is 'X' times the Weighted Average Cost of Acquisition Range of Acquisition price: Lowest Price - Highest Price (in Rs.)

	The state of the s	The system of th		The state of the s			
Last 1 year	Shreeram Bagla	10.00	7.00 time	10.00 - 10.00			
	Ritesh Shaw	9.91	7.06 times	NIL* - 10.00			
Last 3 years**	Not Applicable	Not Applicable	Not Applicable Not Applicable				
*By way of gift between Promoter and Promoter Group.							

- Average cost of acquisition of Equity Shares for the Promoters ranges from Rs. 10.00/- to 9.91/- & the Issue Price at the upper end of the Price Band is Rs. 70 per Equity Share.
- Weighted Average Return on Net worth for Fiscals 2022, 2021 and 2020 is 30.23%

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue Price is 6.8 times the face value at the lower end of the Price Band and 7.0 times the face value at the higher end of the Price Band. Investors should refer to "Risk Factors", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 23, 86, 142 and 175, respectively, to have an informed view before making an investment decision. QUALITATIVE FACTORS:

Some of the qualitative factors, which form the basis for computing the price, are -

- Multi-product portfolio;
- Growing financial performance
- Cordial relations with our customers
- Quality Assurance & Control: Leveraging the experience of our Promoters: and
- Experienced management team and a motivated and efficient work force For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, "Our Business", beginning on page no. 86 of this Red Herring Prospectus
- QUANTITATIVE FACTORS:

share capital of ₹ 7,00,00,000 divided into 70,00,000 equity shares of ₹ 10 each. The status of our Company prior to February 11, 2022 was Partnership Firm. Hence, EPS and NAV per share for all the years has been calculated by considering the number of shares outstanding post conversion of partnership firm into Company. The information presented in this section is derived from our Company's estated financial statements for the period ended June 30, 2022 and financial year ended on March 31, 2022, March 31, 2021 and 31st March 2020 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For details, refer chapter titled "Financial States Some of the information presented below relating to our Company is derived from the Restated Financial Statements.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows: Basic and Diluted Earnings/Loss per Share ("EPS") as adjusted As derived from the Restated Financial Statements

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	March 31, 2022*	3.44	3				
	March 31, 2021	0.73	2				
	March 31, 2020	0.49	1				
	Weighted Average	2.05					
	June 30, 2022**	1.42					
* Combined EPS figure from 1st April 2021 to 11th February 2022 and 12th February 2022 to 31st March 2022							

(i) The figures disclosed above are based on the restated financial statements of our Company (ii) The face value of each Equity Share is ₹ 10.00.

(iv) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements beginning on page no. 142. ii) Basic Earnings per share = Net profit after tax / Weighted average number of equity shares outstanding during the period/year.

ii) Diluted Earnings per share = Net profit after tax / Weighted average number of potential equity shares outstanding during the period/year.

10 each. For details of the Capital Structure, see "Capital Structure" on the page 54 of the Red Herring Prospectus,

(iii) Earnings per Share has been calculated in accordance with Accounting Standard 20 - "Earnings per Share" issued by the Institute of Chartered Accountants of India

iii) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year /Total of weights

b) P/E ratio based on Basic and Diluted EPS for March 31, 2022 at the Cap Price 3. Industry Peer Group P/E ratio Based on the peer group information (excluding our Company) given below in this section, the highest P/E ratio is 644.52, the lowest P/E ratio is (72.57) and the average P/E ratio is 210.15 Industry peers Highest rataap Snacks Limited Industry composit (i) The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". The industry average has been calculated as the arithmetic average P/E of the peer set provided below (ii) P/E figures for the peer are computed based on closing market price as on September 2, 2022, divided by Basic EPS

RONW (%

22.11% March 31, 202 March 31, 2020 (i) Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth x Weight) for each year] / [Total of weights]

(ii) Return on Net Worth (%) = Net profit after tax as restated, attributable to the owners of our Company / Net worth as restated as at period/year end.

