

IN THE NATURE OF ABRIDGED PROSPECTUS-MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

This is an abridged prospectus containing salient features of the Red Herring Prospectus (the “RHP”). You are encouraged to read greater details available in the RHP. Link to download RHP: www.phxglobal.net

THIS ABRIDGED PROSPECTUS CONSISTS OF EIGHT (8) PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



Phoenix Overseas Ltd

PHOENIX OVERSEAS LIMITED

Corporate Identification Number: U15314WB2002PLC095587; Date of Incorporation: December 31, 2002

REGISTERED OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
13B Bidhan Sarani Amherst St, Kolkata, West Bengal, India, 700006	Abhishek Chakraborty, Company Secretary and Compliance Officer	Tel No: +91 33 22198752 Email Id: cs@phxglobal.net	www.phxglobal.net

NAME OF PROMOTER(S) OF THE COMPANY

APARESH NANDI, JAYANTA KUMAR GHOSH, UDAY NARAYAN SINGH, KANHAI SINGH WELFARE TRUST, BCPL RAILWAY INFRASTRUCTURE LIMITED, AN DEALERS LLP, JKG COMMERCIAL LLP, UNS COMMERCIAL LLP AND TRICON LOGISTICS ENGINEERING CONSULTANCY PRIVATE LIMITED

DETAILS OF THE ISSUE

Type of Offer (Fresh/ OFS/ Fresh & OFS)	Fresh Offer Size (By No. of Shares) (in ₹ lakhs)	Offer for Sale Size (By No. of Shares or By Amount in ₹)	Total Offer Size	Eligibility	Share Reservation		
					QIB	NII	RII
Fresh Offer and OFS	Upto 45,80,000 Equity shares aggregating to ₹ [●] Lakhs	10,50,000	56,30,000 Equity shares aggregating to ₹ [●] Lakhs	This Offer is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.	Not more than 802,000 Equity Shares.	Not less than 23,00,000 Equity Shares.	Not less than 22,46,000 Equity Shares

The Equity Shares issued through Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For this Offer, the Designated Stock Exchange will be the NSE (“NSE”).

Details of Offer For Sale By Promoter / Selling Shareholders:

NAME OF THE PERSON/ENTITY	CATEGORY	NUMBER OF SHARES OFFERED / AMOUNT	AVERAGE COST OF ACQUISITION ON FULLY DILUTED BASIS
APARESH NANDI	PROMOTER	3,50,000	1.93
UDAY NARAYAN SINGH	PROMOTER	3,50,000	1.93
JAYANTA KUMAR GHOSH	PROMOTER	3,50,000	1.93

Price Band, Minimum Bid Lot & Indicative Timelines

Price Band*	₹ 61/- per equity share to ₹ 64/- per equity share
Minimum Bid Lot Size	2000 Equity shares
Bid/Offer Open On	Thursday, September 19, 2024
Bid/Closes Open On	Monday, September 23, 2024
Finalisation of Basis of Allotment	Tuesday, September 24, 2024
Initiation of Refunds	Wednesday, September 25, 2024
Credit of Equity Shares to Demat accounts of Allottees	Wednesday, September 25, 2024
Commencement of trading of Equity Shares	Thursday, September 26, 2024

*For details of price band and basis of offer price, please refer to pre-issue advertisement and Red Herring Prospectus (RHP).

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Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP:

Period	Name of Promoters	Weighted Average Cost of Acquisition (in ₹)	Upper End of the Price Band is "X" times the WACA	Range of acquisition price Lowest Price-Highest Price (in Rs.)
Trailing Eighteen Month from the date of RHP	NIL	NIL	NA	Lowest Price: NA Highest Price: NA

WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis for the trailing eighteen months from the date of RHP.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is INR 10.00 each. The Floor Price, Cap Price and Offer Price is 6.10, 6.40 and [●] times of the face value of the Equity Shares. The Floor Price, Cap Price and Offer Price (determined and justified by our Company in consultation with the Book Running Lead Manager) as stated in "Basis for Offer Price" on page 93 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the RHP. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 29 of the Red Herring Prospectus.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the stock exchange, syndicate members, registrar to the issue, share transfer agents, depository participants, stockbrokers, underwriters, bankers to the issue, investors' associations or Self Certified Syndicate Banks.

