

**NAME OF THE ISSUER: SARVESHWAR FOODS LIMITED**

|  |  |
|--|--|
| 1. Type of issue (IPO/ FPO)  | <ul style="list-style-type: none"> <li>Initial Public Offer</li> <li>Opened on March 05, 2018 and Closed on March 07, 2018</li> <li>Date of Listing/Trading: March 15, 2018</li> </ul> |
| 2. Issue size (₹ crore)  | Public Issue of 64,67,200 equity shares of ₹ 10/- each for cash at a price of ₹ 85/- per share aggregating up to ₹ 5,497.10 lakhs  |
| 3. Grade of issue along with name of the rating agency   | No Grading Agency was appointed  |
| 4. Subscription level (number of times). If the issue was undersubscribed, please clarify how the funds were arranged.                     | 1.56 times (before considering the technical rejections)<br>1.41 times (after considering the technical rejections)  |
| 5. QIB holding (as a % of total outstanding capital) as disclosed to stock exchanges (See Clause 31 of the SEBI Listing Regulations, 2015) |  |
| (i) Allotment in the issue   | • 0.75%  |
| (ii) At the end of the 1st Quarter immediately after the listing of the issue  | • 0.75%  |
| (iii) At the end of 1st FY   | • 0.75% (FY ended March 2018)  |
| (iv) At the end of 2nd FY  | • 0.04% (FY ended March 2019)  |
| (v) At the end of 3rd FY   | • Not Applicable (FY ended March 2020)   |

## 6. Financials of the issuer (as per the annual financial results submitted to stock exchanges)

(₹ In Crores)

| Parameters                              | 1st FY<br>(For the Year ended<br>March 31, 2018) | 2nd FY<br>(For the Year ended<br>March 31, 2019) | 3rd FY<br>(For the Year ended<br>March 31, 2020) |
|---|--|--|--|
|   | As per Audited Financials (Consolidated)         |  |  |
| Income from operations                  | 481.27   | 566.48   | Not Applicable                                   |
| Net Profit for the period               | 16.52  | 18.12  |  |
| Paid-up equity share capital            | 46.57  | 46.57  |  |
| Reserves excluding revaluation reserves | 89.81  | 107.07   |  |

|   |  |
|---|--|
| <p><b>7. Trading status in the scrip of the issuer (whether frequently traded (as defined under Regulation 2 (j) of SEBI (SAST) Regulations, 2011) or infrequently traded/ delisted/ suspended by any stock exchange, etc.)</b></p> <p><b>(i) At the end of 1st FY</b><br/> <b>(ii) At the end of 2nd FY</b><br/> <b>(iii) At the end of 3rd FY</b></p> | <ul style="list-style-type: none"> <li>• Frequently Traded (March 31, 2018)</li> <li>• Frequently Traded (March 31, 2019)</li> <li>• Not Applicable (March 31, 2020)</li> </ul>  |
| <p><b>8. Change, if any, in directors of issuer from the disclosures in the offer document</b></p> <p><b>(i) At the end of 1st FY (March 31, 2018)</b></p> <p><b>(ii) At the end of 2nd FY (March 31, 2019)</b></p> <p><b>(iii) At the end of half year (September 30, 2019)</b></p>  | <ul style="list-style-type: none"> <li>• There has been no change in the Board of Directors of the Company from the disclosures in the offer document.</li> <li>• Mr. Adarsh Kumar Gupta has been appointed as an Additional Director (Independent Director) (w.e.f. May 26, 2018)</li> <li>• Resignation of Mr. Suraj Prakash Gupta as the Honorary Chairman of the Company</li> <li>• Appointment of Mr. Rohit Gupta as the Non-Executive Chairman of the Company w.e.f. August 26, 2019. Mr. Gupta has ceased to be the Managing Director of the Company</li> <li>• Appointment of Mr. Surendar Singh Jasrotia as the Managing Director and Chief Executive Officer of the Company w.e.f. August 26, 2019</li> <li>• Appointment of Mr. Anil Sharma as the Joint Managing Director of the Company w.e.f. August 26, 2019</li> <li>• Appointment of Dr. Uttar Kumar Padha as the Additional Independent Director of the Company w.e.f. August 26, 2019</li> <li>• Resignation of Mr. JL Sharma from the post of Independent Director.</li> <li>• Re-appointment of Dr. Gayatri Tandon as an Executive Director of the company w.e.f. September 27, 2019</li> </ul> |

**9. Status of implementation of project/ commencement of commercial production (as submitted to stock exchanges)**

**(i) As disclosed in the offer document:**

The Company proposes to deploy the offer proceeds immediately on completion of the IPO and the same is expected to be completed by March 2018.