Issue Price ₹ 70 per share

At higher price band 6. Comparison with listed industry peers Following is the comparison with our peer group companies listed in India Revenue from operations EPS (Basic) (₹)

Peer Group
Prataap Snacks Limited 644 5 Britannia Industries Limited 107.34 13.94.467.00 For Further details, please see the chapter titled "Basis for Issue Price" beginning on page 74 of the RHP

BID / ISSUE PROGRAMME

BID/ISSUE CLOSES ON: MONDAY, SEPTEMBER 19, 2022 *Our Company may, In consultation with the BRLM, consider participation by Anchor inventors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/issue Period shall be one Working Day prior to the Bid/Issue Opening Date. In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days, Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by

ANCHOR INVESTOR BIDDING DATE: WEDNESDAY, SEPTEMBER 14, 2022

BID/ISSUE OPENS ON: THURSDAY, SEPTEMBER 15, 2022

2. Price / Earning (P/E) Ratio in relation to the Price Band of ₹ 68 to ₹ 70 per Equity Share

a) P/E ratio based on Basic and Diluted EPS for March 31, 2022 at the Floor Price

4. Average Return on Net Worth (RoNW):

5. Net Asset Value (NAV) per Equity Share

Year Ended

Return on net worth derived from the Restated Financial Statements

issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members. The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(I) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulations, as amended, wherein not more than 50 % of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds,

subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate

basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation approprionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the SCOSbs or by the Scosh or by the extent of respective Bid Amounts, Anchor Investors are not permitted to participate in the Issue through the ASBA process. Fordetails, see "Issue Procedure" beginning RISK IN RELATION TO THE FIRST ISSUE: The face value of the Equity Shares by way of the book building process, as stated in "Basis for

Offer Price" beginning on page 74, should not be considered to be indicative of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing. CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANYAS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on page 116 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section 'Material Contracts and Documents for Inspection" on page 274of the Red Herring Prospectus.

LIABILITY OF MEMBERS AS PER MOA: The Liability of the members of the Company is limited by shares. AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The Authorized share capital of the Company is Rs 18,00,00,000 divided into 1,21,00,000 Equity Shares of 10 each. The issued, subscribed and paid-up share capital of the Company before the Issue is Rs 12, 10,00,000 divided into 1,21,00,000 equity shares of Rs.

NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANYAND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company Name of the subscriber No. of shares subscribed

Mr. Ritesh Shaw 90.000

Mr. Nirmal Kumar Bhakat 10,000

Details of the main objects of the Company as contained in the Memorandum of Association see "History and Certain Corporate Matters" on page 116 of Red Herring Prospectus. For details of the share capital structure of the Company see "Capital Structure" on page 54 of the Red Herring Prospectus LISTING: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India (NSE Emerge). Our Company has received an In Principal Approval from the NSE for the listing of the Equity Shares pursuant to letters dated September 01, 2022.

A signed copy of the Prospectus shall be delivered for registration to the ROC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents for Inspection from the date of the Red Herring Prospectus up to the Bid/ Issue Closing Date, see "Material Contracts and Documents for Inspection" on page 274 of the Red Herring Prospectus DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE

'As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/1775 dated September 01, 2022, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this lssuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such

person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever." RISK IN RELATION TO THE FIRST ISSUE: The face value of the Equity Shares by way of the book building process, as stated in "Basis for Offer Price" beginning on page 74, should not be considered to be indicative of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON EMERGE PLATFORM OF NSE "STOCK EXCHANGE" *Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking | Mandatory in Public Issues. No cheque will Simple, Safe, Smart way of

ASBA*

Application- Make use of it

the fund inthe bank account, investors can avail the same. For details, check section on ASBA below. UPI-Now available in ASBA for Retail Individual Investors (RII) **Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI - Now available in ASBA for RIIs applying

be accepted.

through Registered Brokers, DPs & RTAs. Rlls also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors have to apply through the ASBA process. "ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 215 of the RHP.