If you wish to know about processes and procedures applicable to this issue, you may request for a copy of the RHP and/or the General Information Document (GID) from the BRLM's or download it from the websites of the Stock Exchanges i.e. www.nseindia.com; and the BRLM i.e., www.kslindia.com

PRICE INFORMATION OF BOOK RUNNING LEAD MANAGERS

Issue Name	Name of Merchant Banker	+/- % change in closing price, (+/- % change in closing benchmark)		
		- 30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
Vishnusurya Projects And Infra Limited	Khandwala Securities Limited	141.94%, (1.25%)	478.34%, 10.26%	271.36%, 14.34%
Kaushalya Logistics Limited		(13.67%), 1.94%	(17.19%), 4.65%	(11.33%), 13.07%
Euphoria Infotech India Limited		(59.92%), 1.64%	(63.73), 4.96	(61.54), 14.33
QVC Exports Limited		N.A	N.A	N.A

Notes:

- Kindly note that we have assumed the % of change in benchmark on the basis of the Companies listed on the relevant Stock Exchange.
- For further details, please refer to price information of past issues handled by the BRLMs beginning on page 204 of the RHP respectively.

Name of BRLMs and contact details (telephone and email id) of each BRLMs	Khandwala Securities Limited SEBI Regn. No.: INM000001899 Tel. No.: +91 22 40767373 Contact Person: Parika Shah / Abhishek Joshi Email: ipo@kslindia.com Investor Grievance Email: investorgrievances@kslindia.com Website: www.kslindia.com
Name of Syndicate Members	Khandwala Securities Limited SEBI Registration Number: INM000001899 Telephone Number: +91 224 076 7373; Contact Person: Pranav Khandwala Email Id: ipo@kslindia.com Website: www.kslindia.com
Name of the Market Maker and contact details (telephone and email id) of each Market Maker	Nikunj Stock Brokers Limited Tel. No.: 011- 47030000-01 Email: info@nikunjonline.com Website: www.nikunjonline.com Contact Person: Mr. Anupam Suman

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Name of Registrar to the Issue and contact details (telephone and email id)	Cameo Corporate Services Limited Tel No.: +91-44-40020700 Email: priya@cameoindia.com Investor Grievance Email: investor@cameoindia.com Website: https://www.cameoindia.com Contact Person: K. Sreepriya Vice President & Company Secretary SEBI Regn. No.: INR000003753
Name of Statutory Auditor/ Peer Review Auditor	Jain Seth & Co. Chartered Accountants Tel. No.: 033 4006 4260 Email: bishnukant.agrawal@gmail.com Contact Person: CA Bishnu Kant Agrawal Firm Regn no. 002069W Peer Review Certificate No: 016145 valid upto 31.12.2026
Name of Credit Rating Agency and the rating or grading obtained, if any	NOT APPLICABLE
Name of Debenture trustee, if any.	NOT APPLICABLE
Self-Certified Syndicate Banks	The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Non-Syndicate Registered Brokers	You can submit Application Forms in the Issue to Non-Syndicate Registered Brokers at the Non-Syndicate Broker Centers. For further details, see section titled "Issue Procedure" beginning at page no. 218 of the Red Herring Prospectus.
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	The details of the Designated Registrar and Share Transfer Agents Locations and Designated Collecting Depository Participant Locations, along with their names and contact details are available on the website of the National stock exchange (www.nseindia.com) and updated from time to time.