**(ii) Actual Implementation**

(₹ In lakhs)

| Sr. No. | Particulars  | Total Amount to be deployed | Amount utilized up to March 31, 2019 |
|---------|--|-----------------------------|--------------------------------------|
| 1       | Part Finance of Long-term Working Capital                    | 3,000.00                    | 3,000.00                             |
| 2       | Investment in our subsidiary Himalayan Bio Organics Pvt. Ltd | 1,500.00                    | 1,500.00                             |
| 3       | General Corporate Purpose                                    | 392.10                      | 494.32                               |
| 4       | Issue expenses   | 605.00                      | 502.78                               |
|         | <b>Total</b>   | <b>5,497.10</b>             | <b>5,497.10</b>                      |

**Note: The Company has utilized an amount of ₹102.22 Lakhs, allocated for issue expenses, for general corporate purposes.**

**(Source: Company Information - Audited Financial Results for the Year ended March 31, 2019)**

**(iii) Reasons for delay in implementation, if any**

**Since the Company got listed on March 15, 2018, the Company has deployed the offer proceeds in FY 2018-19.**

**(Source: Company Information)**

## 10. Status of utilization of issue proceeds (as submitted to stock exchanges under Regulation 32 of SEBI Listing Regulations, 2015)

## (i) As disclosed in the offer document –

**Object wise details of utilization as under:**

| Sr No. | Particulars of utilisation                                    | Amount (₹ in lakhs) |
|--------|---|---------------------|
| 1      | Part Finance of Long term Working Capital                     | 3,000.00            |
| 2      | Investment in our subsidiary Himalayan Bio Organics Pvt. Ltd. | 1,500.00            |
| 3      | General Corporate Purpose                                     | 392.10              |
| 4      | Issue expenses  | 605.00              |
|        | <b>Total</b>  | <b>5,497.10</b>     |

**Means of Finance**

| Sl. no | Description                 | Amount (₹ in lakhs) |
|--------|-----------------------------|---------------------|
| 1      | Proceeds of the Fresh Issue | 5,497.10            |
|        | <b>Total</b>                | <b>5,497.10</b>     |

## (ii) Actual Utilization (March 31, 2019)

| Sr No. | Particulars of utilisation                                   | Amount (₹ in lacs) |
|--------|--|--------------------|
| 1      | Part Finance of Long term Working Capital                    | 3,000.00           |
| 2      | Investment in our subsidiary Himalayan Bio Organics Pvt. Ltd | 1,500.00           |
| 3      | General Corporate Purpose                                    | 494.32             |
| 4      | Issue expenses   | 502.78             |
|        | <b>Total</b>   | <b>5,497.10</b>    |

**Note: The Company has utilized an amount of ₹102.22 Lakhs, allocated for issue expenses, for general corporate purposes.**

**(Source: Company Information: Audited Financial Results for the Year ended March 31, 2019)**

## (iii) Reasons for deviation or variation, if any

There has been no deviation and variation in the utilization of public issue proceeds and entire fund raised from the public issue has been utilized for the purpose for which they were issued.

**(Source : Company Information: Statement of Deviation(s) or variation(s) dated April 22, 2019 filled with NSE)**

|   |   |
|---|---|
| <p><b>11. Comments of monitoring agency, if applicable</b><br/><b><i>(See Regulation 16 of SEBI (ICDR) Regulations, 2009 read with Clause 43A of the listing agreement)</i></b></p> <p><b>(a) Comments on use of funds</b></p> <p><b>(b) Comments on deviation, if any, in the use of proceeds of the issue from the objects stated in the offer document</b></p> <p><b>(c) Any other reservations expressed by the monitoring agency about the end use of funds</b></p> <p><b><i>(To be submitted till the time the issue proceeds have been fully utilized)</i></b></p> | <ul style="list-style-type: none"><li>• There is no requirement of appointment of monitoring agency for issue size less than ₹ 100 crores in terms of Regulation 16 of SEBI (ICDR) Regulations 2009.</li><li>• Since the size of the Public issue of Sarveshwar Foods Limited was below ₹ 100 crores, no monitoring agency was required to be appointed to monitor the proceeds of the IPO.</li></ul> |
|---|---|