The process is also available on the website of the Stock Exchange and in the General Information Document. *ASBA forms can be downloaded from the website of SEBI at www.sebi.gov.in. Kotak Mahindra Bank Limited has been appointed as Sponsor Banks for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018. For UPI related queries, investors can contact NPCI at the toll free number-18001201740 and Mail Id-ipo.upi@npci.org.in. • For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in. For issue related grievance investors may contact: Corporate Capital Ventures Private Limited - Mr. Kulbhushan Parashar (+91 11 41824066) (Email Id: kp@ccvindia.com). **BOOK RUNNING LEAD MANAGER TO THE ISSUE** REGISTRAR TO THE ISSUE **COMPANY SECRETARY& COMPLIANCE OFFICER**

Corporate Capital Ventures

CORPORATE CAPITAL VENTURES PRIVATE LIMITED B-1/E-13, Mohan Cooperative Industrial, Estate Mathura Road, New Delhi 110044

> Tel: +91 11 - 41824066; Fax: +91 11 - 41824066 Email: smeipo@ccvindia.com; Website: www.ccvindia.com SEBI Registration: INM000012276, Validity: Permanent Contact Person: Mr. Kulbhushan Parashar

Skyline

SKY LINE FINANCIAL SERVICES PVT. LTD.

SEBIRegistration No.:INR000003241 Address: D-153 A,1st Floor, Okhla Industrial Area, Phase -I, New Delhi-110020 Tel No: +91-11-40450193-97; Fax No: +91-11-26812683 Email: compliances@skylinerta.com; Website: www.skylinerta.com;

MR. SHAKEEL AHMED

90, Phears Lane, Unit No. 604, 6th floor PS- Bowbazar, Kolkata - 700012, West Bengal India Tel: +91-33-4603 2805 E-mail: cs@annapurnasnacks.in Website: www.annapurnasnacks.in

Contact Person: Ms.Rati Bidders are advised to contact the Company Secretary and Compliance Officer, the BRLM and/or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allottment, credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of funds by electronic mode etc.

Investors have to apply through the ASBA process. "ASBA has to be availed by all the investors except anchor investors. Error details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 215 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the Stock Exchanges and in the General Information Document. ASBA forms can be downloaded from the website of NSE

*List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. Kotak Mahindra Bank Limited has been appointed as Sponsor Banks for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018. For UPI related queries, investors can contact NPCI at the toll free number-18001201740 and Mail Id-ipo.upi@npci.org.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in. For issue related grievance investors may contact: Corporate Capital Ventures Private Limited - Mr. Kulbhushan Parashar (+911141824066) (Email Id: kp@ccvindia.com

OTHER SPONSOR BANKS: Kotak Mahindra Bank Limited LINK TO DOWNLOAD ABRIDGED PROSPECTUS: www.annapurnasnacks.in UPI: Retail Individual Bidders can also Bid through UPI Mechanism.

ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK: YES Bank Limited.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus. AVAILABILITY OF RED HERRING PROSPECTUS AND BID CUM APPLICATION FORMS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. Anelectronic copy of the Bidcum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least

8id-cum-application Forms will also be available on the website of NSE and the designated branches of SCSBs, the list of which is available at website of the stock exchanges and SEBI.

one day prior to the Bid/OfferOpeningDate. On behalf of the Board of Directors Bid cum application for Anchor Investor shall be made available at the Office of the BRLM For Annapurna Swadisht Limited

Shakeel Ahmed

Date: September 08, 2022

Place: Kolkata, West Bengal

Company Secretary

Disclaimer: Annapurpa Swadisht Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with the Registrar of Companies, Kolkata on September 01, 2022 and thereafter with SEBI and the Stock Exchanges. The RHP is available on the website of SEBI and the Stock Exchanges. www.sebi.gov.in, NSE at www.nseindia.com and is available on the website of the BRLM at www.ccvindia.com. Any potential investors should note that investment in equity shares involves a high degree of risk and will not be registered under the U.S. eccurities Act of 1933, as amended (the "Securities Act and in accordance with any applicable U.S. state securities laws in the United States, and unless so registered, and may not be issued and sold outside the United States, and unless so registered with any applicable U.S. state securities laws. The Equity Shares involves a high degree of risk and for investment in equity shares involves a high degree of risk and will not be registered under the U.S. state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities and the united States are unless than the united States and unless so registered. States in 'offshore transactions' in reliance on Regulation "S" under the Securities Act and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.