PROMOTERS OF THE ISSUER COMPANY

Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification
1.	Aparesh Nandi	Individual	Aparesh Nandi, aged 61 years is a commerce graduate from the University of Calcutta. He is Managing Director and also the Promoter of our Company. He has more than 25 years of experience in Merchant Export Business working with our Company. He possess more than 20 years of experience in food processing and has been instrumental in founding and promoting Phoenix Cold Storage Private Limited, which got amalgamated with our Company in 2009. He also possess around 40 years of experience in railway infrastructure business, working as a Promoter and Director of BCPL Railway Infrastructure Limited, Corporate Promoter of our Company. He is involved in formulating the marketing strategies of the Company, arranging and addressing the financial needs and is instrumental in laying down the vision and goals for the Company. He has been the driving force under whom the Company has attained the Status of Government recognized Star Export House.
2.	Jayanta Kumar Ghosh	Individual	Jayanta Kumar Ghosh, aged 60 years is a commerce graduate from the University of Calcutta. He is a Promoter and Executive Director of the Company. He mainly concentrates and is involved in the Railway Infrastructure Business of one of our Corporate Promoter, BCPL Railway Infrastructure Limited and is actively involved in the business development of the said company for more than 40 years. He possesses more than 20 years of experience in food processing and was a part of Phoenix Cold Storage Private Limited, which got amalgamated with our Company in 2009. He is also one of the founding promoter of our Company and has an experience of 25 years in Merchant export business.
3.	Uday Narayan Singh	Individual	Uday Narayan Singh aged 65 years is an Arts Graduate from Ravishankar University, Raipur. He is Non- Executive Director of the Company. He has been involved in the planning and formulation of policies for business development of the Company and has played an active role in administration and enhancement of export sales of our Company. He possesses more than 20 years of experience in food processing and has been instrumental in founding and promoting Phoenix Cold Storage Private Limited, which got amalgamated with our Company in 2009. He is associated with our company since incorporation and also possesses experience of around 40 years in railway infrastructure business.
4.	Kanhai Singh Welfare Trust	Individual	Kanhai Singh Welfare Trust was formed as a Private, irrevocable and discretionary trust pursuant to a registered trust deed dated October 6, 2023, in accordance with the provisions of the Indian Trusts Act, 1882. The office of the Kanhai Singh Welfare Trust is situated at Chanda Plaza, 3rd Floor, 13B Bidhan Sarani, Kolkata 700 006.
5.	BCPL Railway Infrastructure Limited	Corporate	To Carry on business as civil, mechanical, electrical, signalling, safety device engineers, contractors, manufacturers, processors, traders of railway electrification, signalling, track laying and linking, civil works, safety systems both in India and elsewhere.