## 12. Price Related Data

Issue Price: ₹ 85/- per share

Designated Stock Exchange: The National Stock Exchange of India Limited- EMERGE

| Price parameters   | At close of listing day (March 15, 2018) | At close of 30th calendar day from listing day (April 16, 2018)* | At close of 90th calendar day from listing day (June 15, 2018) | As at the end of 1st FY after the listing of the issue (March 31, 2018) |                      |                     | As at the end of 2nd FY after the listing of the issue (March 31, 2019) |                      |                     | As at the end of 3rd FY after the listing of the issue (March 31, 2020) |                      |                     |
|--|--|--|--|---|----------------------|---------------------|---|----------------------|---------------------|---|----------------------|---------------------|
|  |  |  |  | Closing price   | High (during the FY) | Low (during the FY) | Closing price**   | High (during the FY) | Low (during the FY) | Closing price   | High (during the FY) | Low (during the FY) |
| Market Price (₹)   | 70.55                                    | 63.55  | 57.40  | 59.1  | 83.00                | 57.5                | 36.25   | 70.75                | 19.00               | N.A.  | N.A.                 | N.A.                |
| Index (of the Designated Stock Exchange)                         | 10360.15                                 | 10398.30   | 10817.70   | 10113.7   | 11171.55             | 9075.15             | 11623.90  | 11760.20             | 10004.55            | N.A.  | N.A.                 | N.A.                |
| Sectoral Index (NIFTY SML100 Free Float)<br>Refer the note below | 8223.00                                  | 8251.35  | 7629.20  | 7779.0  | 8236.45              | 7610.00             | 6672.55   | 8436.30              | 5660.15             | N.A.  | N.A.                 | N.A.                |

Shares of the Company were listed on the NSE- EMERGE w.e.f. March 15, 2018.

\*Since the 30th calendar day from listing day falls on Sunday, April 15, 2018, the price as on Monday April 16, 2018 has been taken into consideration.

\*\* Since the 31<sup>st</sup> March 2019 was Sunday, the price as on March 29, 2019 has been taken into consideration.

**N.A. : Not Applicable.**

**Note:** There is no specific sectoral index for services offered by the Company, as per the designated stock exchange ('NSE'). For the purposes of comparison, the performance of CNXSMLCAP (NIFTY SML100 Free Float) Index has been provided.

**Source : NSE website**

13. Basis for Issue Price and Comparison with Peer Group & Industry Average (Source of accounting ratios of peer group and industry average may be indicated; source of the accounting ratios may generally be the same, however in case of different sources, reasons for the same may be indicated)

| Accounting ratio                                | Name of company                 | As disclosed in the offer document (See Clause (2) (VII) (K) of Schedule VIII to SEBI (ICDR) Regulations, 2009) | At the end of 1st FY 31 March 2018 | At the end of 2nd FY 31 March 2019 | At the end of 3rd FY 31 March 2020 |
|---|---------------------------------|---|------------------------------------|------------------------------------|------------------------------------|
| <b>EPS (Rs.)</b>                                | Sarveshwar Foods Limited        | 8.76*   | 5.74                               | 3.73                               | Not Applicable                     |
|   | <b>Peer Group:**</b>            |   |                                    |                                    |                                    |
|   | LT Foods Limited                | 4.40  | 4.80                               | 1.70                               |                                    |
|   | KRBL Limited                    | 16.97   | 19.62                              | 21.38                              |                                    |
|   | Chamanlal Setia Exports Limited | 7.44  | 8.05                               | 6.65                               |                                    |
|   | <b>Industry Avg:</b>            | Not available   |                                    |                                    |                                    |
| <b>P/E (Times)</b>                              | Sarveshwar Foods Limited        | 11.87   | 9.72                               | 9.72                               | Not Applicable                     |
|   | <b>Peer Group: **</b>           |   |                                    |                                    |                                    |
|   | LT Foods Limited                | 20.52   | 15.94                              | 23.00                              |                                    |
|   | KRBL Limited                    | 34.72   | 22.17                              | 15.81                              |                                    |
|   | Chamanlal Setia Exports Limited | 21.96   | 14.95                              | 12.67                              |                                    |
|   | <b>Industry Avg:</b>            | 44.00   | 37.5#                              | 30.00#                             |                                    |
| <b>RoNW(%)</b>                                  | Sarveshwar Foods Limited        | 20.36   | 8.06                               | 8.00                               | Not Applicable                     |
|   | <b>Peer Group: **</b>           |   |                                    |                                    |                                    |
|   | LT Foods Limited                | 19.61   | 12.27                              | 6.47                               |                                    |
|   | KRBL Limited                    | 20.90   | 20.26                              | 18.52                              |                                    |
|   | Chamanlal Setia Exports Limited | 26.52   | 21.45                              | 15.25                              |                                    |
|   | <b>Industry Avg:</b>            | Not available   |                                    |                                    |                                    |
| <b>NAV per share based on balance sheet (₹)</b> | Sarveshwar Foods Limited        | 31.71   | 53.34                              | 46.60                              | Not Applicable                     |
|   | <b>Peer Group: **</b>           |   |                                    |                                    |                                    |
|   | LT Foods Limited                | 24.61   | 36.77                              | 26.31                              |                                    |
|   | KRBL Limited                    | 81.03   | 96.83                              | 115.44                             |                                    |
|   | Chamanlal Setia Exports Limited | 28.07   | 37.53                              | 43.60                              |                                    |
|   | <b>Industry Avg:</b>            | Not available   |                                    |                                    |                                    |