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Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification
6.	An Dealers LLP	Corporate	To carry on the business of trading, buying, selling, import, export, marketing, indenting agent, wholesaling, retailing, consignor, supplying, distributor, dealer of all types of homecare products and consumer goods, household goods, industrial goods, clocks, watches, digital camera, calculator, jewellery items, mobile phones, engineering goods, electrical and electronic products, food articles, sugar, spices, pulses, agricultural products and its products, hardware and stores, plant and machinery, stores and spare parts and accessories commercials, natural and man- made fibres, clothes and fabrics, garments, synthetic and polythene products, laminated cloth, jute and jute goods, packing materials, paper and paper products, plastic and plastic products, polythene and polythene products, granules, Petro- chemicals and petroleum products, leather and leather products, footwear, rubber and rubber products, carpets, plantation crops i.e. tea, cotton coffee, tobacco, vegetables and eatables, milk and milk products, confectioners, ice-creams, dairy products, spices, pickles, kiranas, food products, marine products, sea foods, paper, sugar and molasses, medicines, drugs, pharmaceuticals, cosmetic goods, all kind of cements, steel, zinc and alloys, scraps, minerals and materials, ore, petroleum products, industrial and other gases, alcohols, edible and non-edible oil and oil seeds, fats, soap and detergents, adhesive, paints and vanishes, dyes and chemical fertilizers, manures, drug and pesticides, acids, wood and wood products, furnishing materials, building automobile parts and devices, electronic goods, computers, computer software and hardware, watches, novelties, bullion precious stones, work of art, curious, jewelleryes.
7.	JKG Commercial LLP	Corporate	To carry on the business of trading, buying, selling, import, export, marketing, indenting agent, wholesaling, retailing, consignor, supplying, distributor, dealer of all types of homecare products and consumer goods, household goods, industrial goods, clocks, watches, digital camera, calculator, jewellery items, mobile phones, engineering goods, electrical and electronic products, food articles, sugar, spices, pulses, agricultural products and its products, hardware and stores, plant and machinery, stores and spare parts and accessories commercials, natural and man- made fibres, clothes and fabrics, garments, synthetic and polythene products, laminated cloth, jute and jute goods, packing materials, paper and paper products, plastic and plastic products, polythene and polythene products, granules, Petro- chemicals and petroleum products, leather and leather products, footwear, rubber and rubber products, carpets, plantation crops i.e. tea, cotton coffee, tobacco, vegetables and eatables, milk and milk products, confectioners, ice-creams, dairy products, spices, pickles, kiranas, food products, marine products, sea foods, paper, sugar and molasses, medicines, drugs, pharmaceuticals, cosmetic goods, all kind of cements, steel, zinc and alloys, scraps, minerals and materials, ore, petroleum products, industrial and other gases, alcohols, edible and non-edible oil and oil seeds, fats, soap and detergents, adhesive, paints and vanishes, dyes and chemical fertilizers, manures, drug and pesticides, acids, wood and wood products, furnishing materials, building automobile parts and devices, electronic goods, computers, computer software and hardware, watches, novelties, bullion precious stones, work of art, curious, jewelleryes.
8.	UNS Commercial LLP	Corporate	To carry on the business of trading, buying, selling, import, export, marketing, indenting agent, wholesaling, retailing, consignor, supplying, distributor, dealer of all types of homecare products and consumer goods, household goods, industrial goods, clocks, watches, digital camera, calculator, jewellery items, mobile phones, engineering goods, electrical and electronic products, food articles, sugar, spices, pulses, agricultural products and its products, hardware and stores, plant and machinery, stores and spare parts and accessories commercials, natural and man- made fibres, clothes and fabrics, garments, synthetic and polythene products, laminated cloth, jute and jute goods, packing materials, paper and paper products, plastic and plastic products, polythene and polythene products, granules, Petro- chemicals and petroleum products, leather and leather products, footwear, rubber and rubber products, carpets, plantation crops i.e. tea, cotton coffee, tobacco, vegetables and eatables, milk and milk products, confectioners, ice-creams, dairy products, spices, pickles, kiranas, food products, marine products, sea foods, paper, sugar and molasses, medicines, drugs, pharmaceuticals, cosmetic goods, all kind of cements, steel, zinc and alloys, scraps, minerals and materials, ore, petroleum products, industrial and other gases, alcohols, edible and non-edible oil and oil seeds, fats, soap and detergents, adhesive, paints and vanishes, dyes and chemical fertilizers, manures, drug and pesticides, acids, wood and wood products, furnishing materials, building automobile parts and devices, electronic goods, computers, computer software and hardware, watches, novelties, bullion precious stones, work of art, curious, jewelleryes.
9.	Tricon Logistics Engineering Consultancy Private Limited	Corporate	To carry on the business as service providers, planning, advisors, consultants, management services in areas of railway, road, water & air transportation, logistics, oil operator, cartage and haulage contractor gange proprietor, service station, spares and accessories shop, owner and charter of road vehicle, aircraft ship, truck, barge and boats of every description, lightman, carries of goods and passengers by road, water or air, carmen, cartage contractor, stevedores, wharlingers cargo superintendents, packers, haulers warehouse men, store-keeper and jobmaster and to carry on the business of running motor orries, motor taxis, motor omnibuses tank, lorries coaches, tankers, combines, jeeps, trailers and conveyance of all kinds and on such lines and routes at the company may think fit and to transport passengers and goods and generally to do the business of common carrier and also maintain godown and warehouse and related activities.

For details about the “Our Promoter And Promoter Group”, please refer to Page No. 159 of the Red Herring Prospectus.

BUSINESS OVERVIEW AND STRATEGY	
Company Overview:	<p>Our Company is engaged into trading and exporting of animal feeds and agricultural produce and commodities such as corn, oil cakes, spices like dry red chilies, coriander, food grains like rice, wheat, corn, pulses and agricultural feed like soya bean meal and rice bran de-oiled cake. We have been also engaged in import of lentils, black urad dal and tur dal in India in bulk quantities. Our major exports of Agricultural products and feeds are to Bangladesh among other Asian Countries. We are B2B traders, dealing majorly in corn and oil cakes. We maintain stocks and distribute them to different institutional parties like manufacturers, exporters, etc. in bulk quantities.</p> <p>Our Company is also engaged in manufacturing of bags for men and women made of jute, cotton, canvas, and leather as well as various other fashion accessories for buyers based in European Countries like France, Italy, Germany, UAE and also in Australia. Our company’s manufacturing facility is situated at Sodhpur, Kolkata. Our Company is also engaged in manufacturing of purse and wallets along with other shopping and fashion bags for our clients.</p> <p>For details refer to chapter titled “Our Business” on Page no. 108 of the Red Herring Prospectus.</p>

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Product/Service Offering:	The Company deals into three major vertical / division, enabling it to be a recognised trading house, exporting and importing agricultural products and spices and manufacturers and exporters of jute bags, handicrafts, as well as multipurpose cold storage: <ol style="list-style-type: none"> trading and marketing of animal feeds and agricultural produce and commodities such as corn, oil cakes, spices like dry red chilies, coriander, cumin seeds, food grains like rice, wheat, corn, sorghum and tea, pulses and agricultural feed like soya bean meal and rice bran de-oiled cake. manufacturing of bags for men and women made of jute, cotton, canvas, and leather as well as various other fashion accessories for buyers based in European Countries like France, Italy, Germany, UAE and Australia. storage and preservation solutions for all types of food products ranging from apples, oranges, carrots, potatoes, chili, ginger, eggs, fish, ice creams, sweets. Company has warehouse for storage of corn, oil cakes and other commodities For details about the “Our Business”, please refer to Page No 108 of the Red herring Prospectus.
Geographies Served:	For details see “OUR BUSINESS” on page 108 of the RHP
Revenue Segmentation by Geographies	NA
Key Performance Indicators:	For details refer to Chapter – “Basis for Issue Price” on Page no. 93 of the Red Herring Prospectus.
Industries Served	For details see “Our Business” on page 108 of the RHP.
Intellectual Property, if any:	Refer page 128 of the RHP
Market Share:	2,82,000 Equity Shares
Manufacturing Plant, if any:	Not Applicable
Employee Strength:	29 Employees For details see “Our Business” on page 108 of the Red Herring Prospectus.

- Note: (1) The quantitative statements shall be substantiated with Key Performance Indicators (KPIs) and other quantitative factors.
(2) No qualitative statements shall be made which cannot be substantiated with KPIs.
(3) Information provided in the table should not exceed 1000 words.

BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience & Educational Qualification	Directorship in other Companies
1	Aparesh Nandi	Managing Director	Aparesh Nandi, aged 61 years is a commerce graduate from the University of Calcutta. He is Managing Director and also the Promoter of our Company. He has more than 25 years of experience in Merchant Export Business working with our Company. He possess more than 20 years of experience in food processing and has been instrumental in founding and promoting Phoenix Cold Storage Private Limited, which got amalgamated with our Company in 2009. He also posses around 40 years of experience in railway infrastructure business, working as a Promoter and Director of BCPL Railway Infrastructure Limited, Corporate Promoter of our Company. He is involved in formulating the marketing strategies of the Company, arranging and addressing the financial needs and is instrumental in laying down the vision and goals for the Company. He has been the driving force under whom the Company has attained the Status of Government recognized Star Export House.	Private Companies- <ol style="list-style-type: none"> BCL Bio Energy Private Limited KBC Solvex Private Limited Resilient Exports Private Limited Tricon Logistics Engineering Consultancy Private Limited Public Companies- <ol style="list-style-type: none"> BCPL Railway Infrastructure Limited Section 8 Companies- NIL Limited Liability Partnerships – <ol style="list-style-type: none"> AN Dealers LLP KS Vinimay LLP
2	Jayanta Kumar Ghosh	Non-Executive Director	Jayanta Kumar Ghosh, aged 60 years is a commerce graduate from the University of Calcutta. He is a Promoter and Executive Director of the Company. He mainly concentrates and is involved in the Railway Infrastructure Business of one of our Corporate Promoter, BCPL Railway Infrastructure Limited and is actively involved in the business development of the said company for more than 40 years. He possesses more than 20 years of experience in food processing and was a part of Phoenix Cold Storage Private Limited, which got amalgamated with our Company in 2009. He is also one of the founding promoter of our Company and has an experience of 25 years in Merchant export business.	Private Companies- <ol style="list-style-type: none"> BCL Bio Energy Private Limited KBC Solvex Private Limited Resilient Exports Private Limited Tricon Logistics Engineering Consultancy Private Limited Public Companies- <ol style="list-style-type: none"> BCPL Railway Infrastructure Limited Section 8 Companies- NIL Limited Liability Partnerships – <ol style="list-style-type: none"> JKG Commercial LLP