\* Annualised

\*\*Financial Ratios for the peer groups are based on standalone financial statement

# Source: Capital Market Vol May 06, 2018 – May 19, 2019.

NA : Not Available  
 EPS : Earnings Per Share  
 P/E : Price Earning Multiple  
 RONW : Return on Net Worth  
 NAV : Net Asset Value

Source: BSE Website and Offer Document of the Company

**14. Any other material information**

| <b>Period</b> | <b>Particulars</b>  |
|---------------|---|
| 2017-18       | N.A.  |
| 2018-19       | <ul style="list-style-type: none"> <li>• The Company informed the Exchange regarding the resignation of Mr. Rajesh Kurup as Chief Executive Officer of the company w.e.f. May 19, 2018</li> <li>• The Company informed the Exchange that the Board of Directors at its meeting held on May 26, 2018 considered and approved the following:               <ol style="list-style-type: none"> <li>1) Approval of Audited Financials Results for the half year ended 31<sup>st</sup> March 2018 along with auditor’s report for the financial year ended 31<sup>st</sup> March 2018.</li> <li>2) Appointment of Mr. Adarsh Gupta as an Additional Director (Independent Director) of the Company as on May 26,2018</li> </ol> </li> <li>• The Company informed the Exchange regarding Corrigendum to Audited Financial Results for the Half year and year ended 31/03/2018 due to few typographical errors.</li> <li>• The Company has informed the Exchange regarding the following ordinary / special resolution passed in AGM held on September 25, 2018:               <ol style="list-style-type: none"> <li>1) To receive, consider and adopt the Audited Balance Sheet as at 31 of March 2018 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon and the audited consolidated Financial statements of the company for the Financial year ended 31 March 2018.</li> <li>2) Appointment of Director in place of Mr. Anil Kumar (DIN: 07417538), who retires by rotation and being eligible offers himself for re-appointment.</li> <li>3) Appointment of the Statutory Auditors and fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.</li> <li>4) Re-appointment of Mr. Adarsh Kumar Gupta (DIN: 08135776) as an Independent director of the company</li> </ol> </li> <li>• The Company informed the Exchange regarding Resignation of Ms. Prabhadeep Kaur as Company Secretary &amp; Compliance Officer of the company w.e.f. October 30, 2018.</li> <li>• The Company has informed the Exchange that the Board of Directors at its meeting held on November 14, 2018 considered and approved the Unaudited financial results for half year ended 30th Sep 2018.</li> <li>• The Company has informed the Exchange that the Board of Directors at its meeting held on December 26, 2018 considered and approved appointment of Ms. Ishrat Gill as Company Secretary &amp; Compliance Officer of the company w.e.f. December 26, 2018.</li> <li>• The Company has informed the Exchange that the Board of Directors at its meeting held on March 30, 2019 considered and approved the following:               <ol style="list-style-type: none"> <li>1) Appointment of Mr. Manoj Chopra as the Chief Financial Officer of the Company</li> <li>2) Resignation of Mr. Deepak Singhvi from the position of Chief Financial Officer of the Company due to health and personal reasons.</li> </ol> </li> </ul> |



**Public Issue – Sarveshwar Foods Limited**

| <b>Period</b>                              | <b>Particulars</b>  |
|--|---|
| 2019-20<br>(till<br>September<br>30, 2019) | <ul style="list-style-type: none"><li>• The Company has informed the Exchange that the Board of Directors at its meeting held on August 26, 2019, which was subsequently approved in the AGM -:<ol style="list-style-type: none"><li>1) Appointed Mr. Darpan Gupta &amp; Co., Chartered Accountants as Internal Auditor;</li><li>2) Appointed Mr. Rohit Gupta as the Non-Executive Chairman of the Company w.e.f. August 26, 2019. Mr. Gupta will cease to be the Managing Director;</li><li>3) Appointed Mr. Surendar Singh Jasrotia as the Managing Director and Chief Executive Officer;</li><li>4) Appointed Mr. Anil Sharma as the Joint Managing Director;</li><li>5) Recommended an ESOP Scheme for its employees for the approval of shareholders;</li><li>6) Appointed Dr. Uttar Kumar Padha as the Additional Independent Director;</li><li>7) Approved the Resignation of Mr. JL Sharma from the post of Independent Director;</li></ol></li><li>• The Company has informed the Exchange regarding the re-appointment of Dr. Gayatri Tandon as an Executive Director, through special resolution passed in AGM held on September 27, 2019:</li></ul> |

(Source: Corporate Announcement – NSE-EMERGE Website)

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