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Sr. No.	Name	Designation	Experience & Educational Qualification	Directorship in other Companies
3.	Uday Narayan Singh	Non-Executive Director	Uday Narayan Singh aged 65 years is an Arts Graduate from Ravishankar University, Raipur. He is Non- Executive Director of the Company. He has been involved in the planning and formulation of policies for business development of the Company and has played an active role in administration and enhancement of export sales of our Company. He possesses more than 20 years of experience in food processing and has been instrumental in founding and promoting Phoenix Cold Storage Private Limited, which got amalgamated with our Company in 2009. He is associated with our company since incorporation and also possesses experience of around 40 years in railway infrastructure business.	<p>Private Companies-</p> <ol style="list-style-type: none"> 1. BCL Bio Energy Private Limited 2. KBC Solvex Private Limited 3. Tricon Logistics Engineering Consultancy Private Limited <p>Public Companies-</p> <ol style="list-style-type: none"> 1. BCPL Railway Infrastructure Limited <p>Section 8 Companies- NIL</p> <p>Limited Liability Partnerships –</p> <ol style="list-style-type: none"> 1. AN Dealers LLP 2. KS Vinimay LLP 3. JKG Commercial LLP 4. UNS Commercial LLP
4.	Sudipta Kumar Mukherjee	Independent Director	Sudipta Kumar Mukherjee is an Independent Director of the Company. He was appointed on January 27, 2022 as an Independent Director of the Company. He has retired as a banker from Bank of India serving various positions for about 40 years including holding the position of the General Manager. He has been a member of Board of Bank of India (Tanzania) Limited. He has wide experience in the sector of banking and finance, organisational development and developing management strategies. He has worked extensively in credit related matters and has an understanding of complex business and regulatory environment, decision making capabilities and developing sound governance practices.	<p>Private Companies- NIL</p> <p>Public Companies- BCPL Railway Infrastructure Limited</p> <p>Section 8 Companies- NIL</p> <p>Limited Liability Partnerships – NIL</p>
5.	Sanghamitra Mukherjee	Independent Director	Sanghamitra Mukherjee is an Independent Director of the Company. She was appointed on July 16, 2015 as the Women Independent Director of the Company. Sanghamitra Mukherjee holds a Doctorate in Philosophy (Science) from University of Kolkata and was appointed as Principal of Lady Brabourne College, Kolkata, West Bengal by notification dated July 21, 2005 issued by Higher Education Department, Govt of West Bengal. She has wide expertise of 32 years in training and administration. She firmly believes that the joint effort and co-operation of all the members who are a part of the company will accelerate the growth process. With her unflagging effort, Mukherjee has played a key role in enabling the company for better corporate governance and management.	<p>Private Companies- NIL</p> <p>Public Companies- BCPL Railway Infrastructure Limited</p> <p>Section 8 Companies- NIL</p> <p>Limited Liability Partnerships – NIL</p>
6.	Ranjit Kumar Mondal	Independent Director	Ranjit Kumar Mondal is an Independent Director of the Company. He was appointed on March 20, 2024 as an Independent Director of the Company. He is a Post graduate and retired as a General Manager from APEDA, Ministry of Commerce, and Government of India. He has vast experience of 31 years in development and promotion of agro based products in international markets, quality control and product assessment.	<p>Private Companies- NIL</p> <p>Public Companies- BCPL Railway Infrastructure Limited</p> <p>Section 8 Companies- NIL</p> <p>Limited Liability Partnerships – NIL</p>

For further details, please refer chapter titled “Our Management” on Page No. 144 of the Red Herring Prospectus.

OBJECTS OF THE ISSUE

We intend to utilize the Proceeds of the Offer, after deducting the Offer related expenses, as estimated to be INR [●] lakhs (the “Net Proceeds”).

Our Company proposes to utilize the Net Proceeds from the Offer towards the following objects:

1. Funding our working capital requirements
2. Pursuing inorganic growth initiatives#
3. General corporate purposes*

(Collectively, referred to herein as the “Objects”)

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

The amount utilised for general corporate purposes and pursuing inorganic acquisitions shall not exceed 35% of the Gross Proceeds. The amount to be utilised for general corporate purposes alone or for pursuing inorganic initiatives alone shall not exceed 25% of the Gross Proceeds.

Net Proceeds

(INR in lakh)

Particulars	Estimated amount
Gross Proceeds from the Offer	3,603.20
Less: Offer for Sale by Promoter	[●]
(Less) Offer related expenses	[●]
Net Proceeds	[●]

*For details see "Offer Related Expenses" below on page 86.

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

Means of Finance: We propose to fund the requirements of the Objects detailed above entirely from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals as required under Regulation 230(1) (e) the SEBI ICDR Regulations.

Details and reasons for non -deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years: Not Applicable

Name of monitoring agency, if any: Not Applicable

Terms of Issuance of Convertible Security, if any:

Convertible securities being offered by the Company	Not Applicable
Face Value / Issue Price per Convertible securities	
Issue Size	
Interest on Convertible Securities	
Conversion Period of Convertible Securities	
Conversion Price for Convertible Securities	
Conversion Date for Convertible Securities	
Details of Security created for CCD	

Shareholding Pattern:

Sr. No.	Particulars	Pre-Issue number of shares	% Holding of Pre issue
1.	Promoter and Promoter Group	1,46,41,722	99.16%
2.	Public	1,24,296	0.84%
Total		147,66,180	100.00%

Shareholding Pattern: For more details, please refer to “Capital Structure” on page no. 67 of the RHP.

RESTATED FINANCIALS OF OUR COMPANY

RESTATED AUDITED FINANCIALS (STANDALONE)

(Amount in Lakhs)

Sr. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	492.20	492.20	492.20
2.	Net Worth	5,012.26	4,570.52	4,246.59
3.	Revenue from operations	54,837.39	45,097.07	37,730.39
4.	Profit after Tax	538.38	371.49	390.52
5.	Earnings per Share	11.17	7.63	7.95
6.	Net Asset Value per equity share	101.83	92.86	86.28
7.	Total borrowings	2,937.11	3,447.24	2,981.26

For further details, please refer to the chapter titled "Financial Information" on page 177 of the Red Herring Prospectus.

INTERNAL RISK FACTORS

The below mentioned risks are top 5 risk factors as per the RHP.

1. Major exports of the Company are to Bangladesh and this expose us to higher degree of risk with constantly changing economic, regulatory and social conditions. Any change in political or economic conditions in Bangladesh can adversely affect our business, financial condition and results of operations.
2. We depend on a few customers of our products, for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.
3. In the past, there have been instances of delays in filings of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 1956 and Companies Act, 2013 to RoC.
4. In the past, there have been instances of delays in filings of certain returns which were required to be filed as per the reporting requirements under the Goods & Service Act, 2017 and Income Tax Act, 1961.
5. Our majority of the revenue comes from the Merchant export division and disruption in the export division may adversely affect our business and the results of operations.

For further details, please refer chapter titled "Risk Factors" on page no. 29 of the RHP.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total Number of outstanding litigations involving our company and amount involved:

Name	By/ Against	Criminal Proceedings	Civil Proceedings	Tax Proceedings	Actions by regulatory authorities	Other Pending Litigations	Aggregate amount involved (₹ in Lakhs)
Company	By	Nil	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	11	Nil	Nil	513.39
Promoter	By	Nil	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	8	Nil	Nil	82.54
Group Companies/ Entities	By	Nil	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil	Nil
Directors other than promoters	By	Nil	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	3	Nil	Nil	6.62

B. Brief Details of top 5 Material outstanding litigation against the Company and Amount involved: Not Applicable

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any: None

D. Brief details of outstanding criminal proceedings against Promoters: None

For further details, please refer chapter titled "Outstanding Litigations and Material Developments" on page no. 199 of the RHP.

ANY OTHER INFORMATION AS PER LEAD MANAGERS / ISSUER COMPANY – NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in the Red Herring Prospectus are true and correct.

